

# SSC ByLaws

May 2010

## Article I Membership and Voting

Section 1: The voting membership of SSC shall consist of:

- A) Each Minor player in good standing, who shall be represented by a parent or guardian
- B) Registered adult players in good standing
- C) SSC volunteer head coaches in good standing
- D) Honorary Members
  - (1) The Board of Directors may appoint an honorary member by majority vote at a board meeting
  - (2) There shall be a maximum of three (3) persons per year named as honorary members
  - (3) An honorary member shall retain their status for five (5) years from the date of appointment
  - (4) An honorary member may hold any compensated position except the position of director of soccer

Section 2: The membership of SSC shall vote to elect the SSC Executive Committee as defined in Article II. The membership will also vote on changes to the Constitution and Bylaws and matters defined in Article VII and Article X of the Bylaws.

## Article II Officers and Elections

Section 1: The Executive Committee of SSC shall be President, Vice President, Secretary, Treasurer, Rules and Compliance Director, and Facilities Director.

- A) These Officers who comprise the Executive Committee shall be elected by the membership and serve for two (2) years from July 1 to June 30
- B) In 2010, at the initial membership vote under these revised bylaws there shall be no vote for the position of president; the sitting vice president shall, as elected under the previous bylaws, assume said position on July 1, 2010

Section 2: Executive Committee members are to be elected as follows:

- A) President – elected on “odd” years
- B) Vice President - will be elected on “even” years
- C) Treasurer and Facilities Director - will be elected on “odd” years
- D) Secretary and Rules and Compliance officer will be elected on “even” years

Section 3: Officers may hold only one (1) position at a time, and not serve more than three (3) terms in the same office. Officers shall not be immediate family with each other by blood or marriage. Officers shall not have any independent fiduciary relationship with an employee or independent contractor of the club or their immediate families.

- A) Nominees for Executive Committee positions shall be current members in good standing or their legal representative
- B) No person may be nominated for the position of president who has not completed at least one (1) year on the Executive Committee.

Section 4: Executive Committee members shall not receive compensation directly from the club for their services, with the exception of a discounted registration rate, the rate of which shall be determined by the Board of Directors, and such attire as is gifted to the club. However, reasonable reimbursement of expenses of attendance, if any, incurred by a board member, in connection with his or her attendance of any meeting of an affiliated organization as outlined in these bylaws or in the SSC Constitution may be paid if approved in advance by a majority of the Board of Directors.

Section 5: Any board member, member, or person holding a compensated position with the club with interest in any transaction or contract shall make a full, frank and complete disclosure before the contract is entered into. They shall also, outside a proposal and inquiry, not take part or be present in the final debate, discussions or vote on said matter.

A) Exception: If the Board of Directors or Committee is unaware of the affiliation and the member has not been consulted and is not aware that they are being considered for the contract or transaction, no disclosure is necessary.

## **Article III Elections**

Elections shall be held at the annual meeting of SSC. The annual meeting shall be held by June 1 and the date shall be announced by the Board of Directors at least 60 days before said meeting.

Elections shall be by a simple majority of votes cast by members or their parent representative in good standing present at the meeting. A Nominating Committee shall present a slate of candidates in writing to the club membership at least 30 days before the election. Nominations from the floor shall be solicited and accepted.

## **Article IV The Board of Directors**

### **Section 1: PRESIDENT**

- a) Provide leadership to the Club and be the primary representative of SSC in its dealings with the media, community and other organizations
- b) Preside at all board meetings, special meetings and meetings of the membership
- c) Make all appointments to Club positions for which appointment is necessary
- d) Appoint such committees as are deemed necessary for the proper and efficient functioning of SSC
- e) Present to the members of SSC an annual report, including a financial report, at the annual meeting
- f) Have power of signature for disbursement of funds to all others but himself or herself and his or her immediate family from the account of SSC
- g) Coordinate the activities of amending the Constitution and Bylaws, as necessary

### **Section 2: VICE PRESIDENT**

- a) Preside at all meetings in the absence of the President
- b) Oversee fundraising, concessions income and any monies raised outside of registration and membership fees
- c) Have power of signature for disbursement of funds to all others but himself or herself and his or her immediate family from the account of SSC
- d) If the presidency becomes vacant, for whatever reason, assume the presidency

### **Section 3: RULES AND COMPLIANCE DIRECTOR**

- a) Oversee Club general insurance requirements and documentation
- b) Act as parliamentarian in board meetings
- c) Serve as the Club's Risk Management Coordinator with SCYSA and SCASA
- d) Maintain Policies manual of SSC
- e) Enforce all state, national and SSC rules, bylaws, and policies and procedures governing player registration and team assignment
- f) Oversee all financial activities of SSC, including if possible monitoring accounts electronically and receiving and reviewing all statements of account
- g) Oversee an annual audit

