

AFC SOCCER, INC.

BY-LAWS

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AFC SOCCER, INC. BY-LAWS

ARTICLE I – NAME

The name of the organization shall be AFC Soccer, Inc. (“AFC”). AFC is incorporated as a non-profit corporation within the State of Georgia.

ARTICLE II – PURPOSE

The AFC purpose is to promote and advance the cause of youth soccer in Fayetteville, Peachtree City and the surrounding Fayette County area, through the development of individual youth soccer players and the development of teams for intermediate and advanced levels of play.

ARTICLE III - AFFILIATION

The organization shall be affiliated as the select soccer affiliate of both the Fayette County Youth Soccer League (“FCYSL”) and the Peachtree City Youth Soccer Association (“PTCYSA”), as well as under the authority of Georgia Soccer (Ga. Soccer), United States Youth Soccer (USYS), and its parent organization the U.S. Soccer (USSF). The organization shall have representatives report to the Board of Directors of both FCYSL and PTCYSA on an “as-needed” basis.

- a. To the extent permissible under applicable law, the Georgia Soccer rules and by-laws, policies and requirements take precedence over and supersede the governing documents and decisions of AFC Soccer, Inc.
- b. To the extent possible under applicable law, AFC and its members shall abide by Georgia Soccer rules and bylaws, policies and requirements.
- c. AFC will not join any organization that has requirements that conflict with Georgia Soccer articles, by-laws, policies and requirements.

ARTICLE IV – AUTHORITY

AFC shall exercise through its governing Board of Directors all such powers as may be required in the furtherance of its stated purpose, or purposes, as are not inconsistent with the articles, by-laws, rules, and requirements of Georgia Soccer and/or the laws of relevant jurisdiction.

- a. AFC will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.
- b. AFC shall maintain its tax-exempt status under the Internal Revenue Code.

ARTICLE V – MEMBERSHIP

All persons meeting the following requirements shall be eligible for membership in AFC.

a. **Qualifications**

1. Membership is open to any parents or legal guardians of one or more children registered within AFC.
2. Individuals who are not parents or legal guardians of players registered with AFC for the current playing year may be voted to membership status by the Board of Directors. This membership must be voted upon and renewed annually and may be rescinded by majority vote of the Board of Directors at any time.
3. Membership is congruent upon agreement of the member to abide by the By-Laws, policies, procedures and decisions of AFC and to assist to the best of his or her ability in the furtherance of AFC's programs and purpose.

b. **Good Standing**

A member is considered in good standing when all financial obligations have been met and the member is under no disciplinary sanction.

ARTICLE VI – GOVERNANCE

A. Board of Directors

Section 1. General Powers

The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number and Qualifications

The Board of Directors shall be composed of 6 members. Three members of the Board of Directors shall be appointed by PTCYSA. Three members of the Board of Directors shall be appointed by FCYSL. At least three of Directors should not have children involved with the program.

Section 3. Authority and Responsibility

The Board of Directors shall meet regularly to conduct the business of AFC. A quorum of the Board of Directors shall be four (4) voting members. The Board of Directors shall be responsible for and have the final authority for the following:

- a. Interpreting, enforcing and revising the By-Laws;

- b. Decisions on all AFC matters not covered by the Bylaws. The Board of Directors shall from time to time make temporary rules and regulations for specific cases or occasions not provided for the Bylaws, but which are deemed necessary, by the Board of Directors, to carry out the objectives of AFC;
- c. The conduct of the day-to-day affairs of AFC pursuant to the furtherance of the Corporation and its members.
- d. All voting shall be conducted by the Board of Directors. Voting by proxy shall not be allowed.

Section 4. Duties

The duties of the Board shall include, without limitation:

- a. The preparation and adoption of an annual budget;
- b. The approval of any expense that exceeds the budgeted amount by 5% or any non-budgeted expense that exceeds \$500.00. The President shall have the authority to approve non-budgeted expenditures which exceed the budgeted amount by less than 5% or which exceed budgeted expenditures by less than \$500.00;
- c. The assessment and collection of fees from the membership;
- d. The designation, hiring, and dismissal of the personnel necessary to carry out the rights and responsibilities of AFC and where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and materials to be used by such personnel in the performance of their duties;
- e. The creation and maintenance of job descriptions for personnel. The Board of Directors shall properly advertise for the fulfillment of any open position using the proper job description;
- f. The creation, approval and oversight of employment contracts for the individuals employed by AFC;
- g. The oversight and supervision of all personnel in the employ of AFC. Such personnel shall report to the Board of Directors or its designee;
- h. The establishment and maintenance of bank accounts on behalf of AFC and the designation of the signatories required;
- i. The approval and management of contracts with external entities and the payment of the cost of all services rendered to AFC;
- j. The maintenance of accurate financial records with detailed accounts of the receipts and expenditures of AFC;

