

# **COLONIAL SOCCER CLUB BY-LAWS**

## **Article I. TITLE AND COLORS**

- A. The official name of this non-profit association formed under the laws of the Commonwealth of Pennsylvania is the Colonial Soccer Club (the "Club").
- B. The Club is the successor to the former Plymouth Soccer Club.
- C. The colors shall be Red, Black and White or any combination thereof.

## **Article II. OBJECTIVES**

- A. The Club is organized for charitable, religious, educational and scientific purposes, including, for such purpose, the making of distributions to organizations that qualify as exempt organizations under Section 501 (C) (3) of the Internal Revenue Code 1986 (or corresponding provisions of any future Internal Revenue Law).
- B. In furtherance of those purposes, the Club is organized for the establishment and supervision of a program of soccer education, training and competition of and by soccer enthusiasts.
- C. The objectives will be achieved by providing supervised soccer activity.
- D. The Board (as defined in Section III A below) shall bear in mind that the example they set as men and woman shall take precedence over any desire to win and that the athlete's future development is of prime importance.
- E. No part of the earnings of the Club shall benefit or be distributed to its members, officers, or private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II, Sections A, B and C, above. No substantial part of the activities of the Club shall be the carrying on of activities of lobbying or distributing propaganda or otherwise attempting to influence legislation, except , in furtherance of the purposes set forth in Article II, Sections A, B and C, above, the Club may engage in limited lobbying activities. The Club shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or against any candidate for public office.
- F. Notwithstanding any other provision of these By-laws, the Club shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(C) (3) of the Internal Revenue Code of 1986 as amended or (b) by an organization, contributions to which are deductible under Section 170(C) (2) of the Internal Revenue Code of 1986, as amended.

## **Article III. GOVERNANCE**

- A. The Club will be governed by the Board (the "Board") which consists of (1) members of the

Executive Board; (2) the Division Coordinators and (3) the appointed At Large Board Members. Each of these terms is defined below.

1. The Board shall manage the Club and have control of Club property, exclusively for the benefit of the Club.
  2. Between Board meetings, the Executive Board shall manage the affairs of the Club and act in the name of the Board in all matters, provided the Executive Board reports its actions at the next Board Meeting.
  3. The Board may not disavow an act by the Executive Board (unless such act is illegal or imperils the tax exempt status of the Club).
  4. If the Board disagrees with an action of the Executive Board and votes to unwind such action, it may do so by directing the Officers to take appropriate action to unwind such action, recognizing that any adverse consequences of unwinding a matter shall be the sole responsibility of the Club, provided the Executive Board has acted in good faith.
- B. The Executive Board shall consists of the duly elected Officers and Directors (as defined below):
1. The Officers shall consist of the following persons:
    - i. The President (who shall also serve as the Chairman of the Board)
    - ii. Vice President
    - iii. Secretary
    - iv. Treasurer
    - a. Qualifications of Officers
      - i. No one shall hold more than one position as an Officer at any one time (although upon the occurrence of a vacancy, the President may appoint another Officer pro tempore to discharge the duties of the vacant office until a replacement shall have been voted in by the Executive Board).
      - ii. Any elected Officer shall be eligible as a candidate for another office or to succeed one's self in the following year, except that a Treasurer shall not serve more than three years consecutively.
      - iii. Any Club Member 18 or older is eligible to be an Officer.
    - b. Duties of the President:
      - i. Presides at all meeting of the Board and the Club.
      - ii. Signs all legal documents and papers.
      - iii. Is an "Ex-Officio" member, but without vote, of every standing or special committee.
      - iv. Performs such duties as are usually attached to the office of the President.
      - v. Serves as Chairman of the Board.
    - c. Duties of the Vice President:

- i. The Vice President shall administer the Intramural and Tops Coordinator(s).
- ii. The Vice President will organize any division that does not have a Coordinator until that position is filled.
- iii. In the absence of the President:
  - Presides at all meetings of the Board and the Club.
  - Is an "Ex-Officio" member, but without vote, of every standing or special committee.
  - Performs such duties as are usually attached to the office of the President except the signing of legal documents and papers.
  - Serves as Chairman of the Board pro tempore.