Section 4: FACILITIES DIRECTOR

- a) Coordinate with the Director of Soccer all field maintenance and activities for field improvements
- b) Purchase and maintain necessary club equipment for playing soccer
- c) Coordinate the use and maintenance of fields for practice and play
- d) Maintain clubhouse facilities
- e) Maintain an up-to-date list of the physical assets of SSC (with Treasurer)

Section 5: SECRETARY

- a) Record minutes at all Club meetings, or designate another board member to fulfill this function
- b) Retain records of minutes and all SSC correspondence and documents (except those held by the Treasurer)
- c) See that all notices are duly given in accordance with provisions of these Bylaws or as required by law
- d) Maintain a list of all members in good standing, as provided by the Registrar
- e) Undertake official correspondence for SSC as required
- f) Maintain a book of resolutions on all resolutions passed by the board

Section 6: TREASURER

- a) Coordinate the collection of all fees, dues, assessments and other income of SSC
- b) Hold general funds of SSC in a designated bank checking account, and maintain complete documentation of all credits and debits, and their associated bills, receipts and canceled checks
- c) Have power of signature for disbursement of funds to all others but himself or herself and his or her immediate family from the account of SSC
- d) Submit financial reports at each board meeting, and an annual balance sheet at the annual meeting of SSC
- e) Maintain a current inventory of the physical assets of SSC (with the Facilities Coordinator)
- f) Oversee the timely preparation, distribution and filing of all required tax filings

Section 7: MEMBER(S)-AT-LARGE

A) The Board of Directors may, in its discretion, extend an invitation to up to three (3) individuals to act as member(s)-at-large on the Board of Directors. These individuals need not be members as defined in Article I. If there is not an attorney, accountant or member of a municipal council on the board the board shall consider filling these positions by such persons.

- 1) Member(s)-at-Large shall not have a vote on the Board of Directors
- 2) Member(s)-at-Large shall not be included in executive session unless the President deems their involvement substantially necessary to the business to be discussed

## **Article V Duties of the Board of Directors**

Section 1: Duties of Each Member

- A) To provide open and effective leadership and administration of the Club
- B) To oversee the well-being of the Club and its physical assets, and to take such actions, within its authority, as are necessary to safeguard the interests of its members
- C) To coordinate and conduct such routine business of SSC as is set out in the Constitution, Bylaws, and policies of the Club.
- D) To have final approval of all fund-raising, promotional, educational and training programs under the auspices of SSC
- E) To present to the members of SSC, at the annual member meeting, a projected annual budget to be approved by the membership

- F) The Board of Directors may contract with a Director of Soccer whose responsibilities will be delineated in a Contractual Agreement. The Director of Soccer shall attend all monthly Board meetings and serve in an advisory ex-officio capacity, without voting rights
- G) The Board of Directors may contract with other employees at their discretion.
- H) Board members must attend at least 9 monthly board meetings per year (July 1-June 30<sup>th</sup>); failure to meet this requirement shall constitute resignation of office without prejudice to reappointment
- I) The Board of Directors may authorize any board member to enter into contracts on behalf of the Corporation. This Authorization may be general or confined to specific instances
- J) Any Director may be removed, provided there is cause, by a vote of no less than 75% of the Board of Directors

## **Article VI Vacancies**

Any vacancy, except that of President, occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Officers. An Officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 1: The president shall within 60 (sixty) days recommend a replacement and inform the board of the candidate not less than 48 hours before the next board meeting. The first order of business at the next board meeting shall be discussion and a vote on the appointment of said individual.

Section 2: If the president fails to comply with Section 1 of this article it shall be the duty of the vice president to recommend within thirty (30) days a replacement and inform the board of the candidate not less than 48 hours before the next board meeting. The first order of business at the next board meeting shall be discussion and a vote on the appointment and confirmation of said individual.

## **Article VII Meetings**

Section 1: Monthly meetings of the SSC Board of Directors shall be held the first Wednesday of each month for the purpose of conducting the business of SSC. All meetings shall be open to all current members, who are encouraged to comment, question, make suggestions, and vote on the issues outlined in Article I of the Bylaws.

- A) Meetings may be rescheduled only if notice is given at least seven (7) days prior to said meeting
- B) All meetings of SSC shall be chaired by the President, or in his absence, the Vice President
- C) Meetings may be attended and / or conducted electronically as long as members are still given the opportunity to attend

Section 2: Establishing a quorum

- A) A quorum for a board meeting shall be more than one-half of voting members of the Executive Committee to enable the Board of Directors to conduct its business.
- B) A quorum for a membership vote shall be more than half of the members of Executive Committee plus persons representing fifty (50) votes or 15% of the total membership, whichever number is smaller
- C) There shall be no votes by proxy

Section 3: All meetings shall be conducted in accordance with Robert's Rules of Order, except where specifically modified or superseded by the written Constitution, Bylaws or policies of SSC.

