

# **SOUTHEAST SOCCER CLUB BYLAWS**

**20~~2018~~**

## **ARTICLE I – NAME AND LOCATION \_\_\_\_\_**

**1:0** The name of the organization shall be the “South East Soccer Club”, hereinafter referred to as “SESC” or “The Club”. SESC is a qualified 501c (3) corporation and shall be located in Portland, Multnomah County, Oregon.

## **ARTICLE 2 – PURPOSE**

**2:0** SESC is an educational and recreational organization formed to foster and perpetuate the game of soccer by teaching, promoting, stimulating interest in and locally governing all aspects of the game of soccer.

## **ARTICLE 3 – AFFILIATIONS**

**3:0** SESC shall operate under the provisions of the bylaws of the Portland Youth Soccer Association (PYSA).

**3:1** All other associations shall be decided by the club Board of Directors to facilitate club programs and participation in recreational, competitive play and tournaments. These associations may include but are not limited to US Club Soccer (USCS), Oregon Youth Soccer Association (OYSA), and American Youth Soccer Organization (AYSO).

**3:2** SESC players, coaches and parents shall follow the Rules and Regulations of the Portland Youth Soccer Association, hereafter referred to as “PYSA”, for all recreational competition.

**3:3** SESC players, coaches and parents shall follow the Rules and Regulations of the governing associations for competitive competitions to include but not limited to the USSF, AYSO, OYSA, or USCS organizations.

## **ARTICLE 4 – MEMBERSHIP**

**4:0** SESC has three classes of members: regular, honorary and automatic. Refer to Article 5 for a description of voter eligibility.

**4:1** Regular Members are parents or guardians of children registered in SESC programs. Regular Members also include coaches or a designated representative from a team.

**4:2** Honorary Members are designated by the Board in recognition of outstandingly meritorious service to SESC and the sport of soccer. Membership shall continue until withdrawn by vote of the Board. An Honorary Member is entitled to all the rights and privileges of a Regular Member.

**4:3** Automatic Members are elected Officers and Board Directors. An Automatic Member is entitled to all the rights and privileges of a Regular Member.

**4:4** A person wishing to become a member of SESC shall submit to the Registrar registration materials in the format prescribed by the Board. A fee established by the Board, payable to SESC, except in cases where the Board chooses to award a fee waiver must accompany all registration forms. Acceptance by the Registrar(s) of the approval, the player named in the registration materials, as well as his or her family foregoing shall constitute approval of the application for membership. Upon this approval the player and/or guardians, shall be considered members of SESC.

**4:5** SESC member players, coaches, families, officers and administrators shall abide by the Bylaws and Rules of SESC and PYSA, and shall always act in a manner consistent with the interests of -SESC.

**4:6** SESC shall provide, through PYSA, a secondary medical insurance plan for each player, coach and assistant coach, and a liability policy covering coaches, schools and Board members engaged in soccer activities. The medical insurance may be waived if a child in kindergarten or first grade has primary coverage through a family medical plan.

## **ARTICLE 5 - ELIGIBILITY TO VOTE**

**5:0** Only Executive Committee members are eligible to vote at meetings of the Executive Committee.

**5:1** Only Automatic Members (elected Officers and Board Directors) are eligible to vote on matters that come before the Board of Directors.

**5:2** Voting members at the Annual General Meeting (AGM) shall consist of one designated representative from each team, which shall be considered to be the head coach or their designee, and each member of the Executive Committee; no one shall have more than one vote.

**5:3** [Any elected Officers or Board Directors are not eligible to vote if they receive any form of monetary compensation or stipend.](#)

## **ARTICLE 6 - ORGANIZATION**

**6:0** The Board of Directors

**6:1:1** The business of SESC shall be managed by a Board of Directors ("Board").

**6:1:2** The Board consists of the elected Officers plus Directors not to exceed seventeen (17) or less than seven (7).

**6:1:3** An affirmative vote of a majority of the Board may increase or decrease the number of Directors. No reduction in the number of directors shall operate to remove a director then serving, except that the number of directors can be reduced to take effect at the next annual meeting.

**6:1:4** The President of the Club shall serve as Chairman of the Board of Directors. The Secretary shall serve as the Secretary of the Board.

