

# **Bryson Park Soccer Club**

## **By-Laws**

### **ARTICLE I – NAME AND PURPOSE**

**1.1** The name of this non-profit organization shall be Bryson Park Soccer Club.

**1.2** The primary purpose of this Club hereinafter referred to as (BPSC) or “The Club” is to promote, encourage, direct, and operate athletic programs for the Lilburn area, Gwinnett County, Georgia. No Sports League Rules shall supersede these BPSC By-laws.

### **ARTICLE II – MEMBERSHIP, DUES**

#### **2.1 A member is defined as:**

(a) The custodial parent or legal guardian of an active participant in the Bryson Park Soccer Club (hereinafter BPSC) who is under 18 years of age; or an adult participating in an adult league.

(b) An active participant is any person who is currently registered in the soccer program for the current season and has paid in full to Bryson Park Soccer Club as a participant on any soccer team authorized by the BPSC.

(c) Any person currently serving as a committee member or board member of the BPSC.

**2.2** The elected Board shall at all-time have the full power and authority to expel from membership any person(s) whose activities might be termed detrimental to the Club and in violation of the by-laws or rules of this Club, to include forfeiture of all fees.

**2.3** Any member so expelled may be reinstated only by Majority (2/3) vote of the Board at a regular meeting of the Board.

**2.4** The (BPSC) shall at all times observe all local, state, and federal laws which apply to non-profit organizations as defined in Article 501 C3 of the Internal Revenue Code.

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**2.5** BPSC will establish registration fees, to include a late registration fee, out of county fee, and other ancillary requirements prior to registration commencement. The elected Board shall make a diligent effort to collect all money owed to BPSC. The Board shall suspend the membership of any person(s) with an outstanding debt. The suspension of membership will result in the loss of all rights and privileges of membership. These include: but not limited to, the right to vote, hold an elected office, register a child, or children, for any future teams or activities.

### **ARTICLE III – MEETINGS**

#### **3.1 Annual meeting of the general membership:**

(a) A meeting of the members for the election of Board Members of BPSC shall be held annually in and known as “The Annual Meeting of the Club”. This meeting will typically take place in the Fall, preferably in November.

(b) The agenda of this meeting shall include the election of the Board of Directors and any other business as deemed necessary by BPSC. Efforts must be made for all BPSC members to be notified 30 days prior to the annual meeting and records will be maintained of this notification. BPSC will notify Gwinnett County Parks & Recreation 30 days in advance of this meeting. Public notice shall include posting of a notice of the meeting on the BPSC website, roadside sign in front of the park, and notification by e-mail to all members that have provided BPSC an e-mail address at registration.

(c) Any number of members in good standing present as defined in Article II 2.1(b) at the Annual Meeting of the Club constitutes a quorum. Voting shall be by majority (2/3) vote cast in person..... The nominees getting the greatest number of votes will be deemed to have been elected as the new Officers

(d) The President will appoint a nominating committee consisting of three people from the membership and two from the Board of Directors who will select a list of

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candidates. These nominations will be in writing and received by the Secretary at least five (5) days prior to the annual meeting. Nominations will also be accepted from the floor at the annual membership meeting. The names of all nominees for each office will be entered on a single ballot and submitted to the membership present at the annual meeting. Those nominees for each office getting the greatest number of votes will be deemed to have been elected as the new Board of Directors. A minimum of two-thirds (2/3) of the Board of Director members must reside within Gwinnett County.

### **3.2 Special meetings of the general membership:**

(a) Special meetings of the general membership may be called for any lawful purpose provided:

(I) Majority of the active members in good standing as defined in Article II 2.1(b) so indicate (signed petition) their assent to such call;

(II) A majority of the Board Members call the meeting.

(b) Public notices of the time and place of special meeting of the general membership shall be given not less than ten (10) days prior to the date set for such meeting. Public notice shall include posting of a notice of the meeting on the BPSC website, roadside sign in front of the park and notification by email to all members that have provided BPSC an e-mail address at registration.

(c) Any number of active members in good standing present as defined in Article II 2.1(b) any Special Club meeting of the general membership constitutes a quorum. Voting shall be by majority vote cast in person. No proxy voting shall be allowed.