Section 4: Special meetings of SSC may be called by the President, Board of Directors, or by written request bearing the signatures of persons representing fifty (50) votes. The purpose of such a meeting shall be stated, and except in emergency circumstances at least seven (but not more than 45) days' written notice

shall be given to the membership. Business other than that stated in the written notice shall not be addressed at a special meeting.

Section 5: The Executive Committee of SSC may, at the President's discretion, meet in closed session. The president may at his or her discretion invite necessary witnesses solely for the purposes of information gathering. Such individuals shall be excused once their testimony is complete.

Section 6: The presiding officer (President or Vice President) at meetings of SSC shall have the option of declining to accept any motions that, in his best judgment, are frivolous, absurd, or have the clear intent or possibility of damaging the reputation or interests of SSC.

## **Article VIII Committee(s)**

Section 1: A nominating committee shall be appointed by the President at the January Board of Directors meeting for the purpose of recommending a slate of Officers at the annual meeting for consideration by the members of the Club in attendance. The nominating committee shall consist of three members of the Club. Their duties shall be to prepare and present in writing to the Club membership a full slate of nominees, for all elected positions, at least 30 days before the Annual Meeting.

- A) Such individuals may not be current members of the Board of Directors
- B) Such individuals may not be related by blood or marriage to a current member of the Board of Directors

Section 2: The President may appoint such ad-hoc committees as are deemed necessary to facilitate the administration of the Club.

- A) The President may appoint and remove members of said committee(s) and dissolve committees at will.
- B) The Board of Directors may, by resolution adopted by a majority vote, designate and appoint committees as they see fit. They may also resolve to appoint and remove members of the committee. The Board of Directors may remove members and dissolve committees created by the president by resolution and majority vote.
- C) Each Committee shall have and exercise the responsibility so extended by the Board of Directors. It may not sell, contract, or authorize the sale, lease, exchange or mortgage the assets of SSC. They must be granted in resolution the power to expend funds and may only do so to further the cause for which the committee was created. Regardless, they may not expend club funds over \$200 without the approval of the President and Treasurer or expend funds of over \$1,000 without approval of the board at a monthly meeting. No Committee shall have the power to elect, appoint or remove any member from the Board of Directors unless authorized in Article VIII section 1 of these bylaws.

## **Article IX Indemnity and Hold Harmless**

The Club indemnifies and holds harmless the individual officers beyond the extent of any laws, state or federal designed for the purpose of protecting any board member.

Section 1: SSC shall indemnify each of its present or former directors, officers, employees, or official representatives, or any person who is or was serving another entity in any capacity at the request of SSC against all expenses actually and reasonably incurred by the person (including judgments, costs, and counsel fees) in connection with the defense of any pending or threatened litigation to which that person is, or is threatened to be made, party because that person is or was serving in such a capacity. This right of indemnification may also apply to expenses of litigation which is compromised or settled, including amounts paid in settlement, if SSC approves the settlement as provided in Section 2 of this bylaw. Such a

person shall be indemnified if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of SSC. The termination of any litigation by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner the person reasonably believed to be in or not opposed to the best interests of SSC.

Section 2: Any amount payable as indemnification under this bylaw may be paid by SSC on a determination by the Board of Directors, not including those members who have incurred expenses in connection with the litigation for which indemnification is sought, that the person in question met the standard of conduct provided for under Section 1 of this bylaw.

Section 3: Any expenses incurred by a qualified person in connection with the defense of any litigation may be paid by SSC in advance of a final disposition of the litigation on receipt of a written commitment by that person to repay the amount advanced if it is determined under Section 2 of this bylaw that that person is not entitled to indemnification under this bylaw.

Section 4: The Board of Directors may authorize the purchase of insurance on behalf of any person who may potentially be indemnified under this bylaw. That insurance may include indemnification for those persons for expenses of a kind not subject to indemnification under this bylaw.

## **Article X Membership Votes**

Section 1: The Constitution and Bylaws may be amended only by a vote of the membership and must pass by at least two-thirds of the votes cast by members in good standing and present at the meeting.

Section 2: Field or facility rentals, outside of league play and SSC hosted tournaments; and Contracts lasting in duration more than two (2) years shall require a vote of the membership and must pass by a simple majority.

Section 3: Exceptions

- A) The President may enter any contract, of any term, granting or leasing land for use by SSC which requires SSC to spend less than (\$100). Said contract shall not require a vote of the membership.
- B) The Board of Directors may contract with friends and donors to accept donations spread over any length of time.
- C) The SSC Board of Directors may temporarily or permanently affix sponsor names to fields, facilities, teams or any asset that SSC deems appropriate as long as said sponsor(s) do not require any expenditure by SSC or their members.

## **Article XI Seasonal Year and effect**

Section 1: The seasonal year of SSC shall run from July1 to June 30th.

Section 2: These by laws shall take effect on May 20, 2010.