

**By-Laws**  
**Jacksonville Area Soccer Association**

**Article I. Identification**

- 1. Name:** This organization will be known as Jacksonville Area Soccer Association (JASA).
- 2. Location:** JASA is located in Jacksonville, Onslow County, North Carolina, and extends its services to neighboring communities.
- 3. Colors:** Colors of JASA will be red, white, and black.

**Article II. Purpose**

The purpose of Jacksonville Area Soccer Association shall be to foster player's physical, mental, and emotional growth and development through youth soccer, regardless of race, gender, religion, color, or ethnic heritage. JASA will provide competition for teams to play the game in accordance with the high standards of good sportsmanship and fair play.

**Article III. Affiliation**

- 1. JASA is affiliated with the Eastern Carolina Soccer Association (ECSA), North Carolina Youth Soccer Association (NCYSA), and United States Youth Soccer Association (USYSA). JASA shall exercise complete control over all its operations as long as there is no conflict with rules and regulations of NCYSA and USYSA.**
- 2. JASA has elected to establish programs for academy, recreation, select, and classic levels of soccer play.**

**Article IV. Membership**

- 1. Teams:** There shall be "member teams" as well as "individual members" of the Association. "Member teams" shall be those teams which are sponsored and sanctioned by JASA either in academy, recreational, select, or classic competition.
- 2. Individual members:** "Individual members" shall be duly registered players, coaches, assistant coaches, team managers, and parents or legal guardians of duly registered players.
- 3. Voting members:** "Voting members" of the Association shall be the parents or legal guardians of duly registered players (one vote per household), registered team officials (coaches, assistant coaches, and managers). Members in good standing are those who have not been expelled by the Board of Directors pursuant to the restated articles and who are current on their payments or who have been awarded a scholarship to pay membership dues. Only members in good standing shall be entitled to vote.
- 4. Registered volunteers, individuals not affiliated through a membership as defined above, filling a board approved position, must be approved by the Board of Directors.**
- 5. Membership fees will be determined by the Board of Directors.**
- 6. Per Article X, the Board of Director's reserves the right to refuse or revoke membership to an individual member that does not follow established rules, policies, and or directives of JASA and/or NCYSA and may take appropriate action in accordance with Article XI.**

**Article V. Governing Authority**

- 1. The Executive Committee:** The Executive Committee shall be made up of elected officers of the Association and are as follows:
  - a. President, Executive Vice-President, Secretary(non-voting), V-President Classic, V-President Recreation, and Discipline & Appeals Officer.**

- 2. The purpose of Executive Committee is to review agenda items, develop Board policy, assure strategic planning, and operations of the organization.**
- 3. Responsibilities of the Executive Committee:**
  - a. The President shall serve as the committee chairperson. He/she will direct the efforts of the members of the committee.**
  - b. The Executive Committee shall deal with the administrative issues of the organization and will assist standing committees, offices of the Board of Directors, and preside over Appeals and Discipline.**
  - c. The Executive committee shall oversee the functions of all paid positions within the association; including coaches, registrar(s), maintenance, staff and/or contracts.**
  - d. The Executive Committee shall meet as requested by the President. They shall meet a minimum of four times per year and can coordinate their meetings with the Board of Directors meetings.**
- 4. The Board of Directors: The Board of Directors shall be composed of the duly elected officers of the Executive Committee, appointed Staff members, and chairpersons of standing committees as area appointed by the duly elected officers of the Association. The Board of Directors, to include the Executive Committee, shall not exceed twenty (20) members. A quorum for all Board of Directors meetings shall be nine (9) members. The Board of Directors is to establish guidelines for the formation of Recreational soccer teams, Classic soccer teams, Select soccer teams, and Academy teams in keeping with NCYSA and USYSA guidelines.**