d. Duties of the Secretary:

- i. Maintains a record of all minutes and the proceeding of the Board and the Club.
- ii. Keeps a record of all Members attending Club meetings.
- iii. Signs all legal documents, papers, and resolutions of the Board.
- iv. Conducts all correspondence of the Club.
- v. In the absence of the President and Vice President:
  - Presides at all meetings of the Board and the Club.
  - Is an "Ex-Officio" member, but without vote, of every standing or special committee.
  - Performs such duties as are usually attached to the office of the President.
  - Serves as Chairman of the Board pro tempore.

e. Duties of the Treasurer:

- i. Pay all obligations of the Club after they have been approved by the Board.
- ii. Keep a record of all disbursements.
- iii. Present a report of the financial activity and condition of the Club at all Club and Board meetings.
- iv. Sign all disbursements and checks of the Club. The President may also sign disbursements and checks.
- v. Maintains the Club's accounts.
- vi. Chairs Budget Committee, which develops the budget of the Club for presentation and approval at the January meeting in which the Treasurer:
  - Projects all costs and revenue.
  - Analyzes financial procedures and forecasts.

2. The Directors shall consist of the following members:

- i. Director of Administration
- ii. Director of Coaching
- iii. Director of Equipment
- iv. Director of Fields

- v. Director of Fund Raising
- vi. Director of Technology
- vii. Director of Travel Division
- viii. Director of Adult Division
- ix. Chief of Referees
- x. Past President
- xi. Director of Intramural
- xii. Director of TOPS
- xiii. Director of Health and Safety

- a. Two Members may hold the same Director position with both individuals entitled to full voting rights as member of the Board.
- b. Duties of Directors:
  - i. The duties of the Directors shall coincide with their elected positions.
  - ii. The Director of Administration shall maintain the Club registration database(s).
  - iii. The Director of Travel Division will perform all duties set forth in the Travel Policy and Procedures.

C. The Division Coordinator(s) shall organize group(s) of players based upon registration numbers.

D. The Executive Board annually shall appoint the General Counsel for the Club.

E. There shall be between 4 and 10 At Large Board Members.

- 1. The Executive Board shall, from time to time, appoint no fewer than 4 nor more than 10 At Large Board Members whose terms shall commence on appointment and which shall expire immediately before the next annual meeting of the Club.
- 2. Any At Large Board Member who wishes to continue as such must indicate his or her interest before or at the Annual Meeting. The newly seated Executive Board (elected at the Annual Meeting) will act on such requests when and as it sees fit, and need not act at the first meeting of the Executive Board.
- 3. The seasonal year runs from August 1 to July 31 of the next calendar year.
- 4. At Large Board Members shall be entitled to vote on all matters that come before the Board, subject to Article IV A 6, below.

No member of the Board shall have more than one (1) vote.

F. Filling Vacancies

- 1. If a vacancy shall exist for any Officer or Director, for any reason, after the Annual Meeting the Executive Board shall elect a Club member to fill such vacancy.
- 2. Such appointment shall take the affirmative vote of a majority of the Executive Board. If contested, the vote shall be conducted by secret ballot.

3. If a vacancy shall exist for any Coordinator, for any reason, the President shall appoint a Club Member to fill such vacancy.
4. Any vacancy shall be filled only for the remaining portion of that term and will be effective immediately.

**Article IV. MEETINGS**

A. The Board

1. Meetings of the Board shall be held at least quarterly.
2. A quorum must be in attendance to conduct business.
3. A quorum of the Board shall consist of at least 10 members of the Board.
4. Special meetings of the Board may be called by the President or by not less than 10 members of the Board.
5. The Board shall act by simple majority in all matters, unless a voice vote is called, in which case the Officer presiding at the meeting shall be the sole arbiter of whether the motion carried.
6. Any Board member who misses four unexcused consecutive Club meetings shall lose his or her right to vote for the remainder of the seasonal year. Notification to the Club President or Secretary prior to a meeting is required to obtain an excused absence.