### **3.3 Meeting of the Board of Directors and Committee Directors:**

(a) All meetings shall be open to the public. The board is not required to allow members of the club or members of the public the opportunity to speak or otherwise provide input at any regular or special meeting. Any member wishing to speak at a meeting must submit a request at least 5 days in advance of the

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meeting date. The Board will determine by vote on whether to include that request on that meeting's agenda.

(b) Notification of meetings:

(I) All meetings of the Board of Directors and Committee Directors will be advertised on the BPSC website at least ten (10) days in advance of each meeting. The notice must include the time and place of the meeting. All meetings must be held at a site or facility that is open to the public.

(II) Board/Committee members will be notified of any meeting by email at least ten (10) days in advance of any meetings. A second notice will be sent by e-mail, or by telephone, including voice mail or text message, within 72 hours of any meeting.

(c) Regular meeting of the Board of Directors and Committee Directors shall take place at least once a month.

(d) Special meeting of the Board of Directors and Committee Directors may be called by the President or by a majority of the Board, upon notice to all members of the Board and membership.

(e) A majority (2/3) of the membership of the Board of Directors and Committee Directors shall constitute a quorum for the transaction of business at a meeting. The act of a majority of the Directors at a meeting in which a quorum exists shall be considered an act of the entire Board. Board members may attend any meeting of the Board either in person or by audio or video with audio conferencing. The Board is not required to make provisions for the general membership to attend any meeting other than in person.

(f) The Secretary of the Board shall make a written or typed report of the meeting minutes at each Board meeting.

(g) All members of the Board of Directors are responsible to attend board meetings.

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(h) All meetings of the Club and its committees shall be conducted pursuant to Roberts Rules of Order (version 11) with the President or the President's designee responsible for the implementation of the procedure necessary for the orderly conduct of any meeting.

(I) In the case of absence, the absent member will be required to notify the Board President, Executive Director, or Board Secretary prior to the meeting by telephone call, text message, or email.

(II) If a board member or committee member fails to notify the Board President, Executive Director, or Board Secretary of their absence or misses three (3) consecutive meetings the Board has the authority to suspend or remove the Board Member by (2/3) majority vote of all Board members.

(III) Written notification of removal of the Board Member must be sent by email and by certified mail, return receipt requested, seventy two (72) hours after the vote.

(IV) Any Board Member or Committee Director terminated for failing to attend meetings must return all correspondence, material, receipts, financial data, equipment, monies due, etc. with respect to the BPSC within 48 hours of termination. Returns must be made to a minimum of two (2) members of the Board on BPSC property.

### **ARTICLE IV – GOVERNANCE**

**4.1** Board of Directors Members (hereafter “The Board”) will be elected on a biannual basis. Officers shall include President, Executive Director, Vice President, Treasurer and Secretary. In **ODD YEARS** the officer positions of President, Vice President, Secretary, will be voted on at the Annual Meeting of Elections. In **EVEN YEARS** the officer positions of Executive Director, Treasurer will be voted at the Annual Meeting of Elections. For 2015, the officer positions of President, Vice President, and Secretary will be up for election again in 2017. For 2015, the officer positions of Executive Director and Treasurer will be up for election again in 2016.

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The position of Past President will be a non-elected seat. Only the current outgoing President in good standing as defined in ARTICLE II will be allowed to fill the position.

**4.2** No board or committee member shall serve in any governing capacity in any other recreational athletic association, except that a board or committee member may serve in such capacity at a high school or college athletic booster club or association if approved by this Board. This section shall not apply to serving in any executive capacity or being a board member of any association or professional organization not in direct competition with the Bryson Park Soccer Club.

**4.3** The Board shall be a policy-making authority and will have the responsibility for setting policy as it pertains to field assignments, coach selection, approval of all fund-raisers, the approval of the Club's affiliation with sport organizations or leagues establishing the rules and budget approval of the Club and shall act as the appeals board should anyone's right to participate in the Club be terminated for one or more seasons.

**4.4** The President or the Executive Director shall act as a liaison with Gwinnett County Parks and Rec in all field assignments and other matters relevant to the operation of the Club.

**4.5** The Board shall approve all contracts entered into by any Board or Committee member of the Club for any reason, shall make final decisions regarding any changes in sport affiliation, and shall otherwise vest in the President, Executive Director, Vice President, Treasurer, and Secretary their responsibilities of the day-to-day implementation of the policies set by the Board.

**4.6** All Board Members shall be bonded for \$25,000.00

**4.7** The Officers of the Board of Directors:

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### **(a) The President**

(I) Shall be the Chief Executive Officer of the Club charged with the responsibility of supervising all of its functions subject to the orders of the Board.