**6:2** A majority of the members of the Board shall constitute a quorum. Each Board Member shall have one vote and voting may not be done by proxy. The act of a majority of the Board Members present at a meeting, at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by these Bylaws or law.

**6:3** Meetings of the Board of Directors shall be no less than 10 times a year, evenly spaced over the calendar year, at the call of the Chairman and may be held without notice. Whenever possible such meetings shall be preceded by notice to the members of the Board at least seven (7) days prior to such meeting. Neither the business to be transacted, nor the purpose of any meeting of the Board need be specified in the notice of such meeting, except in the case that notice is given of a meeting wherein it is proposed to amend these Bylaws, notice that an amendment is proposed shall also be given.

**6:4** Directors shall be appointed by affirmative vote of the majority of the Executive Committee Officers to provide leadership for the program and administrative functions of the organization. The term of a Director's service shall be from the time of appointment until the annual meeting of members (AGM) two (2) years following their election. A Director is eligible for reappointment to the Board in any functional role. Vacancies occurring during term of appointment shall be filled for the remainder of the term by affirmative vote of the majority of the Officers.

**6:5** A Director may be removed by affirmative vote of a majority of the Board of Directors when sufficient cause exists for such removal. The Board of Directors shall adopt such rules as it may consider necessary for the best interests of SESC for a hearing on charges against a Director.

**6:6** The Executive Committee consists solely of the elected Officers of SESC. It shall formulate and recommend policies for consideration by the Board. It may act for the Board between meetings of that body to ensure the successful administration of SESC, subject to review and approval of its decisions by the Board at the next subsequent meeting.

**6:6:1** The Executive Committee shall not have authority to amend these Bylaws or commit or expend a substantial portion of the funds of SESC without prior Board approval.

## **ARTICLE 7 - OFFICERS**

**7:0** The Officers of the Club shall be President, Vice President, Secretary, Treasurer and Head of Competitive. ~~PYSA~~

~~Representative-~~

**7:0:1** The term-of-office for each elected Officer shall be for a period of two (2) years and shall be from the annual meeting of the members (AGM) whereat they are elected until the annual meeting of the members (AGM) two (2) years following their election. Each officer shall hold office for the term for which they are elected and until their successor has been elected and qualified unless they cease to maintain the office.

**7:0:2** Vacancies in offices that occur between AGMs shall be filled by the affirmative vote of the majority of the members of the Board of Directors.

**7:0:3** Officers may be re-elected, but the maximum number of successive terms in any one office shall be two (2). All officers shall be members of the Board of Directors.

**7:0:4** No Officer shall for reason of his office be entitled to receive any salary or compensation.

**7:1** The President shall oversee and direct all activities of SESC, preside at and conduct meetings of Board and Executive Committee as well as act on behalf of other Officers in their absence.

**7:1:1** The President shall be responsible for calling all Board and Executive Committee meetings. The President votes only in the case of a tie.

**7:1:2** The President shall be the ex-officio head of all committees and shall appoint other non-voting Special Officers as needed.

**7:1:3** The President shall represent SESC at the PYSA Annual General Meeting.

**7:2** The Vice President shall, in the absence of the President, assume the duties of the President in presiding at and conducting meetings of the Board or Executive Committee, and shall assume other responsibilities as assigned by the President.

**7:2:1** The Vice President shall call an Executive Committee meeting if the President has not called an Executive Committee meeting for a period of three (3) months.

**7:3** The Secretary shall keep and publish an accurate record of all meetings, and shall maintain the files of SESC. The Secretary shall distribute minutes of Board meetings, Executive Committee meetings and Annual General Meetings to all Board Directors.

**7:4** The Treasurer shall oversee and direct the financial affairs and activities of SESC. The Treasurer shall keep an accurate, informative, timely, and verifiable record of all moneys received and disbursed by SESC, all assets owned or controlled by SESC, and all debts owed by SESC.

**7:4:1** The Treasurer shall present a report of financial activities to the Executive Committee on a quarterly basis.

**7:4:2** The Treasurer shall disburse funds for authorized purposes in accordance with procedures authorized by the Executive Committee, and shall maintain a checking account with signature authority with one other Executive Committee member subject to Presidential approval.