#### **Article VI. Meeting**

- 1. Annual Meeting: There shall be an annual meeting of the Association open to all voting members during the month of February each calendar year. A quorum for all annual meetings shall be fifteen (15) "voting members". The order of business at the annual meeting shall be as follows:**
  - a. Call to order**
  - b. Roll call/ determination of a quorum**
  - c. Approval of previous meeting minutes**
  - d. Proposals for changes to the Constitution, By-Laws, and Rules**
  - e. Treasurer report**
  - f. Nomination of candidates for the Executive Committee**
  - g. Election (voting) for Executive Committee**
  - h. Reports from the Board of Directors**
  - i. Unfinished business**
  - j. Election results**
  - k. Adjournment**
- 2. Special Meetings: Special meetings of the Association may be called at any time by the President. Emergency meetings of the Board of Directors may be called by the President with a 24 hours advance telephonic notice specifying the reason for the emergency. These meetings shall address only matters specifically identified in the meeting notification. Unless otherwise specified in an emergency meeting notice, the President or Executive Vice-President must be present at all meetings in order to conduct JASA business.**

#### **Article VII. Nominations for Election to the Executive Committee**

- 1. Each election year, the President will appoint a nominating committee made up of three**

- Board members of the Association to solicit, accept, and recommend qualified candidates.
2. The nominating committee shall recommend candidates to be elected to the Executive Committee by the voting members at the annual general membership meeting.
  3. Executive Committee members wishing to run for election or re-election must submit their intent in writing to the JASA Nominating Committee a minimum of 30 days prior to the February AGM meeting.
  4. To preserve the organization's integrity and direction, only members that have served at least one year on the Board of Directors may run for positions on the Executive Committee.
  5. The Nominating Committee may elect to recommend or not recommend individual candidates running for office.
  6. The Nominating Committee shall report to the Executive Committee on all qualified nominations ten (10) days before the date of election.
  7. All approved candidates applying for an Executive Committee position will be placed on the ballot.
  8. Voting for the Executive Committee will take place at the Annual General Meeting held in February of each calendar year.
  9. A quorum of at least fifteen (15) "voting members" is required to conduct this election.
  10. A simple majority of eligible "voting members" will determine the result of the elections for positions on the Executive Committee.

#### **Article VIII. Election of Executive Committee Members**

1. The President, V-President of Classic, and Discipline & Appeals Officer shall initially be elected in 2016. The Executive V-President, Secretary, V-President of Recreation shall initially be elected in 2015. Thereafter elections will be conducted every third year.
2. The terms of the newly elected officers of the Executive Committee will be from March 1st through the last day of February on the third year, therefore holding position for three years.
3. Officers of the Executive Committee may be elected to successive terms in the same capacity not to exceed two terms.

#### **Article IX. Removal of Elected or Appointed Board Members**

1. Any member of the Board of Directors who is absent without an excusable cause from three (3) consecutive meetings, or for any reason from a total of five (5) meetings within a calendar year, that Board Member shall there by forfeit their right to hold their respective office for the unexpired term. Removal from office may also be accomplished by two-thirds (2/3) majority vote of the Board Members after a meeting is held with all parties concerned. In lieu of attendance, notification of removal may be done in writing.

#### **Article X. Termination of Membership**

1. Withdraws from JASA.
2. Who, by personal or business conduct, seriously violates any part of the Bylaws or rules and regulations of the JASA , NCYSA, or USYSA may be expelled from membership by a two-third majority vote of the Board of Directors.
3. Takes part in any conduct which does, or may, in the opinion of the Board of Directors, bring the game into disrepute or reflect disparagingly on the organization, may be expelled from membership by two-third majority vote of the Board of Directors.
4. Felony criminal charges of any federal or state law, at the discretion of the Executive

**Board.**

**5. Misdemeanor charges with regard to controlled substances, moral turpitude, acts of violence, and crimes against children, at the discretion of the Executive Board.**

**6. Conflicts of Interest is prohibited but not limited to; Employment, Contracts, Financial Transactions, Transaction in kind or any type action resulting in personal gain, tangible or intangible, involving officers, directors, or relatives as defined in G.S.§ 104A-1. Officers of the Board of Directors are obligated to avoid and affirmatively disclose any ethical, legal, financial, or other conflicts of interest involving Corporation, and remove themselves from a position of decision-making authority with respect to any conflict situation involving Corporation.**

#### **Article XI. Discipline/Appeals Officer**

**1. The Board of Directors shall have the power and authority to discipline and/or expel any members (teams, coaches, assistant coaches, team managers, registered volunteers, players, parents and/or legal guardians) if they willingly break any By-Laws or policies of JASA. The period of suspension/expulsion shall be decided by the D&A Officer and reviewed by the Executive Board.**

