

By-laws of North Allegheny Soccer Club

Article I

Name

This Association shall be known as the North Allegheny Soccer Club, Inc. (Hereafter referred to as the "Club.")

Article II

Purpose

1. The purpose of the "Club" shall be to develop, promote and administer the game of soccer for youth nineteen (19) years of age and under living within the North Allegheny school district.
2. The "Club" is organized and operated exclusively for the above stated charitable and educational purpose, and other related non-profit purposes and no part of any earnings or income shall inure to the benefit of, or be distributed to, its members, officers or other private parties. No Board member, officer, Coach, player or referee shall receive or shall be entitled to receive any pecuniary profit from the Club except as salary or compensation for services rendered or for reimbursement of expenses. Notwithstanding any other provision of this constitution, "Club" shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 © (3) of the Internal Revenue Code of 1954 (26 USC 501 [c] [3]) or corresponding provisions of any subsequent Federal Tax Law.

Article III

Affiliation

1. The "Club" shall be an affiliate of the PA West Soccer Association hereinafter known as PA-West and has been constituted as a Youth Soccer Association. The "Club" shall be subject to the authority of PA-West, the United State Youth Soccer Federation, hereinafter known as USSF and the Federation Internationale de Football Association (hereinafter known as FIFA).

Article IV

Government

1. The "Club" shall be governed by these By-laws and by Rules and Regulations adopted by the Board of Directors and updated from time to time. All Rules and Regulations submitted for adoption shall be numbered to correspond to the corresponding Article in these By-laws and the date each Rule and Regulation is adopted and after adoption shall be organized by Article number and date adopted.
2. The "Club" shall retain its own autonomy, but will adhere to the Constitution, By-laws and Regulations of the PA West Soccer Association in all matters pertaining to interstate, regional, national, and international competition, or in other competitions sponsored by PA West.

Article V Membership

1. Membership in the "Club" shall be conferred upon all parents or legal guardians of any player registered during the Seasonal year and who has paid all applicable club fees then due and owing.
2. Membership in the "Club" shall also be conferred on each Coach and Assistant Coach 18 years of age or older.
3. Membership in the "Club" shall also be conferred upon all members of the Board of Directors.
4. Membership shall continue throughout the entire Seasonal year unless the said Member is removed as described herein.
5. Each such enumerated member in good standing shall be entitled to voting rights at any general meeting of the membership of the "Club" as provided in the By-laws.
6. The acceptance of membership obligates the member to comply with the provisions of the By-laws and the Rules and Regulations of the "Club."
7. The "Club" does not and will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

Article VI Member Discipline and Removal

1. Any Club Member (including any Coach, Assistant Coach, Parent, Legal Guardian or Board Member) and any Player or Referee may be disciplined or removed after Motion and a majority vote of the Board of Directors in attendance at a regularly scheduled meeting or a specially scheduled meeting, provided there is a quorum.
2. Discipline and removal shall be at the sole discretion of the Board of Directors whenever in its judgment the best interest of the "Club" will be served thereby.
3. Before the Board of Directors can remove a Club Member, Player or Referee, notice of the date and time of the meeting at which the removal vote will be taken shall be made by mail or telephone to the Club Member, Player or Referee to their address listed with the "Club." Such Club Member, Player or Referee shall also be notified of and be permitted to be present at the meeting, and also be permitted to be represented by an attorney provided notice of such intention to be represented by an attorney is received by the Board Secretary or President at least 48 hours prior to the meeting.
4. No Board Member may be removed during the same meeting at which the Motion for Removal is made.
5. Removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of any officer or agent shall not in itself create contract rights.
6. In the event of discipline or removal, the Board of Directors shall state the duration of such discipline or removal, and in the event the duration is not stated then the duration shall be for the remainder of the seasonal year.