B. Meetings of the Club

1. The Annual Membership Meeting (the “Annual Meeting”) shall be held in February, on the third (3<sup>rd</sup>) Tuesday if possible.
2. A quorum must be in attendance to conduct business.
3. A quorum at the Annual Meeting shall consist of at least 10 Members.
4. Special meetings of the Club membership may be called by the President or by not less than a majority of the Board as prescribed by Roberts Rules of Order.
5. All members shall sign the roll book which shall be handled by the Secretary.

**Article V. MEMBERSHIP**

- A. Any person sincerely interested in active participation to affect the objectives of the Club may apply to become a member.

B. Regular Member:

- 1. Must be at least 18 years of age.
- 2. Any person who has a child enrolled in a program.
- 3. Any person enrolled as an adult player in the program.
- 4. Any person who performs as a coach, referee, ground keeper, member of the Board, or member of any Standing Committee.
- 5. Any other person eligible for membership under paragraph A above may request that the Board consider that person for membership. The request is to be acted upon within one month.
- 6. Any regular member (Member” or “Club Member”) is eligible to vote at the Annual Meeting or other meetings of the Club.
- 7. Membership expires on July 31 of each calendar year. It shall automatically renew upon the payment of dues or registration fees for a child to participate in the program for the coming season.

C. Membership of any Member, or the right of a child of a Member to participate, may be terminated by resignation or action of the Executive Board.

- 1. The Executive Board by two-thirds (2/3) vote of those present at any duly constituted meeting shall have the authority to discipline, suspend, or terminate the membership of any Member or the right of a child of a Member to participate when the conduct of such person is considered detrimental to the best interests of the Club or any player.
- 2. The Member involved shall be notified of such meeting, informed of the general nature of the charges, and given the opportunity to appear before a quorum of the Executive Board at a specified meeting date to respond to such charges. The Club’s General Counsel shall specify procedures to be followed in such event. The President shall preside, unless the President shall be a party or witness in the matter, in which case the Vice President shall preside, and then the Secretary and Treasurer as necessary.

**Article VI. SUSPENSION FOR CAUSE**

A. Any prior, current, or prospective Member who:

- 1. Is named as a defendant in civil litigation or in a criminal matter which alleges, against that individual, conduct that:
  - a. could be construed as detrimental to the welfare of a minor or youth player, and/or
  - b. speaks negatively to that person’s character or ability to function in his/her capacity as a

coach, or assistant for a member organization; and/or

2. In the Board of Directors' sole and absolute discretion, raises concerns regarding the ability to serve as a coach or any other capacity for the Club. This may also include any violation of the Code(s) of Conduct adopted by the club.;

May be suspended from all Club related activities or deemed ineligible for any future Club related activities, including but not limited to coaching opportunities.

Matters detrimental to the welfare of youth players shall include but not necessarily be limited to, acts or omissions which place a minor at risk of physical, emotional or psychological harm, crimes of moral turpitude (i.e., fraud, larceny, any malicious intent to harm) and any indictable offense under state or federal law).

- B. Suspensions under this bylaw shall be determined and decided on by any member of the Executive Board, and/or the Director of Coaching, with the input of the Technical Director and General Counsel without the right for the Member to be heard prior to the enactment of any suspension.
- C. Any suspended Member has a right to an appeal of the suspension on the issue of whether the act or omission which triggered the suspension, if true, would be detrimental to the welfare of youth players; would negatively impact that person's ability to function in his/her capacity as a coach; and/or whether the Member violated to Club's Code(s) of Conduct. Any and all determinations on such an appeal are left to the sole and absolute discretion of the Board of Directors. Any Member suspended under this bylaw can request a hearing and vote as part of the appeal process. Any such hearing will not be open to the public. The club's General Counsel will determine the procedures for any such appeal.
- D. Upon completion of any civil litigation or criminal proceeding, the suspended person may notify the Club that the matter has been completed and request that the suspension be terminated, and the person reinstated. Any such request must be accompanied by details regarding how the matter concluded, including but not limited to the disclosure of whether the suspended person was found liable in any civil litigation, or convicted of/plead guilty to any criminal charges. The Club, with the approval of the Executive Board, and Director of Coaching with the input of General Counsel, and the Technical Director may grant the request for reinstatement; or, may continue the suspension for a period specified by the Club, terminate all membership of that person, and/or any combination of those authorized penalties.