**2. Any appeal from the decision of the Executive Board shall be sent to the Discipline and Appeals Committee of NCYSA. JASA agrees to have NCYSA recommend a local appeal authority for decision(s) made by the JASA Board of Directors.**

#### **Article XII. Duties of Elected Officers (Executive Committee)**

**1. President: Shall be the Chief Executive Officer of JASA and have the following duties:**

- a. Preside at all JASA Board of Directors meetings and attend NCYSA AGMs.**
- b. Be the general representative of JASA in all matters and spokesperson.**
- c. Oversee all activities and operations of JASA.**
- d. Appoint standing committees and chair persons as required by JASA. Chair appeals of Committee Chair decisions.**
- e. Ensure participation in regular meetings and other activities such as ECSA and NCYSA.**
- f. Assign an official representative for JASA as the Clubs ECSA representative and to attend scheduled ECSA meetings.**

**2. Executive Vice-President: Shall assist the President in all business of JASA, become the acting President in the absence of the President, and succeed to the Presidency if that office becomes vacant during mid-term for any reason. All other elected position vacancies shall be filled by a vote of the Board of Directors. Additional duties are:**

- a. Provide oversight of JASA operations and staff members.**
- b. Provide oversight on scheduling of games and all soccer programs.**
- c. Chairs Planning Committees.**
- d. Oversee and coordinate insurance policy, rental agreements, or memorandums of agreements with schools or organizations.**
- e. Oversee all clinics and camps. Assistants may be appointed by the Executive Vice-President to help with various events at JASA.**
- f. Serve on the Budget Committee.**
- g. Chair appeals of Committee Chair decision in the absence of or request of the President.**

- h. Prepare and coordinate the field marshal duties assignments.**
- i. Perform other duties as directed.**

**3. Discipline and Appeal Officer: Is a special staff to advise and recommend to the Club President issues pertaining to Disciplines and Appeals. Per NCYSA, member associations are required to have a D&A Liaison designated to handle Discipline and Appeals issues, as well as help educate players, parents, and coaches on rules and expectations within that association and NCYSA. Duties include:**

- a. Maintain certification with NCYSA.**
- b. Be familiarize with Association By-Laws, polices, and procedures.**
- c. Monitor and coordinate card violations, i.e. game sit outs.**
- d. Monitor occurrences of disorderly player/coaches and parents.**
- e. Perform administrative functions with NCYSA and within the Local club, i.e. track and correspond D&A documents, charges and any other administration.**
- f. Coordinate preliminary investigations into violations that occur within club purview.**
- g. Coordinate Discipline and Appeals club hearings if required.**
- h. Assist NCYSA with D & A hearings if required.**
- i. Perform other duties as directed.**

**4. Secretary:**

- a. Keep accurate records of minutes of all Board of Directors meetings and of the Annual General Meeting.**
- b. Publish all approved minutes of meetings to include roll call.**
- c. Conduct necessary correspondence with coaches and team managers.**
- d. Transfer all records of office to the newly appointed Secretary.**
- e. Coordinate location, date, and time of all JASA meetings.**
- f. Provide an agenda to all Board of Directors for all meetings.**
- g. Ensure proper notice of all JASA Board of Director meetings.**
- h. Publish updated JASA directories as necessary.**
- i. Maintain a master copy of JASA By-Laws, Insurance papers, Policies and Procedures.**
- j. Maintains all official records for four (4) years or as otherwise required.**
- k. This position is a non-voting member of the Executive Board.**
- l. Perform other duties as directed.**

**5. Vice President of Classic: Shall have the following duties: Administer and oversee all matters of JASA with regard to playing classic, select, and academy soccer in the State of North Carolina as it pertains to NCYSA, except where specifically provided for in these By-Laws to include:**

- a. Coordinate classic practice sites with the Facilities Coordinator.**
- b. Coordinate with the Director of Registration to ensure teams are properly registered with the Association.**
- c. Conduct two (2) soccer clinics per season for Recreational soccer players.**
- d. Establish and maintain the JASA Classic Program Policy.**
- e. Coordinate Classic scheduling.**
- f. Maintain individual folders on all Classic coaches for accomplishments, licenses, complaints, and discipline/appeals.**