7. In the event the Board of Directors votes in favor of removing or disciplining any Club Member, Player or Referee then the Board shall send written notification of the action taken within 72 hours to the subject of such discipline or removal.
8. There shall be no legally enforceable rights of appeal or reconsideration resulting from any disciplinary or removal action by the Board and the Board is vested with complete judgment and discretion to act in the best interests of the "Club" in all disciplinary and removal actions.
9. The person who is the subject of discipline is allowed to request reinstatement or reconsideration by submission of a written request to the President of the Club. The Board shall have complete discretion whether to entertain the request and there shall be no enforceable right to have the request voted on by the Board.
10. Nothing in this Article shall limit the "Club's" ability and right to hire, remove or discipline its agents, employees, vendors or contractors.

Article VII

Fees

1. The Board shall develop, prescribe and from time to time update a fee structure, including a reasonable late fee, taking into account the level of play, number of players registered, the costs and expenses of the particular programs and any other considerations the Board of directors deems relevant.
2. The Board of directors is authorized to establish Rules and Regulations to waive any fees.

Article VIII

Seasonal Year

1. The Seasonal Year shall begin on September 1 and end on August 31 of the following calendar year. These By-Laws and the Rules and Regulations shall be in effect during the entire twelve (12) months of the Seasonal Year.
2. The "Club" shall distribute its income at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 (26 USX 4942) or corresponding provisions of any subsequent Federal Tax Law.
3. The "Club" shall not:
Engage in act of self-dealing as defined in Section 4941 (d) Internal Revenue Code of 1954;
Retain any excess business holdings as defined in Section 4943 (d), Internal Revenue Code of 1954;
Make any investments in such a manner as to subject it to tax under Section 4944, Internal Revenue Code of 1954; make any taxable expenditures as defined in Section 4945 (d), Internal Revenue Code of 1954; or any corresponding provisions of any subsequent Federal Tax Laws.

Article IX Board of Directors

1. The government of the "Club" with the authority set out herein and in the Rules and Regulations shall be vested in a governing body known as the Board of Directors, and by the Executive Committee of the Board of Directors.
2. The composition of the Board of Directors shall be as follows:
 - a) The President who shall be the chief executive officer of the Club and direct Club activities, shall Preside at all Board of Directors, Executive Committee, General Membership and special meetings, shall make an annual report to the Club at its Annual General Membership meeting, shall sign all written contracts, obligations or instruments of the Club, shall be authorized to sign club checks, and perform other such duties as specified in these By-laws and any Rules and Regulations the Club may develop.
 - b) The Vice-President who shall perform the duties of the President in the President's absence, coordinate the Club calendar, coordinate activities for Club teams attending the PA West Open tournament, shall be authorized to sign club checks, and perform such other duties assigned by the Club President. The Vice-President shall immediately assume all duties of Treasurer if the elected Treasurer is unable or unwilling to fulfill his or her duties.
 - c) The Secretary who shall obtain locations for meetings, record and distribute minutes of meetings, and maintain in an orderly fashion an archive of Club documents including Meeting Minutes and Rules and Regulations, send official club correspondence and shall be authorized to sign club checks.
 - d) The Treasurer who shall be the custodian of Club funds, be responsible for preparing all checks on behalf of the Club, be authorized to sign club checks, provide an accounting of Club finances at each regular meeting of the Board, and be responsible for preparing and presenting an annual Budget at the General Annual Meeting.
 - e) The Registrar who shall be responsible for the organization and implementation of processes to register players and collect Club fees, and shall provide the Club with statistics concerning the number of players registered.
 - f) The Director of Rules and Regulations who shall serve as Club parliamentarian and be responsible for the development of Club Rules and Regulations and for review of proposed Rules and Regulations and proposed By-law changes.
 - g) The In-House Program Directors (comprising four Under-8 microsoccer coordinators and up to three girls and up to three boys in-house coordinators) who shall be responsible for the coordination of the In-House activities and players in their assigned age groups. This shall include assignment of players to teams, recruitment and selection of coaches, and development of game and practice schedules.
 - h) The Travel Programs Directors (comprising up to two girls and up to two boys coordinators) who shall be responsible for the coordination of the Travel activities and players in their assigned age groups. This shall

include assignment of players to teams, recruitment and selection of coaches, development of game and practice schedules and facilitating PaWest-required league registration of all players in their assigned age groups.