(II) Shall be responsible for each participant in the club, carry out the implementation of the total Club program and see that the policies set by the Board are implemented.

(III) Shall act as a liaison with Gwinnett County in all field assignments and other matters relevant to the operation of the Club.

(IV) Shall have the power to appoint Standing and Special Committees and serve as an ex officio member of all committees except the Nominating Committee.

(V) Is authorized to sign all checks.

(VI) Shall oversee that all members of the Board are acting in accordance with these by-laws of BPSC.

### **(b) The Executive Director**

(I) Shall be the Chief Operating Officer of the Club charged with shared responsibilities of The President of supervising all of its functions to the orders of the Board.

(II) Shall be responsible for each participant in the club, carry out the implementation of the total Club program and see that the policies set by the Board are implemented.

(III) Shall act as a liaison with Gwinnett County in all field assignments and other matters relevant to the operation of the Club.

(IV) Shall have the power to appoint Standing and Special Committees and serve as an ex officio member of all committees except the Nominating Committee.

(V) Is authorized to sign all checks.

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(VI) Shall oversee that all members of the Board are acting in accordance with these by-laws of BPSC.

### **(c) The Vice President (VP)**

(I) Shall assume the duties of the President or Executive Director when the President or Executive Director cannot perform them and

(II) Assist the President and or the Executive Director in the furtherance of their duties as might be required by the President and or Executive Director. The Vice President is authorized to sign checks if the President and or the Executive Director is unavailable.

(III) Shall be responsible for purchasing and maintaining uniforms and equipment, including, shall oversee and coordinate selection of all vendors used by BPSC, making sure they have proper insurance and are approved by the county.

(IV) Shall ensure that all Directors of Coaching (DOC) are following the Operational Guidelines for the sport and in accordance with the

(V) Shall be responsible for making sure that all Board Members, Coaches, Assistant Coaches, or any person(s) designated by the President or Executive Director have a background check.

(VI) Shall maintain a database of all required background checks.

### **(d) The Secretary**

(I) Shall be responsible for keeping all books and records of the Club in an organized, concise fashion, including the minutes of meetings.

(II) Shall be responsible for coordinating the time and location of all meetings (excluding coaching meetings), including arranging and booking the meeting places for any meetings as delegated by the President or the Executive Director.

(III) Shall serve as a Parliamentarian at these meetings or shall appoint someone to so serve.



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(IV) Shall provide such other assistance to the Board as may be required.

### **(e) The Treasurer**

(I) Shall be the Chief Financial Officer of the Club, shall collect all monies and shall have the care and custody of all funds and property of the BPSC.

(II) Shall have and keep accurate financial records of disbursements and receipts of any money had and received by the Club or its committees from whatever sources.

(III) Shall coordinate the receiving and depositing of all fund-raising, registration and sponsor money, and co-sign checks with the President and Executive Director or Vice President if the President or Executive Director is unavailable.

(IV) Shall submit an updated treasurer's report to the board at the monthly meeting, as well as at the Annual Meeting of the Members.

(V) Audit the concessions, fundraisers, and other money-raising events sponsored by the Club at the January and July Monthly meetings.

(VI) Shall assist the President, Executive Director, Vice President, and Secretary as may be requested.

(VII) Shall prepare and file all tax and related documents in accordance with Federal and State tax regulations.

(VIII) Shall prepare and maintain Club budget per season and submit to the Board for approval and review of the budget at the end of each season.

### **(f) The Past President** (non-elected position)

(I) Shall have a seat on the Executive Board.

(II) Shall be in good standing, as defined in ARTICLE II.

(III) Shall advise the newly elected President in their position throughout the first term.

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### **4.8 Club Committee Directors**

**4.8a** The Board of Directors will appoint Club Committee Directors once a year; this appointment will take place in the first monthly meeting in January after the Annual General Election. An appointed Club Committee Member's term will run January to December. Club Committee Directors will have voting rights at all monthly Board of Directors meetings.

#### **(a) The Director of Coaching – Recreational**

(I) Must hold at a minimum a National E coaching license.

(II) Shall oversee all coaches in the recreational program.

(III) Shall be responsible for making sure each recreational coach is properly licensed, assist coaches with signing up for coaching courses, organize a coaching course at least once a year to be held at the park or designated facility.

