

CAPE EXPRESS SOCCER CLUB
BYLAWS
4/2/12

ARTICLE 1 NAME

The name of this organization shall be the Cape Express Soccer Club (CESC). The location of the CESC shall be Cape May County, New Jersey. CESC shall be a not for profit 501(c)3 organization.

ARTICLE 2 PURPOSE

The purpose of the CESC is to educate youth 19 years of age and younger in mental and physical fitness, develop self and community pride, teach sportsmanship and teamwork and provide the opportunity for the players to achieve the highest level of soccer success they are willing and/or able to reach.

ARTICLE 3 BOARD OF DIRECTORS

The CESC shall be governed by a Board of Directors (Board). The Board acting together shall constitute the administrative management of the CESC, insuring that the club operates within the framework and intent of its Bylaws.

The Board will consist of the following 5 members:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Fifth Director

The Officers of the corporation will be the President, Vice President, Secretary and Treasurer. The Officers shall be selected as set forth in Article 4.

The Fifth Director position shall complete the composition of the Board. The Fifth Director shall be selected as set forth in Article 5.

Immediate family members (spouse; parents; grandparents; children; grandchildren; brothers; sisters; mother, father, brother, sister, daughter and son in law; adopted, half and step of above family members) cannot serve at the same time.

The Board shall be charged with raising funds to meet the expenses of the CESC in achieving the Purpose of the Club by implementing registration fees, establishing fund raising activities, hosting invitational tournaments, selling concessions, obtaining sponsors and any other activity or method typically used by similar organizations.

The Board shall dispense CESC funds to achieve the Purpose of the Club.

The Board shall create Guidelines to establish the rules and procedures for the operation of the CESC.

The Board may create volunteer positions and seek the assistance of volunteers to help in the operation of the CESC.

The Board may require the parent(s) or guardian(s) of players to perform volunteer service to help in the operation of the CESC. The ability to play on a CESC team will be dependent on this volunteer service.

The Board may hire professional staff to help in the operation of the CESC.

The Board will hold an Annual General Meeting (AGM) during the first full week of June. All parties concerned with CESC are invited to attend.

ARTICLE 4 OFFICERS

The Officers shall consist of the President, Vice President, Secretary and Treasurer. At the time of adoption of these Bylaws, the individuals holding these four positions will remain in those positions.

The term of office for the four Officers shall be at the discretion of the individual Officer although barring unforeseen circumstances, a minimum of two years is suggested.

Potential Officers should have a demonstrated care and concern for the well being of youth and an interest in youth athletics. Potential Officers shall also demonstrate the ability to perform the specific duties outlined in these Bylaws. There are neither parental or guardianship requirements nor limitations on an individual's ability to be an Officer. Officers must be at least 21 years old.

Typically, anticipated Officer vacancies will be filled by a majority vote of the Officers, prior to the anticipated vacancy. In the event of a tie, the deciding vote shall be cast by the Fifth Director.

In the event a vacancy or vacancies occur within the Officer positions before a replacement can be selected, the vacancy or vacancies will be filled by a majority vote of the remaining Officers. In the event of a tie, the deciding vote shall be cast by the Fifth Director.

An Officer should give at least 3 month notice prior to resigning his position.

An Officer position should be vacant for no more than 60 days.

ARTICLE 5 FIFTH DIRECTOR

In addition to the Officers, the remaining Board member shall be the Fifth Director.

The Fifth Director's term of office shall be two years and shall run from even year AGM to even year AGM. Other than eligibility, there is no limit to the number of times a Fifth Director may seek office.

Nominees for Fifth Director must be the parent or guardian of a player in good standing and carded with a current CESC team at the time of the election. The Fifth Director must be at least 21 years old.

At the even year AGM, the Board will receive nominations from the floor from eligible voters and hold an election to fill the position of the Fifth Director. To be eligible to vote for the Fifth Director, one must be a parent or guardian of a player in good standing and carded with a current CESC team at the time of the election. Each family may only cast one vote.