- i) The Director of Coaching and Player Development who shall be responsible for the overall coordination of Club coaches at all age groups, including organization of all coaches training and all player development programs. This Director will be responsible for coordination between the Club and all professional training consultants contracted for coaching and/or player development. This shall include scheduling of all development programs in coordination with the appropriate program directors involved..
 - j) The Director of Referees who shall be responsible for the development and coordination of the referee program. This includes certification and re-certification for referees, assignment of referees to matches, and participating in the development of any program that seeks to assess Club referees.
 - k) The Director of Field Acquisition who shall assign fields for practices and games, and shall be responsible for fields acquisition, including identification of candidate sites, obtaining financial estimates necessary for the acquisition of fields, and interacting with those persons or agencies that may be able to provide such fields for Club use.
 - l) The Director of Field Maintenance who shall be responsible for maintenance of Club fields in proper working order.
 - m) The Director of Equipment who shall be responsible for purchasing and maintaining the inventory of the Club's equipment, including player uniforms and jerseys and equipment for fields, such as goals and nets.
 - n) The Director of Community Relations who shall be responsible for the dissemination of information concerning the Club to the community as a whole, including publication of a Club newsletter, developing articles and press releases for use by local news media, announcements concerning Club registrations and tryouts, and helping to promote the Club within the community.
 - o) The Past President who shall be the immediate past President of the Club unless he or she was removed from that position by the Board. In the event the immediate past President cannot or will not serve or is serving another position on the Board of Directors the next immediate past President shall serve.
3. The full Board shall meet as provided in the Rules and Regulations but in no event less than once every quarter not including the General Annual Meeting.
4. Board members whether elected or appointed shall serve from date of the General Annual Meeting where elected until the date of the next General Annual Meeting.
5. The President shall be required to have been a Board member for at least one year immediately preceding the election.
6. No member shall hold more than one office at a time. The Board positions of President, Vice-President, Treasurer, and Secretary

- shall not serve for more than two consecutive complete terms at the same position without a one year hiatus from that position unless a candidate is not nominated for that position.
7. Each member of the Board of Directors shall have one vote and the President shall only vote in the event of a tie.
 8. The presence of at least seven Board Members shall constitute a quorum for the transaction of business at a Regular meeting of the Board. Proxy voting shall not be allowed.
 9. Any vacancies occurring on the Board during the Year shall be filled by a majority vote of the Board of Directors provided there is a quorum present. The term of each new Board members arising from a vacancy shall continue in office until the date of the next annual meeting.
 10. Any Director may waive notice of any meeting, including Board of Directors meetings, Committee meetings and Executive Committee meetings before, at, or after such meeting.
 11. Members of the Board or any committee may participate in a meeting of the Board or Committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Article X: Executive Committee

Section 1: Purpose

1. The purpose of the Executive Committee shall be to coordinate the operation of the Board and to conduct day to day Board Level operations between Board of Directors meetings, make recommendations to the Board, and perform such other duties as directed by the Board of Directors, as specified in these By-laws or as set forth in the Rules and Regulations.
2. The Executive Committee shall also establish and monitor Club policies and practices designed to identify and appropriately manage risks related to Club operations. The referenced policies and practices shall address matters concerning, among other things, safe participation in Club activities by Members, players, referees, and other participants; the safeguarding of Club financial and other assets; and appropriate insurance and related programs.

Section 2: Members

1. The members of the Executive Committee shall be comprised of the following eight persons:
 - a. The President who shall serve as Chair of the Executive Committee;
 - b. At least one member from the In-House Program;
 - c. At least one member from the Travel Program;
 - d. At least one of the following members: Director of Coaching and Player Development, Director of Referees, Director of Field Acquisition,

Director of Field Maintenance, Director of Equipment or the Vice President;

e. At least one of the following members: Secretary, Treasurer, Registrar, Director of Rules and Regulations, Director of Community Relations, or the Past President;

f. Three other members Board of Directors.