- g. Establish a seasonal/annual method to evaluate the DOC and Academy Director. Provide results and recommendation to the Executive Board.**
- h. Be responsible for the Rules and other operating guidelines pertaining to classic soccer as published in the NCYSA *Classic Rules* and the *Classic Handbook*, and provide for the publication on the JASA website.**
- i. Represent JASA at NCYSA Classic Council meetings.**
- j. Serve as member of the Budget Committee and of the Planning Committee.**
- k. Perform other duties as directed.**

**6. Vice President of Recreation: Shall have the following duties: Administer and oversee all matters of JASA with regard to the playing Recreational soccer in the State of North Carolina as it pertains to recreation soccer, except where specifically provided for in these By-Laws and ECSA policies. Additional duties include:**

- a. Solicit and develop recreation coaches.**
- b. Ensure coaches remain in compliance with JASA policy.**
- c. Coordinate recreation practice sites with the Facilities Coordinator.**
- d. Coordinate with the Director of Registration to ensure teams are properly registered with the Association.**
- e. Coordinate with the Risk Management Coordinator and ensure all coaches, assistant coaches and Team managers are risked managed.**
- f. Coordinate with the JASA's ECSA Representative all team submissions and games.**
- g. Communicate and resolve with coaches, players, and parents on all applicable issues with recreational soccer.**
- h. Be responsible for the Rules and other operating guidelines pertaining to recreation soccer as published in the NCYSA *Recreation Rules* and the *Recreation Handbook*, and provide for the publication on the JASA website.**
- i. Represent JASA at NCYSA Recreation Council meetings.**
- j. Serve as a member of the Budget Committee and of the Planning Committee.**
- k. Perform other duties as directed.**

### **Article XIII. Appointed Positions**

#### **1. Director of Registration:**

- a. Maintain a current registrar certification with NCYSA and attend all mandatory state registrar meetings and training sessions.**
- b. Maintain a current computerized list of all registered Academy, Classic, Select, Recreation soccer players, coaches, assistant coaches, and team managers.**
- c. Coordinate the Association registration dates.**
- d. Coordinate training for Team managers.**
- e. Provide registration forms and other supplies to conduct registration. Ensure on-line registration is updated and available for use.**
- f. Prepare an advance mailing announcing the semi-annual registrations dates.**
- g. Coordinate advertising of registration within the community with the Vice-President of Recreation.**
- h. Check all player passes and team rosters of team entering tournaments.**
- i. Ensure appropriate forms are completed, signed, dated, and submitted to NCYSA.**

- j. Comply with all NCYSA registration deadlines.**
- k. Coordinate with the Risk Management coordinator to assist in all pertinent personnel are Risk managed.**
- l. Perform other duties as directed.**

**2. Assistants Registrars, (Qty 2):**

- a. Maintain a current registrar certification with NCYSA and attend all mandatory state registrar meetings and training sessions.**
- b. Maintain or have access to the organization's computerized list of all registered players, coaches, assistant coaches, and team managers.**
- c. Assist the Director of Registration as directed with all registration issues and/or events.**
- d. Provide registration forms and other supplies to conduct registration.**
- e. Comply with all NCYSA and ECSA registration deadlines.**
- f. Perform other duties as directed.**

**4. Treasurer: Shall manage the security and keeping of financial records to ensure full and accurate accounts of all receipts and disbursements of JASA. Financial records will be maintained for at least (4) four years or as otherwise required.**

- a. Manage the disbursements for items that are contained in JASA's Budget.**
- b. Deposit all monies of JASA in a chartered bank in the name of JASA.**
- c. Assist the Board of Directors on a budget proposal for the next fiscal year.**
- d. Assist with the collection of players fees.**
- e. Oversee the concession stand funds.**
- f. Serve as the chair of the Budget Committee.**
- g. Maintain all contracts approved by the Board of Directors and ensure documents are signed by the President.**
- h. Prepare and submit an annual financial report for the General Membership meeting thirty days before the scheduled annual AGM.**
- i. Provide a complete and detailed written report showing all JASA financial activities to the Board of Directors annually. The fiscal year shall be July 1 to June 30.**
- j. Manage and coordinate the preparation of information needed by a certified public accountant in preparing for audits and income taxes.**
- k. Ensure 1099s tax forms are accurate and issued.**
- l. Transfer all records of office and funds to the newly appointed Treasurer and prepare for audits on annual basis.**
- m. Perform other duties as directed.**