- k. The preparation of an Annual Financial Statement by an independent entity in accordance with generally acceptable accounting principles;
- l. Approval of the AFC Book of Procedures and any amendments thereto;
- m. The indemnification against liability for money or other damages of a director, officer or committee member, or former director, officer or committee member of AFC to the extent such indemnity is allowed under the State of Georgia law. A director, officer or committee member or former director, officer or committee member shall not be held personally liable for any monetary or other damages for action taken, or for failure to take action, pursuant to and in the furtherance of his or her official duties on behalf of AFC except for the following:
 - 1. For any appropriation, in violation of his or her duties, of any business opportunity of the corporation;
 - 2. For acts or omissions which involve intentional misconduct or a knowing violation of law;
 - 3. For the types of liability set forth in the State of Georgia Code Sections 14-3-860 through 14-3-864; or
 - 4. For any transaction from which the director, officer or committee member received an improper personal benefit.

Section 5. Vacancies

Any vacancy occurring in the Board of Directors shall be filled by PTCYSA or FCYSL, respectively.

Section 6. Compensation

Directors as such shall not receive any stated salaries for their services as members of the Board of Directors.

Section 7. Discipline

The Board of Directors shall have the right and authority in accordance with AFC Bylaws and policies to suspend, ban completely or otherwise discipline any player, coach, manager, AFC member or team official for violations of the AFC Bylaws or policies, or for any conduct that is unsuitable to the development of youth soccer players. The Board of Directors shall have the right and authority to suspend or remove any Board of Directors member for substantial failure to perform their mandated duties, for violation of AFC Bylaws and policies, or who brings disrepute or acts against the best interest of AFC. A majority of the Board of Directors (not including the Board of Directors member being considered for suspension or removal) must vote in the affirmative to suspend or remove the member.

B. Officers

The officers of the corporation shall be a president, a vice-president, a secretary, a treasurer and such other officers as may be appointed in accordance with the provisions of this article. Any two or more offices may be held by the same person.

Section 1. Appointment

The officers of the corporation shall be comprised of and appointed by the Board of Directors at the regular annual meeting of the Board of Directors. If the appointment of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been appointed.

Section 2. Removal

Any officer appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served by removal of the officer.

Section 3. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. President

The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings, other than committee meetings, of the members and of the Board of Directors. He or she may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors.

Section 5. Vice-President

In the absence of the president or in event of the president's inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as may be assigned to him or her by the president or by the Board of Directors.

Section 6. Treasurer

If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of ARTICLE IX of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as may be assigned to him or her by the president or by the Board of Directors. The Treasurer shall prepare and present a financial report for scheduled board meetings and prepare and present a yearly financial report for the Annual General Meeting. The Treasurer shall ensure all applicable tax forms are filed with the Internal Revenue Service.

Section 7. Secretary

The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is authorized in accordance with the provisions of these bylaws; keep a register of the mailing addresses, E-mail addresses and phone numbers of each member which shall be furnished to the secretary by that member; and in general perform all duties incident to the office of secretary and such other duties may be assigned by the president or by the Board of Directors.

ARTICLE VII – MEETINGS

Parliamentary Procedures

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern AFC meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order AFC may adopt. BOD meetings shall be open to all AFC members, but members other than Directors may not participate in any discussion or deliberation unless permission to speak is requested on a member's behalf by a Director. In such case, the President may limit the time any member may speak.

Section 1. Regular Meetings

The Board of Directors shall hold regular meetings to conduct the business of AFC. Meetings shall be scheduled by the President and set to allow for maximum attendance by the Directors. The date, time and location of the regular meetings shall be posted ten (10) days prior to the scheduled meeting date. The meeting will be posted on the AFC website and held at a location accessible to all members in good standing.

Section 2. Annual Meeting

An annual meeting of the members shall be held, with thirty (30) days prior notice, between May 15th and June 30th of each year. A regular annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members.

Section 3. Special Meetings

Special meetings of the members may be called by the President, a majority of the Board of Directors, with ten (10) days prior notice.

Section 4. Executive Session Meetings

The President may at any time call an Executive Session Meeting to discuss and decide matters which are of a sensitive nature warranting privacy. These meetings will be closed to all but the Directors and invited guests. Additionally, during any Board of Directors meeting, the President may adjourn the meeting, reconvene in Executive Session, and exclude persons other than Directors.