**7:4:3** The Treasurer shall prepare and submit an annual budget for approval at the AGM, prepare and submit any and all papers required to meet government (local, state, and federal) laws and regulations and shall perform other duties as prescribed by the Board.

**7:5** The ~~Head of Competitive should PYSA Representative shall be responsible for~~ attend ~~ing~~ all ~~PYSA monthly Competitive Committee~~ meetings and ~~ensure~~ reporting

on those meetings to the SESC Board of Directors. Competitive Committee representative at all SESC board meetings.

7:5:1 Responsible for Competitive Program budget and expense tracking, competitive calendar and documentation and record keeping.

7:5:2 The Head of Competitive shall be the SESC representative to any competitive soccer organization with which SESC chooses to associate.

## **ARTICLE 8 - DIRECTORS AND COMMITTEES**

**8:0** The following Directors shall be appointed by the Executive Committee to serve for the duration of their term as Directors unless otherwise determined by the Board. Directorships shall include, but are not limited to:

**8:1** The Director of Coaching Development (DOC) shall oversee all SESC coaches. The ~~DOCED~~ shall ensure that

coaches are using age-appropriate training techniques, and shall ensure the teaching of fair play and sporting behavior.

**8:1:1** The ~~DOCED~~ shall be the initial contact for complaints concerning behavior problems of coaches or parents.

**8:1:2** The ~~DOCED~~ shall communicate to the President any problem, and recommend a special Executive Committee meeting to solve the problem.

**8:1:3** The ~~Director of Coaching Development~~DOC shall also be known as Head Coach for purposes of communicating with PYSA.

**8:2** The Mighty Mites Director (MMD) shall oversee all activities of the “Mighty Mites” program, which shall be the name for SESC U6 and U7 play. The MMD may form a committee to assist the Mighty Mites program.

**8:3** The Field Director shall be responsible for all matters and activities concerning field usage for SESC teams.

**8:4** The Equipment Director shall be responsible for the acquisition, storage, maintenance and distribution of SESC equipment.

**8:5** The Registrar (Director of Registration) shall oversee and direct the player registration process. The Registrar shall have the authority to form a committee to assist in the registration process.

**8:5:1** The Registrar shall form new teams, secure coaches (in conjunction with the ~~DOCED~~), and assign members to teams, at the direction of the Executive Committee. Players returning to U9–U14 teams will be assigned to play on the same team as previous year provided that the player registers by that year’s specified registration deadline.

**8:5:2** The Registrar shall be responsible for certifying the birth dates of all SESC players. The Registrar shall be responsible for publicizing SESC registration dates and procedures throughout the general geographic area of southeast Portland, through whatever measures deemed appropriate.

**8:5:3** The Registrar shall be responsible for all reporting required by PYSA and any competitive

organization with which SESC chooses to associate.

~~8:6 The Director of Competitive Play shall oversee the competitive soccer program for SESC.~~

~~8:6:1 The Director of Competitive Play, in conjunction with Coach Development Coordinator, shall oversee the tryout procedures noted in Article 15 of these Bylaws and may appoint a committee to assist in carrying out these responsibilities.~~

~~8:6:2 The Director of Competitive Play shall be the SESC representative to any competitive soccer organization with which SESC chooses to associate.~~

~~8:78:6~~ The Audit Committee shall be composed of three (3) Directors, only one of whom may be an Officer.

~~8:67:1~~ The Treasurer is ineligible to serve on the Audit Committee which assures that the finances of SESC are administered soundly and as directed by the Board.

~~8:78~~ The Executive Committee shall have the authority to enter into contracts with, and offer compensation to, individuals or groups as necessary to administer the affairs of the Club.

~~8:89~~ The SESC fiscal year begins and ends with successive Annual General Meetings (AGM). All rules and regulations are in effect during the twelve months of the time period.

~~8:910~~ All committees not listed above shall be known as Special Committees. Special Committees may be appointed by the President with the approval of the Board. A Special Committee goes out of existence when the work has been completed and a final report has been received.