(IV) Shall instruct and or delegate bi-weekly coaches meetings during the season(s).

(V) Shall oversee all issuance of coaching supplies and keep a detailed log with coaches' signatures of all issued items.

(VI) Shall assess and propose all soccer equipment items needing to be purchased by the Club.

(VII) Shall work together with the DOC of Academy and Select to keep an inventory log of all soccer equipment supplies, this list must be submitted to the Vice President at the beginning and end of a season.

#### **(b) The Director of Coaching – Academy and Select**

(I) Must hold at a minimum a National E coaching license.

(II) Shall oversee all coaches in the Academy/Select programs.

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(III) Shall be responsible for making sure each Academy/Select coaches are properly licensed, assist coaches with signing up for coaching courses, organize a coaching course at least once a year to be held at the park or designated site.

(IV) Shall instruct and or delegate bi-weekly coaches meetings during the season(s).

(V) Shall oversee all issuance of coaching supplies and keep a detailed log with coaches' signature of all issued items.

(VI) Shall assess and propose all soccer equipment items needing to be purchased by the Club.

(VII) Shall work together with the DOC of Recreation to keep an inventory log of all soccer equipment supplies, this list must be submitted to the Vice President at the beginning and end of a season.

### **(c) The Director of Communications**

(I) Shall be responsible for the club communication and developing all communication tools including association newsletter, web page, e-mail lists, press notices, flyers, etc.

(II) Shall be responsible for the updating the website calendar.

(III) Shall work with the DOC's and assist in any player or coach communication.

### **(d) The Director of Marketing and Sponsorships**

(I) Shall appoint a committee of volunteer workers to assist with the day to day operations.

(II) Shall develop a Sponsorship program, including but not limited to sponsorships fees, sponsorship banners, website tagging, plaques, and sponsorship packages and present them to the Board at a monthly board meeting for approval prior to the start of the Sponsorship program. Once approved by the

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Board must submit appropriate materials to Gwinnett County Parks and Rec for approval as required by the GCPR policies and procedures.

(III) Shall present a sponsorship report at each monthly board meeting.

(IV) Shall organize and oversee vendors on all marketing products including but not limited to stickers, magnet, shirts, sweat shirts, jackets, soccer balls, cups, banners, etc.

(V) Shall have all marketing and sponsorship plans approved by the Board at any monthly meeting prior to entering any contracts or agreements.

### **(e) The Director of Events and Operations**

(I) Shall appoint a committee of volunteer workers to assist with day to day operations.

(II) Shall organize, advertise, and oversee each season's registration.

(III) Shall organize, advertise, and oversee all tournaments.

(IV) Shall organize, advertise, and oversee all special events and or fundraisers that the club chooses to hold.

(V) Shall organize, advertise, and oversee all Academy and Select tryouts.

(VI) Submit appropriate materials and forms to Gwinnett County Parks and Rec for approval as required by the GCPR policies and procedures.

**4.9** The Club shall indemnify each person who acts as an Officer or Director of the Club against expenses actually and necessarily incurred in the defense of any action, suit or proceeding in which such Officer or Director is made party by virtue of service as such Officer or Director.

**4.10** The Board shall fill any vacancy on the Board by (2/3) majority vote at the next regular meeting. The appointment shall stand until the next election at the Annual Meeting.

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**4.11** All elected and appointed officials of the BPSC Board, and all official Head Coaches and Assistant Coaches, shall have a background check completed per the BPSC Background Check Policy. Each individual shall be checked at least every 3 years in order to ensure that the safety and integrity of the members of BPSC is protected. Records of all background checks shall be maintained for a period of 3 years by the BPSC Vice President, and shall be kept confidential.

**4.12** If a coach is suspended for a year, that person will lose the right to serve as a current volunteer, elected or appointed position that they may hold. This person will also be ineligible to run for any volunteer positions elected or appointed board positions for the duration of the suspension.

### **ARTICLE V – ELECTION OF OFFICERS**

**5.1** The President or Executive Director shall appoint a Nominating Committee of five (5) members, three (3) from the general membership and two (2) from the current board. This committee shall present a slate of Directors to fill expiring terms to the Board no later than ten (10) days prior to the annual meeting. The Board shall make public the slate of nominees no later than five (5) days prior to the annual meeting. Only past or present board members or current committee members of Bryson Park Soccer Club, in good standing as defined in Article II 2.1(b), are allowed to be placed on the ballot. Any past or present board member and current committee member under current suspension is not allowed to run for an elected position.