**5. Director of Coaching: Hired Position (non-voting)**

- a. Oversees player development at each age level, develop programs and detailed curriculums designed to achieve those expectations within JASA's programs.**
- b. Provide oversight on the JASA Academy program and recommends candidates to be hired as the Academy Director.**
- c. Coordinate and assist with NCYSA State Cup tournaments.**
- d. When necessary, write policy and procedures directives.**
- e. Attend periodic training sessions and matches of a majority of the teams to**

- observe and assess players, coaches, and team dynamics.
- f. Organize, implement, and oversee Classic tryouts and team placements within the level of play.
- g. Be responsible for recruiting, evaluating, hiring, assigning, terminating Head and Assistant coaches of the classic program. Establish a pay scale and policy and submit to the Board of Directors for consideration.
- h. Be responsible for the Coaching Education and soccer camps.
- i. In lieu of the V-President of Classic and Director of Registration, determine scholarship recipients.
- j. Report to the Board of Directors, submits status reports, provide briefs on any problems and corrective action taken within JASA's soccer programs.
- k. Represent JASA at regional events and meetings as appropriate.
- l. Perform other duties as directed.

**6. Academy Director: Hired Position (non-voting)**

- a. Oversees player development within the academy program and develops detailed curriculums designed to achieve those expectations in the Academy program U7 through U11.
- b. Organize, implement, and conduct Academy tryouts and player placement.
- c. Conducts, schedules, and organizes training sessions for the Academy program.
- d. Ensure players are assessed.
- e. Responsible for recruiting, evaluating, hiring, assigning, and terminating Academy coaches.
- f. Reports directly to the DOC.
- g. Provides the Board of Directors status reports, briefs on any problems or corrective action taken.
- h. Represent JASA at regional events and meetings as appropriate.
- i. Perform other duties as directed.

**6. Risk Management Coordinator:**

- a. Responsible to the President for the operation and management of the Association Risk Management Program.
- b. Keep current with NCYSA risk management personnel, program, and maintain NCYSA certification.
- c. Meet all NCYSA deadlines for returning forms to the NCYSA.
- d. Coordinate all approved coaches, assistant coaches, and managers with the Director of Registration.
- e. Perform other duties as directed.

**7. Assistant Vice President Recreation: Shall assist the V-P of Recreation soccer in the administration duties and oversee all matters of JASA with regard to the playing Recreational soccer in the State of North Carolina as it pertains to recreation soccer, except where specifically provided for in these By-Laws and ECSA policies. In the absence of the V-P of Recreation soccer; will assume all duties. Duties include:**

- a. Assist the Vice President of Recreation as required.
- b. Ensure coaches remain in compliance with JASA policy.



- c. Coordinate recreation practice sites with the Facilities Coordinator.
- d. Be prepared to assume the duties of Vice-President of Recreation.
- e. Coordinate with the Director of Registration to ensure teams are properly registered with the Association.
- f. Coordinate with the Risk Management Coordinator and ensure all coaches, assistant coaches and Team managers are risked managed.
- g. Communicate, mediate, and resolve issues regarding coaches, players, and parents with recreational soccer.
- h. Be responsible for the Rules and other operating guidelines pertaining to recreation soccer as published in the NCYSA *Recreation Rules* and the *Recreation Handbook*, and provide for the publication on the JASA website.
- i. Perform other duties as directed.

**8. Junior Recreation Coordinator (U7-8):**

- a. Be responsible to the V-P of Recreation for the supervision and operations of the Junior Recreation program. (U7 and U8)
- b. Solicit and develop junior recreation coaches.
- c. Coordinate with Dixon Soccer Club on rules, policies, and medals.
- d. Create the seasonal schedule and coordinate through the V-P of Recreation soccer, Dixon Soccer Club Representative, Williamsburg Home Owners Association.
- e. Provide the Executive V-P and Web Master game schedules for publishing.
- f. Schedule coaches to referee games.
- g. Coordinate with the Director of Registration to ensure teams are properly registered with the Association.
- h. Coordinate with the Risk Management Coordinator and ensure all coaches, assistant coaches and Team managers are risked managed.
- i. Resolve issues that may occur within the program with parents, coaches, and players.
- j. Perform other duties as directed.