## **ARTICLE 9 - ANNUAL GENERAL MEETING**

**9:1** An Annual General Meeting (AGM) shall be held after the PYSA AGM of each year, preceded by timely notification of the time and place to all officers and coaches. Voting members shall consist of one designated representative from each team and each member of the Executive Committee; no one shall have more than one vote. The order of business shall be as follows:

- Call to order
- Roll call of Voting Members
- Acceptance of minutes of last SESC AGM
- Officers and Directors reports
- Presentation and Approval of Budget
- Unfinished business
- Presentation and Approval of Bylaw changes
- New business
- Election of Officers
- Appointment of Directors
- Adjournment

**9:2** The rules contained in the current edition of "Robert's Rules of Order" shall guide SESC in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order SESC may adopt.

## **ARTICLE 10 – CONDUCT OF PLAYERS, COACHES, PARENTS AND SPECTATORS**

**10:0** Coaches, players, parents of players and all others in attendance at SESC events are expected to follow principles of good sportsmanship at all times.

**10:1** Each coach is responsible for the conduct of its players, parents and spectators. Coaches shall distribute the PYSA Guide to Soccer to all parents prior to the first game of the season. Coaches shall review the elements of good conduct with parents and players prior to the first game of the season. Coaches shall make available to all parents the PYSA Parents Code of Conduct, and to all players the PYSA Players Code of Conduct.

**10:2** Coaches who use methods not consistent with good sportsmanship and fair play, either through words or actions, may be disciplined by the SESC Executive Committee. Coaches in good faith must abide by the programs, policies, rules and regulations of SESC and PYSA. Failure to do so may result in discipline and/or removal.

**10:3** Complaints to the Executive Committee must be in writing and the plaintiff must be identified. The

Executive Committee shall investigate the complaint. If verified, disciplinary actions can include reassignment to a different role on the team, removal from the team roster and/or denial of coaching privileges for whatever period of time is deemed appropriate by the Executive Committee. The coach involved may request a hearing with the Executive Committee before action is taken and can submit a written appeal describing proposed affective actions.

**10:4** Any coach, player, parent of a player or other person attending a SESC or PYSA sponsored event who acts in a matter inconsistent with the rules of PYSA may be disciplined by the PYSA Judicial Committee. SESC shall support the PYSA decision, but shall have the authority to appeal on behalf of the coach, player, or parent if the involved person makes a written appeal to the Executive Committee.

## **ARTICLE 11 – BYLAW AMENDMENTS**

**11:1** Changes or amendments to these bylaws shall be ~~effected~~affected at the Annual General Meeting (AGM)

where upon the Board Officers have made a good faith effort to notify and invite the voting members with the intention of gathering at least two-thirds of the voting members.

**11:2** A proposed change of amendment to the Bylaws must be submitted to the Secretary not later than thirty days prior to the Annual General Meeting and shall be transmitted to all members by the Secretary not later than fifteen days prior to said meeting.

**11:3** Any case in which these Bylaws are in conflict with PYSA Bylaws, the Bylaws of PYSA shall take precedence and the SESC Bylaws shall be amended at the next Annual General Meeting to eliminate the cause of conflict.

## **ARTICLE 12 - PROVISIONAL RULES**

**12:0** The Executive Committee, by majority vote, may make temporary rules governing specific cases or situations not provided for in these Bylaws, but which may be necessary for carrying out the objectives of SESC. Provisional rules so adopted will be submitted to the Board in accordance with Article 11 as a proposed Bylaw amendments.

## **ARTICLE 13 – REGISTRATION**

**13:0** Players will be registered annually according to procedures determined the Registrar with Executive Committee approval.

**13:1** Teams shall be organized by age and shall play in age divisions specified by SESC and in accordance with current PYSA rules. ~~No team younger than U10 shall compete at an age level older than the age of a majority of its players.~~ Players must be prepared to furnish proof of age.

**13:2** Coaches shall not permit a player to play in any game or practice unless that player is properly registered and assigned to a team roster by the Registrar.

**13:3** No player shall be allowed to transfer to another team without the approval of the Registrar. Infringement of this Bylaw may constitute reason for disciplinary action to the gaining coach.

**13:4** Teams shall be limited to a maximum of eighteen players for teams U11 to U14. Whenever possible teams shall be sized according to current PYSA guidelines, especially for teams from U6 to U10.

**13:5** After U8, players will normally be assigned to play on the same team as during the previous year. If a team no longer exists for any reason, players may be assigned to other teams. If additions or withdrawal of players leave serious inequities in team size, the Registrar may reassign players after consulting with the affected coaches.