2. One of the members of the Executive Committee shall serve as Secretary.

Section 3: Election

1. The Executive Committee shall be formed at the first Board Meeting after the General Annual Meeting and shall serve until the next Executive Committee shall be formed
2. The President shall suggest a slate of Board Members to serve on the Executive Committee and election shall be upon motion and majority vote of the Board of Directors provided there is a quorum. Any Board member attending the first Board Meeting after the General Annual Meeting may nominate herself or any other Board member to serve on the Executive Committee.
3. Board Member shall not serve on more than one position on the Executive Committee.

Section 4: Meetings

1. Executive Committee meetings shall be called by the President as often as he or she deems necessary.
2. At least 48 hours notice of each Executive Committee meeting shall be given to each member of the Executive Committee. Oral notice shall be valid;
3. Minutes shall be taken and promptly transcribed by a designated Executive Committee member, distributed to all Board of Directors members and maintained by the Club Secretary;
4. Four Executive Committee members shall constitute a quorum
5. Any Executive committee Member may appoint any other Board Member not already on the Executive Committee to attend and vote at any Executive Committee Meeting in his or her stead.

Section 5: Limitations

1. The maximum amount of funding that may be authorized at a meeting of the Executive Committee shall be \$5,000.

Article XI

Standing Committees

1. The Strategic Planning Committee shall be responsible for the development, overall coordination, monitoring and implementation of the Club strategic plan.

- The President shall appoint four Board Members, one of whom shall be appointed as the Chair of the Committee. The Committee shall provide a comprehensive status report as requested by the President.
2. The Scholarship Committee shall be responsible for recommending to the Board qualified and eligible individuals to receive Club-sponsored college scholarships. The President shall appoint four Board Members to serve on the Committee, one of whom shall be appointed as the Chair of the Committee.
 3. Budget Committee shall be responsible for the development, overall coordination, monitoring and implementation of the Club's annual Budget. The President shall appoint four Board Members, one of whom shall be appointed as the Chair of the Committee. The Committee shall provide a comprehensive status report as requested by the President. The Committee shall oversee and assure the integrity of the annual audit of the Club books.
 4. The Nomination Committee shall be responsible for soliciting qualified persons to serve on the Board of Directors, for identifying and soliciting appropriate candidates for Board of Directors positions including unfilled and vacant positions and shall submit a written slate of nominees to the President. The President shall appoint four Board Members to serve on the Committee, one of whom shall be appointed as the Chair of the Committee.
 5. The President shall be an ex officio member of all Standing Committees.

Article XII Special Committees

1. The President may appoint Special Committees as needed in his or her judgment. Special Committees may be comprised of non-Board of Directors members but shall have at least one Board of Directors member. In those cases where the By-laws or Rules and Regulations specify a particular Committee is to be appointed by the Board, then that particular Committee shall be comprised entirely of Board members.
2. Each Special Committee appointed by the President shall have a written goal or purpose and a stated expected duration. The President will promptly inform the Board of Directors of the formation of and composition, goals, purposes and expected duration of any Special Committee.
3. The President shall be an ex officio member of all Special Committees.

Article XIII Nomination and Election of Board Members

1. At the Annual General Membership meeting the outgoing President shall preside over the election of Board Members. Nominations from the floor shall not be permitted. Written nominations from any Club Member shall be permitted provided each is in writing and accompanied by a written acceptance signed by the nominee. Written nominations must be delivered to either the

- Club Secretary or President no later than ten business days prior to the election.
2. Each present Club member in good standing shall have one vote. The outgoing President shall only vote in the event of a tie.
 3. The term of each Board member shall begin immediately upon conclusion of the election.
 4. The vote on those Board positions for which there is only a single nominee may be consolidated in a single motion and for those positions for which there is more than one nominee there shall be a separate vote.
 5. Specific procedures for the recruitment, nomination and election of Board members may be set forth in the Rules and Regulations.