## **Article VII. FEES OF REGISTRATION**

- A. Each participating player will pay a fee set by the Board based on the program and activities that the player is registered for.
- B. The Treasurer shall collect all fees at the time of registration.
- C. No one shall be denied the right to join because of his or her inability to meet the fee requirements.

- D. Fees may be waived by a decision of the Board or those persons so vested with the authority by the Board.
  
- F. The payment of a penalty for late registration shall be a matter determined by the Board. Penalties are to be used judiciously, to promote normative behavior, such as ensuring that registrants are timely registered to enable the formation of teams and assignment of players. It is not the intent that penalties be used as a fund raiser; all such penalties shall inure to the benefit of the Club.

**Article VIII. APPEALS**

- A. Any ruling by an elected and /or appointed official, committee, or the Board may be appealed to the Executive Board (as defined below) by any Club Member.
  - 1. This paragraph does not supersede the authority of a referee.
  - 2. This paragraph does not apply to any action taken pursuant to Article VI.
  - 3. Such appeal must be made to the Executive Board at a regular meeting of the Board or at a special meeting of the Executive Board called for that purpose.
  - 4. If an appeal is made during a regular Board meeting, the President will adjourn temporarily the Board meeting and the Executive Board will move into executive session to address the appeal, unless the appellant shall agree to have his or her appeal heard by the Executive Board at a later time. The Executive Board will act at such meeting by majority vote of those members of the Executive Board present at the meeting so long as there is a quorum of the Executive Board present at the meeting. For these purposes a quorum means at least 1/2 plus one of the total number of elected and sitting Executive Board members.
  - 5. The Club’s General Counsel shall specify procedures to be followed in such hearing.
  - 6. Once the appeal hearing is concluded and if the Board meeting had been temporarily adjourned, the Board meeting shall recommence.

**Article IX. PARLIAMENTARY PROCEDURE**

- A. Roberts Rules of Order shall govern in all cases wherein they do not conflict with these By-Laws and except where Robert’s Rules mandate a structure or procedure that the Executive Board deems to be unwieldy or expensive, in which case the Club’s General Counsel shall specify procedures to be followed.

**Article X. NOMINATIONS AND ELECTIONS**

- A. Election of Executive Board
  - 1. The offices of President, Vice President, Secretary, Treasurer, Chief of Referees, and all

- Directors (i.e., Administration, Coaching, Equipment, Fields, Fund Raising, Travel Division, Technology and Adult Division, and the Past President) shall constitute the Executive Board.
2. The Officer and Director positions (other than the Past President position) shall be filled at the Annual Meeting.
  3. Nominations will open at the January Board meeting.
  4. If there is more than one candidate for a position, the election shall be made by secret ballot.
  5. It shall take the affirmative vote of at least a majority of the Members present and voting to elect the listed Executive Board.
  6. The Executive Board members will take office immediately upon the conclusion of the Annual Meeting.
- B. Nominations for the Coordinator(s) will open at the January Board meeting. The Coordinator(s) will be elected by the Executive Board conducted at the Board meeting following the Annual Meeting. The Coordinators (s) will take office immediately upon the conclusion of the February Board meeting.
- C. Nominations for Travel Coach(es) will open at the February Board meeting. The Travel Coach(es) will be elected by the Executive Board at the March or later Board meeting.
1. The President or the President's appointee will conduct the nominations and elections of Travel Coach(es).
  2. The President or the President's appointee at any time after nomination can present a candidate to the Board for a vote to remove the prospective coach from consideration, to appoint the prospective coach as coach for a specific team, or to take the nomination under advisement for future vote.
  3. Any vote under paragraph C 2. will be conducted by way of secret ballot.
  4. Any vote under paragraph C 2. Will be completed at a regularly scheduling Board Meeting or at anytime in between. If a vote is taken between Board Meetings, The President or the President's appointee may set a time when votes must be submitted.
- D. Nominations for Intramural, Select and Tops Coach(es) will open at the June Board meeting. The Intramural, Select and Tops Coach(es) will be elected by the Executive Board during the July and/or August Board meetings. The Executive Board may elect to waive this process and to allow the Director of Intramural, the Director of Select, and the Director of TOPS to appoint coaches with the input of the Director of Coaching. Electronic elections will be acceptable to get divisions started.
- E. Any nominated Coach(es) in C and D above can be questioned by the Executive Board about their qualifications and/or desire to coach.