**5.2** Additional nominations of past or present board members and current committee members in good standing as defined in ARTICLE II may be made from the floor at the annual meeting.

**5.3** The names of all nominees will be entered on a single ballot and submitted to the membership present at the annual meeting. Only current members, as defined in ARTICLE II, with the club, in the current season, in good standings defined in ARTICLE II 2.1(b) will be allowed to vote. Each member of the Club, in

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good standing as defined in ARTICLE 2.1(b), over the age of 18 shall be entitled to vote.

(I) Only one (1) active member per household will be allowed a vote at the Annual General Elections.

(II) Any person(s) who has met the definition listed in ARTICLE II 2.1 subsection (a), (b), or (c).

**5.4** The Elected Board Members shall serve for 24 months.

**5.5** In the event of the resignation or removal of the President, Executive Director, or Vice President only a current board member can be appointed by the Board to fill the position until the next Annual General Meeting. Should the Secretary or Treasurer fill a vacant position on the Board of Directors, resign or be removed for their respected position, the board may appointment a Club Committee Director to fill the vacant position until the next Annual General Meeting.

**5.6** Elected Officials shall take office at January's monthly board meeting, following the annual election. The first meeting must take place within 15 days of the start of January. A transition period of no more than 30 days may be used in order to make smooth exchange of Officer's responsibilities.

**5.7** A list of names addresses and phone numbers of all Board members shall be sent to Gwinnett County Parks and Recreation Division Area Supervisor within five (5) days of the election.

**5.8** If a Board member or officer resigns during their term; they may not be appointed or elected to the Board, as an officer, or to a committee until one calendar year has passed from the date of their resignation, unless first approved by the Board to stand for election.

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### **ARTICLE VI-FINANCES AND RECORDS**

**6.1** The Board is specifically authorized to establish a capital reserve fund. The use of such funds shall be voted on by the Board.

**6.2** The President or Executive Director shall establish an Audit Committee consisting of at least three (3) members of the Club. The committee's membership shall change annually. The Audit Committee shall review the financial records of the Club and shall make a report at the annual meeting regarding the financial records of the Club to its members.

**6.3** Any current member in good standing, as defined in ARTICLE II may inspect all books and records of the Club, per the requirement of the Georgia Code O.C.G.A. § 14-3-1602 and tax related documents of the Club per the requirements of the IRS for Exempt Organizations at any reasonable time upon written request and stating such purpose. Copies of such records shall be furnished upon the requestor paying the costs associated with compiling it prior to the release of all requested documents.

**6.4** All checks signed by anyone on behalf of the Bryson Park Soccer Club must bare two (2) authorized signatures.

**6.5** All expenses incurred on behalf of the Club that are less than \$5000 must be approved by the President, Executive Director, and the Treasurer.

**6.6** All expenses greater than \$5000 must have the approval of the BPSC Board at a monthly or emergency meeting.

(a) At the onset of each season an estimated check request may be submitted to the Board for approval up to the budgeted amount.

**6.7** Only the President, Executive Director, Vice President, and Treasurer will have privileges to conduct financial business. All four positions will have the authority to sign checks when needed.

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### **ARTICLE VII - AMENDMENTS**

**7.1** The By-Laws of the Club may be subjected to amendment, by the membership during any General meeting. Passage of the amendment must be by a membership majority vote. It shall be required that any proposed amendment to the by-laws, regardless of sponsor, be submitted in writing to the Board at least two (2) weeks prior to the meeting.

**7.2** The Articles of Incorporation of the Club may be amended by a majority, less Abstentions of the membership present at any annual meeting of the Club, provided the proposed amendment to the Articles of Incorporation have been submitted in writing to the Board at least two weeks prior to the meeting.

**7.3** The Board shall conduct an annual review of the BPSC Policies and Procedures, and update them accordingly. In order to make any changes to the Policies and Procedures, the changes must first be approved by a (2/3) majority vote of the Board.

### **ARTICLE VIII – DISSOLUTIONS CLAUSE**

**8.1** In The event of DISSOLUTION of the Club all monies and property will be donated to Gwinnett County Parks and Recreation to be used exclusively for the benefit of the children in the BPSC, LILBURN area or to a successor club that may be formed to take the place of this club.