

BYLAWS OF THE NORWALK SOCCER CLUB

SECTION I

CORPORATION NAME

1.1 The name of this not-for-profit corporation, incorporated pursuant to Iowa Code Chapter 504A, is the Norwalk Soccer Club (hereinafter referred to as the "Corporation").

1.2 Area Served The Purpose and Mission Statement in Article III of the Articles of Incorporation of the Norwalk Soccer Club promotes "the establishment and development of soccer programs for the city of Norwalk and the surrounding community." "Surrounding community" shall be interpreted to extend the Norwalk Soccer Club programs to players from school districts which border the Norwalk Community School District.

SECTION II

MEMBERSHIP

2.1 Class of Members. The Corporation shall have one class of members.

2.2 Eligibility. Any person coaching, refereeing or having a child playing on a soccer team associated with the Norwalk Soccer Club shall be eligible for membership.

2.3 Voting. Each family who has a youth registered for the current year's soccer program as established by the Corporation shall be entitled to one vote that may be cast by such youth's parents/guardian. The vote is one per family no matter how many youth in the family are registered for the soccer program. Any coach or referee currently active in the Corporation's soccer program who does not have a youth registered shall also be entitled to one vote per family.

2.4 Fees. A condition of membership in the Corporation is to maintain good standing with respect to the payment of registration fees as may be established from time to time by the board of directors.

Section III

MEMBERSHIP MEETINGS

3.1 Annual Meetings. An annual membership meeting shall be held by

the Corporation each year, beginning in 1996, in either July or August for the purposes of electing board members and conducting any other business that is submitted either by the board of directors or to the board of directors by any member at least three (3) weeks before the annual meeting.

3.2 Special Meetings. Special meetings may be called by the president, the board of directors, or not less than twentyfive (25) of the members having voting rights at the annual meeting.

3.3 Notice of Meetings. The members of this Corporation must be notified at least seven (7) days prior to the annual meeting or any special meeting by electronic message.

3.4 Quorum. A majority of the members present at the meeting shall constitute a quorum for all purposes.

3.5 Proxies. Proxy voting shall not be allowed.

3.6 Order of Business. The order of business at all meetings of the Corporation shall be established by the president or such other member of the board of directors as may be directed by the president or as established by the board of directors.

3.7 Voice Vote. Voting by members on any question or any election may be by voice vote unless the chairperson of the meeting shall order or any member shall demand that the vote be by written ballot.

3.8 Authority. Robert's Rules of Order shall govern the Corporation in all meetings subject to any special rules which the board of directors may adopt.

SECTION IV DIRECTORS

4.1 Number of Directors. The initial board of directors shall consist of ten (10) directors. The number of directors shall thereafter be the number designated by the board of directors from time to time by resolution of the board, but shall not have less than six (6) or more than fifteen (15) persons.

4.2 Election. The board of directors shall be elected by the members of the Corporation at the annual meeting of the Corporation. A candidate for director must be a member in good standing at the time of the election. Members interested in appearing on the ballot at the annual member meeting for open director positions shall give notice to the president or secretary of the Corporation to be placed on the ballot. The directors may also appoint a nominating committee.

4.3 Term. The initial board of directors shall have the following terms: four (4) directors to one (1) year terms, three (3) directors to two (2) year terms, and three (3) directors to three (3) year terms. Thereafter, directors shall be elected into three nearly equal classes and each class shall serve three (3) year terms. No director shall serve more than two consecutive terms as director. Filling a partial term does not count toward the consecutive term requirement.

4.4 Resignation. Any director of the Corporation may resign at any time by giving written notice to the board of directors or the president of the Corporation. The resignation of any director shall take effect upon delivery of notice or at a later date if specified in the notice.

4.5 Vacancy. Whenever any vacancy occurs in the office of a director, the remaining directors shall appoint a member to fill the remainder of the term for that director.

4.6 Quorum. A majority of the board of directors shall constitute a quorum for all purposes except as specified below.

4.7 Removal of Directors. Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two thirds (2/3) of the board of directors at a special meeting called for that purpose.

4.8 General Powers. The board of directors has the authority to govern the Corporation. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances.

4.9 Committees. Committees of members and/or directors shall be appointed and/or authorized by the board of directors as deemed necessary.

4.10 Grievance Committee. The board of directors will appoint a Grievance Committee to handle complaints based on written guidelines, rules and bylaws of the Corporation and the Iowa Soccer Association. The Grievance Committee will investigate such complaints and bring a recommendation to the board of directors for action or solution.

SECTION V

BOARD OF DIRECTORS MEETINGS

5.1 Annual Meeting. Immediately following the annual membership meeting for the election of the board of directors, the board will meet for the purpose of organization, election of officers, and the transaction of other business.

5.2 Regular Meetings. Regular meetings shall be held at such times and such places as the board of directors shall fix and determine from time to time.

5.3 Special Meetings. A special meeting of the board of directors may be called by the president or one-third (1/3) of the directors then in office and the notice will include the purpose of the special meeting.

5.4 Notice. Meetings according to a regular meeting schedule will not require additional notice. All other meetings require at least three (3) days notice to the directors. A waiver of notice in writing or approval of the action taken in writing, shall be deemed equivalent to the actual receipt of proper notice. A director may participate in any meeting by means of speaker telephone.

5.5 Proxies. Proxy voting shall not be allowed.

5.6 Order of Business. The order of business at all meetings of the board of directors shall be established by the president or such other member of the board of directors as may be directed by the president or as established by the board of directors.

5.7 Authority. Robert's Rules of Order shall govern the Corporation in all meetings subject to any special rules which the board of directors may adopt.