**9. Spark Principles And Ready Kids (SPARKS) Coordinator:**

- a. Be responsible to the V-P of Recreation for the supervision of the Spark . (U5 and U6)
- b. Solicit and develop Spark coaches.
- c. Coordinate with the Director of Registration to ensure teams are properly registered with the Association.
- d. Coordinate with the Risk Management Coordinator and ensure all coaches, assistant coaches and Team managers are risked managed.
- e. Create the seasonal schedule and coordinate through the V-P of Recreation soccer and WebMaster for publishing.
- f. Resolve issues that may occur within the program with parents, coaches, and players.
- g. Perform other duties as directed.

**10 . Facilities Coordinator:**

- a. Be responsible to the Executive Vice-President for the operation and maintenance of the Association game fields and practice sites.

- b. Prepare and maintain Memorandum of Agreement (MOA) with supporting organizations in which JASA uses their facilities for practice sites.
- c. Coordinate with the Treasurer for field and equipment supplies as necessary to maintain the fields and buildings of JASA.
- d. Coordinate field workdays, set-up field layouts, coordinate lining of the fields, and movement of goals and other equipment.
- e. Coordinate with DOC and VP's for new equipment, painting supplies, and field fertilization.
- f. Coordinated the field maintenance contract.
- g. Be responsible for practice fields assignments at the semi-annual coaches meeting.
- h. Coordinate all non-official game events for Woodlands Park.
- i. Maintain equipment inventory listings and coordinate key control.
- j. Perform other duties as directed.

**11. Assistant Facilities Coordinator:**

- a. Assist the Facilities Coordinator with all duties pertaining to that position.
- b. Responsible to the Executive V-P for the operation and maintenance of the Association game fields and practice sites.
- c. Be prepared to assume the duties of Facilities Coordinator.
- d. Coordinate field workdays, set-up field layouts, coordinate lining of the fields, and movement of goals and other equipment.
- e. Perform other duties as directed.

**12. Fund Raising/Sponsorship:**

- a. Be responsible to the Executive Committee for raising funds for the Association.
- b. Coordinate with the Treasurer for account information and financial matters.
- c. Coordinate with the Board of Directors for scheduling fund raising activities.
- d. Coordinate field and website sponsorships.
- e. Perform other duties as directed.

**Article XIV. Members at Large**

**This is an appointed member for a specific purpose, with hopes that they request to fill an open position on the Board of Directors upon availability. This allows a member to become familiar with the administration and operations of the Association. They must attend all meetings and may provide comments for decision-making. Members at Large are non-voting members on the Board of Directors.**

**1. Concession Coordinator: (Contract Work)**

- a. Be responsible to the Board of Directors for the supplies and management of the concession stand.
- b. Coordinate with the Treasurer for account information and available funds.
- c. Maintain and account for funds and property used to operate the concession stand.
- d. Procure and stock the concession stand as required.

- e. Ensure required cleanliness and sanitary conditions are met for the health inspector.
- f. Prepare monthly work schedules.
- g. Submit pay request to the President and Treasurer for approval and pay.
- h. Find qualified people to train, supervise, and work the concession stand.
- i. Provide a monthly profit and loss statement.
- j. Perform other duties as directed.

**2. Standing Committees:**

- a. Standing committees of the Association shall be organized and shall function under the leadership of duly appointed chairperson. The chairperson of all standing committees shall serve at the pleasure of the Board of Directors.

**Article XIV. Amendments**

- 1. Any "voting member" of the Association may make proposals or motions to amend the By-Laws. Proposals, amendments, and motions shall be submitted to the Board of Directors in writing for consideration at least 30 days before action can be taken on the proposal, amendment, or motion.
- 2. The By-Laws of the Association may be amended by a two-thirds (2/3) majority vote of voting members present at the Annual General Meeting.
- 3. If a special meeting is necessary to amend the By-Laws notice of the meeting must be published on the clubs official website for 14 days prior to the meeting. Included in the notice shall be the time, place, and purpose of the special meeting.
- 4. In addition, the time, place, and purpose of a special meeting shall be communicated to coaches, managers, and members by the Association Secretary.

**Article XV. Parliamentary Procedure**

- 1. All meeting of JASA shall be conducted in accordance with the latest authorized edition of Roberts Rules of Order.

**Revised and Updated**

**12 August 2014**

**25 February 2009**

**12 July 2007**

**20 March 2004**

**16 February 1999**

**5 December 1995**