Article XIV

General Meetings of the Membership

1. There shall be at least one general meeting of the membership during each Seasonal Year, one of which shall be designated as the Annual General Membership Meeting.
2. The date of the Annual General Membership Meeting shall be held as set forth in the Rules and Regulations, provided notice of the date, time and location of said annual meeting is sent to all club members at least two weeks prior to the annual meeting. Publication in the "Club's" Newsletter of the date, time and location of said annual meeting at least two weeks prior to the annual meeting shall constitute proper notice.
3. In the event the Rules and Regulations do not set forth the date of the annual meeting, then it shall be held on the First Monday of November at 7:30 p.m. at the same location as the preceding Annual General Membership Meeting and no notice of such meeting shall be needed.
4. Voting by proxy shall not be allowed.
5. The presence of at least seven Club Members, as defined in Section V above, shall constitute a quorum.

Article XV

Amendments

1. The by-laws may be amended or repealed, in whole or in part, by a two-thirds vote of the Board of Directors present at any meeting at any duly called meeting of the Board of Directors, provided a quorum is present. These By-laws cannot and may not be amended at the meeting at which the amendment is originally proposed.
2. Proposals for amendment or repeal of the by-laws must be submitted in writing to the Director of Policies and Procedures and to the Secretary for dissemination to all Board members and scheduled as an agenda item during the Board of Directors meeting immediately prior to the meeting of the vote on amendment or repeal of the by-laws.

Article XVI

Audit

1. The financial transactions of the Club shall be audited by an independent certified public accountant as directed by the Board and a report of the audit shall be made to the Board within 180 days of the close of the fiscal year. An audit of the Club books shall be completed no less than once every three years.

Article XVII

Indemnification

1. Except to the extent expressly prohibited by Pennsylvania law, the Club shall indemnify any Board Member, Officer or Director of the Club, made or threatened to be made a party to or called as a witness in or asked to provide information in connection with any pending or threatened action proceeding, hearing or investigation, or any appeal therein, whether civil or criminal, of any type or kind, against fines, judgments, amounts paid in settlement and reasonable expenses including attorney's fees actually and necessarily incurred as a result of such actions or proceedings or any appeal therein, if such Board Member, Officer, or Director of the Club acted in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Club and, in criminal action or proceedings, in addition, had no reasonable cause to believe that his or her conduct as unlawful.
2. No indemnification shall be made under these By-laws if a court of competent jurisdiction determines that the acts in question were committed in bad faith or the result of active and deliberate dishonesty or that he or she personally gained a valuable and substantial profit or other advantage to which he or she was not legally entitled and provided further that no such indemnification shall be required with respect to any settlement or other non-adjudicated disposition of any threatened or pending action or proceeding unless the Club has given its consent to such settlement or disposition.
3. Nothing in these By-laws shall limit or affect any other rights of any person to indemnification or expense including, by not limited to, attorney's fees, under any statute, regulation, rule, certificate of incorporation, By-law, insurance policy, contract, agreement or otherwise.
4. Right of indemnification under this Article shall be determined by the By-laws and Rules and Regulations in force on the date of the act or action which has resulted in the claim for indemnification in the event this Article or applicable Club Rules and Regulations regarding indemnification are amended or repealed.

Article XVIII Dissolution

1. Upon the dissolution of the "Club," the Board of Directors shall, after paying or making provision for the payment of all of the liabilities, dispose of all assets of the Association in such manner, or to such organization, or organizations, constituted and conducted exclusively for the purpose or purposes as shall at that time qualify as exempt under Section 501 © (3) and/or Section 501 © (7), Internal Revenue Code of 1954, or any corresponding provisions of any subsequent Federal Tax Law, as the Board of Directors may determine.

Article XIX Books and Minutes

1. The Club shall keep correct and complete books and records of account and financial statements and shall also keep minutes of the proceedings of its Board and Committees. All books and records of the Club may be inspected by any member of the Board of Directors or his or her agent or attorney for any proper purpose at any reasonable time upon proper notice, and by such Club Members who may have voting rights.

Article XX Parliamentary Authority

1. The current edition of *Roberts Rules of Order Newly Revised* shall govern this Club in all cases to which they are applicable provided they are not inconsistent with these By-laws and any rules and Regulations of the Club.

These By-laws were enacted on _____, 2001.