Election of the Fifth Director will be by secret ballot by a majority vote of the eligible voters at the AGM.

If a vacancy occurs in the Fifth Director position prior to the even year AGM, the Board will hold a special meeting of eligible voters to fill the position. This officer will serve out the time remaining in the vacated term.

If a vacancy occurs less than 2 months from the even year AGM, the Board may elect to allow the office be vacant until the AGM when a new Fifth Director can be elected.

The Fifth Director should give at least 3 month notice prior to resigning their position.

The Fifth Director position should be vacant for no more than 60 days.

ARTICLE 6 RECALL

Any Board member may file charges in writing to the Board requesting the recall of any Board member. A special Board meeting may be held to hear these charges. The Board member shall receive sufficient notice of the charge and the scheduled hearing so that he has an opportunity to defend himself if he wishes. Four Board member votes are required to accomplish a recall. A Board member may be recalled for any of the following reasons:

1. Failure to perform the duties of office.
2. Not working to satisfy the purpose of the CESC.
3. Not working for the betterment of the CESC.
4. Wrong doing or misconduct in office.
5. Circumstances outside the CESC which may effect the members ability to perform their duties or which may negatively effect the operation of the CESC or reflect poorly on the CESC.

ARTICLE 7 MEETINGS

The Board shall meet regularly once each month at a time and place designated by the President and at other times as deemed necessary by the President. The Secretary shall publish an agenda one week prior to the meeting. The order of business at a Board meeting shall be as follows:

1. Roll call
2. Acceptance of last meeting's minutes
3. Officer's Reports
4. Committee's Reports

5. Other Reports
7. Old Business
7. New Business
8. Public Comment
9. Adjournment

The Board shall meet once a year at the AGM at a time and place designated by the President and the AGM shall be considered a Board meeting. The Secretary shall publish an agenda one week prior to the meeting. The order of business at the AGM shall be as follows:

1. Roll call
2. Acceptance of last meeting's minutes
3. Officer's Annual Reports
4. Committee's Annual Reports
5. Other Reports
6. Acceptance of upcoming year annual budget
7. Old business
8. New Business
9. Public Comment
10. Election of Fifth Director (even years only or in the event of vacancy)
11. Adjournment

Parliamentary law as set forth in Robert's Rules of Order, shall govern all meetings and other procedures not expressly provided.

ARTICLE 8 BOARD OF DIRECTORS AND VOTING

All Board members shall have one vote.

A quorum consisting of at least four Board members must be present at any Board meeting for business to be transacted. Unless noted otherwise, issues shall be decided by a simple majority of the quorum present at any given meeting.

Voting by proxy shall not be allowed.

ARTICLE 9 DUTIES OF THE BOARD OF DIRECTORS

President

Shall work to fulfill the purpose of the CESC in all matters that come before the Board.

Shall provide leadership and direction for the CESC.

Shall schedule, preside over and establish agendas for all regularly scheduled CESC Board meetings.

Shall schedule special CESC Board meetings as required.

Shall be the Official spokesman for the CESC in interactions with outside parties except as designated by the Board.

Shall co-sign checks with the Treasurer.

Shall have an audit of the Treasurer's report conducted at least once per year.

Shall appoint members to various standing committees, unless noted otherwise.

Shall establish and appoint members to ad hoc committees as the need arises.

Shall serve ex officio as a member on all standing and ad hoc committees, unless noted otherwise.

Shall maintain the appropriate files relative to the duties outlined above and relinquish them to the Secretary upon expiration of the term of office.

Vice President

Shall work to fulfill the purpose of the CESC in all matters that come before the Board.

Shall assist the President in the operation of the CESC, and shall act for the President in his absence.

Shall co-sign checks in the absence of the President.

Shall serve ex officio as a member on all standing and ad hoc committees along with the President, unless noted otherwise.