- F. Any Club Member is permitted to nominate another Club member for any position.
- G. All nominees must be present or submit a written or electronic notice of willingness to be a candidate prior to election.
- H. The terms of Board members expire following the meeting at which the successor is elected.

**Article XI. FINANCE AND ACCOUNTING**

- A. The Board shall decide all matters pertaining to the finances of the Club and it shall place all cash received in the Club treasury, directing the expenditures of same in such manner that will best benefit the overall objectives of the Club.
- B. The Treasurer shall present for the approval of the Board a budget including all anticipated income and expenditures for the entire year. This budget shall be distributed to the Board no later than December of the prior year and be voted on at the January Board meeting.
- C. Any expenditure outside of normal operating expenses of the Club shall be approved by the Board.
- D. The Board shall not permit the solicitation of funds in the name of the Club unless all of the funds so raised are placed in the Club Treasury.
- E. No member of the Club shall receive, directly or indirectly, any salary or compensation from the Club without approval of the Board. Referee stipends paid to a member for services performed shall not be subject to this limitation.
- F. All monies received shall be deposited to the credit of the Club in the approved bank and all disbursements shall be made by check, credit card, or approved electronic transaction.
- G. The following bank accounts and signatory authority are in effect:
  - 1. CSC – Checking and Money Market (President or Treasurer Signature)
- H. Monies in excess of operating expenses are to be deposited in the bank approved by the Executive Board to be utilized as a contingency should operating expenses in any given year be in excess if income or a growth fund for the purpose of a particular item as may be approved.
- I. The Board shall engage an outside auditor to audit or review the Club’s books and finances in May every other year. The results of the audit or review shall be presented to the Board at the June meeting.
- J. Upon dissolution of the Club and after all outstanding debts and claims have been satisfied, the members shall distribute the property of the Club to such other organizations maintaining an objective similar to that set forth herein, which are or may be entitled to exemption under Section 501 (C) of the Internal Revenue Code of 1986, as amended, or any future corresponding provision.

**Article XII. ADOPTION OF BY-LAWS AND EFFECTIVE DATE**

A. Method of Adopting:

1. The Secretary shall notify each member of the Board in writing of time, date and place of the reading of the By-Laws at least 7 days in advance.
2. A copy of these By-Laws shall be sent in advance to all Board members.
3. It shall take the affirmative vote of at least two-thirds (2/3) of the Board members present.

B. Effective Date:

1. These By-Laws shall become effective immediately upon their adoption.

C. Filing of the By-Laws:

1. The President and Secretary must sign the official copy of the By-Laws.

### **Article XIII. AMENDMENTS OF BY-LAWS**

A. Method of Amending/Effectiveness:

1. Sources of requests for changes:
  - a. Executive Board
  - b. Recommendations from the general membership
2. The Secretary shall notify each Board member, in writing, of the time, place and date of the reading of the amendment(s) at least 7 days in advance.
3. A copy of the amendment(s) shall be made available in advance to all Board members.
4. It shall take the affirmative vote of at least two-thirds (2/3) of the Board members present and voting to amend these By-Laws.
5. Amendments shall become part of these By-Laws immediately upon their adoption.