**13:6** The Registrar shall assign players not currently on a team roster according to space available.

**13:7** A player may be suspended from participation immediately with the approval of the President or Vice President for disciplinary reasons. Approval for permanent suspension must be confirmed at the next Executive Committee Meeting. Player appeal may be considered at the Executive Committee Meeting.

## **ARTICLE 14 – FUNDRAISING**

**14:0** Member teams shall not conduct any fundraising without prior approval of the Executive Committee, except as allowed in 14:1.

**14:1** Member teams shall have the authority to collect small amounts of money (less than \$20.00) from team members to reimburse a team representative for incidental expenditures necessary for the functioning of the team. This shall not be for any equipment that the Club normally provides to teams. Teams shall not have the authority to make any such contributions mandatory.

## **ARTICLE 15 – COMPETITIVE TEAMS**

**15:0** The Registrar shall form a team to play in a Competitive league, including but not limited to OYSA or US CLUB SOCCER, if approved to do so by the Executive Committee.

**15:1** A tryout process overseen and directed by the ~~Director of Competitive Play~~ Competitive Head of Competitive their designated

representatives shall select competitive teams using a selection committee, subject to board approval.

**15:1:1** The selection committee may include the designated team coach.

**15:2** A competitive coach, following USSF recommendations, must carry the appropriate license or have equivalent experience to be considered approved by the ~~Head of~~ Director of ~~Competitive Play~~ and the Board of Directors.

**15:2:1** The approved Competitive team coach shall have the authority to select two players not selected by the tryout process or may decline to use that authority.

**15:3** The Registrar shall send advance notification of tryout dates and procedures to all SESC players who qualify by both age and gender. The Registrar may send general tryout notifications to schools within the SESC service area.

**15:4** All Competitive teams shall pay SESC fees in addition to fees required by either ~~OP~~YSA and/or the governing Competitive Soccer authority.

**15:5** The Board shall have the authority to approve all Competitive coaches, using guidelines for such approval published by the Board. The Secretary or Registrar shall ensure that the published guidelines are distributed to SESC coaches prior to the start of the fall season each year.

**15:6** Competitive team rosters shall be limited to 18 players.

## **ARTICLE 16 – FEE WAIVERS**

**16:0** The Executive Committee may authorize the Registrar to grant fee waivers to players registering with SESC, up to a maximum of five percent (5%) of the total number of players registering for a season. The Executive Committee must approve any waivers beyond the 5% limit.

**16:0:1** The Registrar shall report to the Executive Committee the total number of fee waivers granted at least once for each registration period.

## **ARTICLE 17 – UNIFORMS**

**17:0** SESC players shall wear uniforms as approved and selected by the Board of Directors.

**17:0:1** SESC uniforms will show the SESC name and logo.

## **ARTICLE 18 - INDEMNIFICATION**

**18.0** Board of Directors

**18:0:1** SESC shall indemnify, to the fullest extent provided in the Oregon Non-Profit Corporation Act (ORS 65.001 et seq.), any Board Member who was or is a party, or is threatened to be made a party, to any proceeding by reason of the fact that the person is or was an Officer or Director of SESC. The determination and authorization of indemnification shall be made as provided in the Oregon Non-Profit Corporation Act.

**18.1** Advance of Expenses

**18:1:1** SESC may pay for or reimburse the reasonable expenses incurred by an Officer who is party to a

proceeding in advance of final disposition thereof of the proceeding as provided in the Oregon Non-Profit Corporation Act.

**18:2 Insurance**

**18:2:1** At the discretion of the Board, SESC may purchase and maintain insurance on behalf of any past or present Officer or Director of SESC, against any liability arising out of such status, whether or not SESC has the power to indemnify such individual against that liability under the provision of this Article 18.

**18:3 Exclusivity**

**18:3:1** The indemnification referred to in this Article 18 is in addition to any other rights to which those indemnified may be entitled under any statute, rule of law or equity, vote of the Board, or otherwise.

**ARTICLE 19 – DISSOLUTION**

**19:0** In the event of dissolution of the SESC, any remaining fund balance shall be placed in trust with the Portland Youth Soccer Association (PYSA), dedicated exclusively to the funding of youth soccer within the City of Portland