Shall be responsible to fulfill the duties of any vacant or temporarily absent Board position until such time as the position is filled or the Officer is no longer absent.

Shall maintain the appropriate files relative to the duties outlined above and relinquish them to the Secretary upon expiration of the term of office.

Secretary

Shall work to fulfill the purpose of the CESC in all matters that come before the Board.

Shall keep and maintain minutes of all Board meetings.

Shall distribute copies of prior minutes and agenda to all Board Officers one week prior to the next Board meeting.

Shall handle all CESC correspondence as directed by the Board.

Shall call roll and tally the votes cast during any Board meeting.

Shall be responsible for meeting notifications to the Board, Executive Committee and/or AGM.

Shall co-sign checks in the absence of the President or Vice President.

Shall be responsible for obtaining a meeting place for monthly Board meetings.

Shall be the custodian of the CESC records.

Shall maintain and have available at all Board meetings the current CESC Bylaws and Guidelines.

Shall maintain corporate records and fulfill all corporate administrative requirements.

Shall maintain the appropriate files relative to the duties outlined above and relinquish them to the new Secretary upon expiration of the term of office.

Treasurer

Shall work to fulfill the purpose of the CESC in all matters that come before the Board.

Shall maintain accurate CESC financial records, disburse and receive funds.

Shall be responsible to produce the yearly budget and submit it to the Board for ratification.

Shall ensure that all financial reports are filed with any applicable Local, State and/or Federal Government as required by law or established by the Board.

Shall participate and cooperate with annual audit.

Shall maintain the CESC financial records and make them available to authorized parties or the appropriate authorities having jurisdiction.

Shall co-sign checks with the President or Vice President.

Shall maintain CESC financial accounts at financial institutions determined by the Board.

Shall present a list of invoices for review and action at the Board meetings.

Shall present a financial report to the Board at each regular Board meeting.

Shall maintain the appropriate files relative to the duties outlined above, and relinquish them to the Secretary upon expiration of the term of office.

Fifth Director

Shall work to fulfill the purpose of the CESC in all matters that come before the Board.

Shall be responsible to secure volunteers for positions deemed necessary to help in the operation of the CESC.

Shall be responsible to coordinate the efforts of parent(s) or guardian(s) of players to perform required volunteer service to help in the operation of the CESC.

Shall maintain the appropriate files relative to the duties outlined above and relinquish them to the Secretary upon expiration of the term of office.

ARTICLE 10 DISBURSEMENT OF FUNDS

The Board shall approve by a majority vote at the AGM the budget for the upcoming year. Any expenditure above those set in the budget or not specifically included in the budget, will require a majority vote of the Board.

Expenditures in excess of \$500 must be pre-approved by the Board.

All disbursements must have receipts attached for audit purposes.

ARTICLE 11 PROTESTS AND COMPLAINTS

Protests and complaints against CESC procedures, policies or personnel which cannot be handled in any other manner shall be presented to the Board in writing at least ten days prior to a regular Board meeting.

The Board at its discretion may convene a special meeting to hear the matter. All parties directly effected shall receive sufficient notice of the protest or complaint and the scheduled hearing date so that they have an opportunity to address the Board if they wish.

The Board shall review the issue and attempt to resolve it, within its authority. Once the Board has reviewed and resolved an issue, there is no further recourse for appeal.

ARTICLE 12 AMENDMENTS TO THE BYLAWS

Proposed amendments to the Bylaws must be presented to the Board in writing.

All Board members shall be notified of proposed amendments to the Bylaws at a regular Board meeting prior to the Board meeting at which the proposed amendment(s) will be considered for approval.

Four Board member votes are required to approve amendments to the Bylaws.

ARTICLE 13 DISSOLUTION

Upon dissolution of the CESC, the Board, after satisfying all commitments and debts, shall donate all cash and any remaining assets to a charitable organization(s) of their choice. There shall be no personal gain or profit by any Board member upon dissolution of the CESC.

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