SECTION VI OFFICERS

6.1 Designation of Officers. Following each annual member meeting, the board of directors shall elect from among the directors the following officers who shall serve until after the next annual member meeting: President, Vice President, Secretary and Treasurer.

6.2 Duties and Powers of Officers.

a. President. The president will: determine and schedule regular board meetings; conduct the affairs of the Corporation within the guidelines of these bylaws; keep the Board working as a unit; oversee the operation and management of the corporation; sign official documents and agreements on behalf of the Corporation; prepare monthly board meeting agendas; oversee the attendance of club representative(s) at Iowa Soccer Association meetings; and assist other board members, officers and committees as needed.

b. Vice-President. The vice-president will: assist the president; act in the absence of the president; sign checks and act in the absence of the treasurer; and assist all board members, officers and committees as needed.

c. Secretary. The secretary of the Corporation will: maintain a roll of all individuals present at meetings; record the minutes of all meetings; maintain all records and correspondence of the Corporation; mail minutes of the previous meeting to the directors at least one week prior to the next meeting; and assist other board members, officers and committees as needed.

d. Treasurer. The treasurer of the Corporation will: maintain financial records of the Corporation; pay expenses and make deposits; prepare a monthly financial statement; prepare an annual financial statement for the annual member meeting; assist with soccer registration; and assist other board members, officers and committees as needed.

6.3 Other Officers. The board of directors may, in its discretion, appoint such other officers as may be deemed necessary to achieve the purposes of the Corporation. Such other officers will serve until the next annual member meeting. Other officers may be re-appointed as long as willing and requested to serve. Such other officers may be either members or directors. Appointment as an officer under this section does not make the officer a member of the board of directors although such officer may be asked to attend board meetings.

6.4 Duties and Powers of Other Officers. The board of directors may appoint one or more of the following officers or combine one or more of the following job description, all in the sole discretion of the board:

a. Equipment Manager. The equipment manager will: maintain all equipment, first aid kits, etc. for the corporation; purchase new equipment as needed; deliver equipment to coaches at least one month prior to the first scheduled game; pick up equipment from coaches no later than one week following the end of the season; and assist other board members or officers as needed.

b. Registrar. The registrar will: coordinate spring and, fall registration; maintain registration information and submit data as required to the Iowa Soccer Association; inform the treasurer of any refunds; and assist other board members or officers as needed.

c. Uniform Manager. The uniform manager will: assist with spring and fall registration; coordinate uniform orders and exchanges; work with vendors to acquire uniforms; and assist other board members or officers as needed.

d. Publicity Coordinator. The publicity manager will: obtain scores of games (where applicable) from coaches; report scores to the appropriate league, newspaper, etc.; handle any publicity for the Corporation with the media; and assist other board members or officers as needed.

e. Fundraising Coordinator. The fundraising coordinator will coordinate all fundraising for the Corporation; assist with and/or coordinate any

soccer camps; and assist other board members or officers as needed.

f. Coaches Coordinator. The coaches coordinator will: recruit coaches for the spring and fall seasons; assist at spring and fall registration; conduct coaches meeting(s) prior to the start of each season; investigate coaches clinics for the Corporation; collect, maintain, and distribute player's and coaches' cards to teams; obtain, maintain and distribute team schedules to teams; assist coaches throughout the season as needed; review tournament information for sanction and determine if tournament information should be made available to coaches; and assist other board members or officers as needed.

g. Fields Coordinator. The fields coordinator will: install nets, flags, and portable goals at the beginning of the season; take down nets, flags, and portable goals at the end of the season; maintain nets, flags, and portable goals in good working condition and request replacements as needed; arrange for use of fields for the spring and fall season; make sure that fields are marked properly; maintain fields in good playing condition (mowing, fertilizing, etc.); and assist other board members or officers as needed.

h. Referee Coordinator. The referee coordinator will: recruit referees for the spring and fall seasons; maintain accurate records of the referees; submit the number of times an individual referees in a given month to the treasurer for payment; conduct or arrange a referee's clinic if necessary; and assist other board members or officers as needed.

i. Camp Coordinator. The camp coordinator will coordinate all activities for any annual camp during the summer and assist other board members or officers as needed.

6.5 Resignation. Any officer of the Corporation may resign at any time by giving written notice to the board of directors or the president of the Corporation. The resignation of any officer shall take effect upon delivery of notice or at a later date if specified in the notice.

6.6 Vacancy. Whenever any vacancy occurs in an officer position, the board of directors shall make an appointment to fill the remainder of the term of that officer.

6.7 Removal of Officers. Any one or more of the officers may be removed either with or without cause, at any time, by a vote of the board of directors at a special meeting called for that purpose.

SECTION VII

FISCAL YEAR The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

SECTION VIII

IOWA SOCCER ASSOCIATION

All youth who participate in the Corporation's soccer program(s) will join the Iowa Soccer Association.

SECTION IX

INDEMNIFICATION OF DIRECTORS

To the extent allowed by Iowa Code Chapter 504A, the Corporation will indemnify the directors, officers and others serving this Corporation to the fullest extent possible against expenses, including attorney fees, incurred due to the position with the Corporation.

SECTION X

AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed by two thirds (2/3) vote of the board of directors then in office or by the members; provided, however, that the members may from time to time specify particular provisions of the bylaws which shall not be amended or repealed by the board of directors.

SECTION XI RULES AND REGULATIONS

The board of directors may establish, from time to time, rules and regulations concerning the Corporation's soccer programs.

Dated this 8th day of February, 1996.

revised 12/96

revised 4/99

revised 1/2017