Section 5. Town Hall Meetings

The President shall schedule a Town Hall meeting during the break between the Fall and Spring playing seasons. The date, time and location of the regular meetings shall be posted ten (10) days prior to the scheduled meeting date. The meeting will be posted on the AFC website and held at a location accessible to all members in good standing. The Board of Directors will provide the members with an update of actions and activities within the AFC, or any other actions by outside entities that may affect AFC. The meeting will also allow for questions and answers from members in attendance or by any question submitted to a Board member via another method (i.e. mail, e-mail, phone call, etc).

Section 6. Action Without a Meeting

Any action appropriately required or permitted to be taken at an Executive Session Meeting of the Board of Directors may be taken without a meeting if consent in writing or by E-mail, setting forth the action so taken, is signed by not less than a majority of the Board of Directors members. Such consent shall have the same force and effect as a majority vote at a meeting duly called. The signed consent, or a signed copy, shall be filed with the minutes.

ARTICLE VIII – COMMITTEES

Section 1. Committees of Directors

The President may designate and appoint one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference

to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The appointment of any such committee and the delegation of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law.

Section 2. Advisory Committee

The advisory committee shall be responsible for presenting information on the operations of AFC to the Board of Directors. They shall meet with the Board on all matters, except fiscal matters, but shall serve with no vote. This advisory committee may consist of the Director of Coaching, Assistant Director of Coaching (if applicable), Director of Operations, Business Manager, Registrar and any other representatives as determined appropriate by the President.

Section 3. Discipline and Protest Committee

The Discipline and Protest Committee shall be responsible for ruling on all protests and take appropriate disciplinary action as required on all reported incidents of serious misconduct of players, coaches, members or spectators in all AFC sponsored events. The committee shall make recommendations, in writing, to the Board of Directors after hearing all charges and reviewing evidence in the matter in question. The Board of Directors shall have the right and authority in accordance with the Bylaws and policies to suspend, ban completely or otherwise discipline any player, coach, manager, AFC member or team official for violations of the Bylaws or policies, or for any conduct that is unsuitable to the development of youth soccer players.

Section 4. Ethics and Grievance Committee

The Ethics and Grievance Committee shall be responsible for hearing all grievances and questions of an ethical nature involving any player, coach, manager, member or team official. The committee shall make recommendations, in writing, to the Board of Directors after hearing all charges and reviewing evidence in the matter in question. The Board of Directors shall have the right and authority in accordance with the Bylaws and policies to suspend, ban completely or otherwise discipline any player, coach, manager, AFC member or team official for violations of the Bylaws or policies, or for any conduct that is unsuitable to the development of youth soccer players.

Section 5. Budget Committee

The Budget Committee shall be responsible for the preparation of an annual budget for the operation of AFC. The annual budget shall incorporate the period from July 1st through June 30th to coincide with the budget year for PTCYSL and FCYSL so as to allow close coordination of

available funding. The committee shall have the power to solicit assistance from other individuals as deemed necessary and appropriate to fulfill the function of the committee. The committee shall use all information reasonably available to identify and project revenues and expenses for the budget year. The Budget Committee shall present the annual budget to the Board of Directors for approval and/or modification.

Section 6. Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each such committee shall be members of the Corporation, and the president of the Corporation shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 7. Term of Office

Each member of a committee shall continue as a member until the next annual meeting of the members of the corporation and until his or her successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.

Section 8. Chair

One member of each committee shall be appointed chair by the President.

Section 9. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 10. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 11. Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE IX – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

Section 2. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by those officers or agents of the corporation and in a manner as shall be determined by resolution of the Board of Directors. In the absence of this determination by the Board of Directors, the instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the corporation.

Section 3. Deposits

All funds of the corporation shall be deposited to the credit of the corporation in the banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE X – BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors. Minutes of each Regular Board Meeting, Annual General Meeting or Special Meeting shall be posted on AFC website upon approval at next, subsequent Board Meeting.

ARTICLE XI – FISCAL YEAR

Section 1. Fiscal Year

The fiscal year of the corporation shall be July 1st through June 30th.

ARTICLE XII – FEES

Section 1. Annual Fees

The Board of Directors shall determine the amount of annual fees.

ARTICLE XIII – SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed the name of the corporation and the words "Corporate Seal: AFC SOCCER, INC."

ARTICLE XIV – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Georgia Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

ARTICLE XV – AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least ten days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.

ADOPTED _____

Revision History: