

By-Laws of the Washington County Soccer Club

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Article I: Formation

Section 1: Name

The name of this organization shall be the Washington County Soccer Club, hereinafter referred to as the Club.

Section 2: State of Enforcement

The provisions of these By-Laws shall be construed, administered, and enforced according to the laws of the State of Oklahoma.

Section 3: Legal Structure

The Club shall be formed as an organization in the State of Oklahoma, taking the legally defined structure of a 501.C.3 corporation as defined under Sec. 501 (c) (3) of the I.R.C. (1954). The Club's Federal Identification Number (FEIN) is **73-1329696**.

Article II: Purpose

The Club is formed to promote the development of youth soccer in Washington County, Oklahoma and the surrounding area; to organize teams; to secure playing fields, coaches, equipment, and referees; and, to receive membership fees and other funds for use in promoting these purposes.

Article III: Membership

Section 1: Player Membership

Individuals shall be admitted to Player Membership upon acceptance by the Registrar of an approved Registration Form and the payment of the Registration Fee. Player Membership shall be for the duration of one or two playing season(s) (The playing seasons are Spring or Fall), during which they shall be considered as a Registered Participant.

Section 2: General Membership

Parents, guardians, sponsors of players, and those adults participating in activities of the Club are considered General Members.

Section 3: Voting Membership

During any General Membership Meeting, in addition to the Board, the following individuals, if aged eighteen (18) or older, will be granted one (1) voting right and will hereafter be referred to as Voting Members; and wherein each individual may only cast a maximum of one (1) vote per resolution:

- I. Registered Participants
- II. Any adult paying the registration fee
- III. A Parent or Guardian of a Registered Participant

- IV. Coaches
- V. Referees
- VI. Honorary Members (as so designated by the President)

Article IV: General Membership Meetings

Section 1: Annual Meetings

An Annual General Membership Meeting shall be held in January or at such other time as the Board may fix for such a meeting, for the purpose of electing new Officers, approving the Treasurer's Report, setting the annual budget, and other such matters as may properly come before an Annual General Membership Meeting.

Section 2: Special Meetings

Special General Membership Meetings shall be held at such times as the Board shall determine or at the written request of no less than fifty (50) General Members.

Section 3: Conduct

A. Presiding Officer

The President, or in their absence, a Vice President or other Officer as designated by the President, shall be the Presiding Officer at any Membership Meeting.

B. Quorum

All Voting Members present in person at any Annual or General Membership Meeting shall constitute a quorum.

C. Passing of Resolutions

Resolutions shall be approved by a majority of Voting Members voting on the motion.

D. Speaker Time

The Presiding Officer may, at their discretion, limit the time allowed to any speaker or the amount of debate upon any topic.

E. Meeting Rules

The Rules contained in the current edition of the Roberts Rules of Order Revised, by Henry M. Robert, shall govern the General Membership Meetings of the Club, in all cases to which they are applicable, and in which they are not inconsistent with these By-Laws or Standing Resolutions.

Article V: The Board

Section 1: Officer Powers

Subject to any limitations of the Articles of Incorporation, the Oklahoma Nonprofit Corporation Act or these Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Club shall be controlled by the Board of Officers. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Officers shall have the following powers:

1. To appoint and remove all Officers of the Club subject to such limitations as may appear in the By-Laws, and to prescribe such powers and duties for Officers as may not be inconsistent with law, with Articles of Incorporation, or the By-Laws.
2. To conduct, manage and control the affairs of the Club, and to make such rules and regulations therefore, not inconsistent with law, or with Articles of Incorporation, or the Bylaws, as they may deem best.
3. To designate any place for the holding of any meetings of the Club, to change the principal office of the Club for the transaction of its business from one location to another.
4. To adopt make and use a corporate seal and to alter the form of such seal (if any) from time to time, as, in their judgment, they may deem best, provided such seal (if any) shall at all times comply with the provisions of law.
5. To borrow money and incur indebtedness for the purpose of the Club and to cause to be executed and delivered therefore, in the Club's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt, and securities therefore.
6. To manage in such manner as they deem best, all funds and property, real and personal, received and acquired by the Club, and to distribute, loan or dispense the same or the income and profits there from.
7. The authority to enter into contract agreements, including with an external organization to handle all matters related to the 'Competitive' and 'Academy' programs, and in the event the Club has entered into such contract that during the contract period, any provisions outlined in said contract will supersede or render null and void all By-Laws or

Standing Resolutions relative to the Club's Competitive or Academy programs. Additionally during the contract period, the external organization will be responsible for providing a Competitive Chairmen as outlined in Standing Resolution XVIII of the Standing Resolutions accompanying these By-Laws.

Section 2: Indemnification

Officers of the Board shall be indemnified and held harmless from and against any and all claims, losses, damages, cause of action, suits and liability of every kind, including all expenses of litigation, court costs and attorney's fees, for damage to any person or property arising out of or in connection with the operations of the Club as so defined in this document, regardless of whether such injuries, death or damages are caused in whole or in part by the negligence of the Club. It is the express intention of this document, that the indemnity provided for in this paragraph includes indemnity by the Club to indemnify and protect the Club from the consequences of the Club's own negligence, whether that negligence is the sole or a concurring cause of the injury, death or damage. The Club shall maintain and pay for an insurance policy to protect and hold harmless both the Officers and the Club against any potential legal action, which might arise from any such injury, death or damage caused in whole or in part by the negligence of the Club or its Officers.

Section 3: Officers of the Board

The Board shall administer the business of the Club between Membership Meetings, establish Club policy, and appoint Special and Standing Committees.

The following Officers shall be Voting Board Members:

- A.** President
- B.** Immediate Past President
- C.** First Vice President
- D.** Additional Vice President(s)
may be elected for each town represented by a team
- E.** Secretary
- F.** Treasurer
- G.** Registrar
- H.** Coaching Coordinator
- I.** Referees Coordinator
- J.** Field & Equipment Coordinator
- K.** Public Relations Coordinator

Section 4: Regular Board Meetings

A. Frequency

The Board will meet regularly and before each General Membership Meeting or at such other times as the business of the Club shall require.

B. Period of Notice

Regular Board Meetings may be called by the President or by three (3) Voting Board Members with forty-eight (48) hour notice. If no Voting Board Member objects, the notice requirements may be waived.

C. Quorum

Fifty percent (50%) of the Voting Board Members shall constitute a Quorum, and resolutions must be approved by a simple majority of this Quorum, unless the matter by the Board is stated otherwise herein to require a super majority.

D. Meeting Rules

The Rules contained in the current edition of the Roberts Rules of Order Revised, by Henry M. Robert, shall govern the Board Meetings of the Club, in all cases to which they are applicable, and in which they are not inconsistent with these By-Laws or Standing Resolutions.

Section 5: Officer Elections

A. When

Voting Board Members, with the exception of the Immediate Past President, shall be elected by the General Membership present at the Annual Membership Meeting.

B. Nominating Committee

The President, no less than sixty (60) days prior to the Annual Membership Meeting, shall appoint a Nominating Committee chaired by the Immediate Past President. This Committee will provide Voting Board Member nominations of candidates in good standing who, if elected, will represent the Club.

C. Other Nominations

General Members may present nominations in writing to Board Members, the Nominating Committee, or in person at the Annual Membership Meeting. Additionally, verbal Nominations from the floor will be accepted.

D. Voting Board Members - Vacancies

Officer positions on the Voting Board not filled during the Annual Membership Meeting, or Vacancies, which may occur during the year, shall be filled by appointment by the President, with the simple majority approval by the

Voting Board Members.

E. Additional Vice Presidents

Upon the recommendation of the Board, and upon approval of the Membership at the Annual Membership Meeting, a Vice President may be elected to represent each town represented by a team.

F. Non-Voting Board Members – Vacancies & Appointments

The Non-Voting Board Member roles of Technical Director of Coaching (DOC) and Academy Director of Coaching (ADOC) shall only be appointed by a simple majority resolution of the Voting Board Members during a Regular Board Meeting.

G. Non-Voting Board Members – Ratification

Following the appointment of a Technical Director of Coaching (DOC) or Academy Director of Coaching (ADOC), at the following Annual Membership Meeting, the Membership shall, upon a motion duly made and seconded, ratify or reject any such appointments of the Technical Director of Coaching (DOC) and Academy Director of Coaching (ADOC).

Section 6: Terms of Office

A. President's Term Length

The President may serve a period of office of two (2) consecutive one (1) year terms. There must be a minimum non-presidential period of office of one (1) year between each presidential period of office. There is no limit to the number of presidential periods of office that any individual may serve.

B. Voting Board Member - Term Length

Except for the President, Officers will serve one (1) year terms and may serve consecutive terms with no limit on the number of terms.

C. Non-Voting Board Member - Term Length

Non-Voting Board Members shall serve until they resign to the Board or are removed by a super majority, two-thirds (2/3) vote of all Voting Board Members.

D. Holding Multiple Offices

A person may hold more than one (1) office simultaneously with the exception of the offices of President, Secretary and Treasurer. Individuals holding more than one office will only be entitled to one (1) vote total.

Section 7: Duties of Office

The duties of the Club Officers are defined in part by the following guidelines:

A. President

The President is the Presiding Officer and Ex-Officio Member of all Club Committees. The President shall oversee all Club activities. The President is a Voting Member of the Board.

B. Past President

The Past President will act as parliamentarian and assist the President as requested. The Past President is a Voting Member of the Board.

C. First Vice President

The First Vice President shall manage risk and shall assist the President as requested and serve in the President's absence. The First Vice President is a Voting Member of the Board.

D. Additional Vice President(s)

Additional Vice Presidents shall administer the activities of their respective towns. Additional Vice Presidents are Voting Members of the Board.

E. Secretary

The Secretary shall keep the minutes of the Club and Board Meetings, handle correspondence, and maintain Club records. The Secretary is a Voting Member of the Board.

F. Treasurer

The Treasurer shall maintain the Club financial records and bank accounts. The Treasurer shall present a financial report at the Annual Membership Meeting. They will be responsible for maintaining the non-profit and tax-exempt status of the Club. The Treasurer is a Voting Member of the Board.

G. Registrar

The Registrar shall supervise and coordinate the registration of all Club Participant Members. The Registrar is a Voting Member of the Board.

H. Coaching Coordinator

The Coaching Coordinator shall preside over the Games Committee as Chairperson, seek out and appoint coaches for the Club with the exception of FCB Competitive Coaches and Academy Program Coaches and shall represent these coaches at all Board Meetings.

The Coaching Coordinator shall work with the Technical Director of Coaching (DOC) and Academy Director of Coaching (ADOC) and act as

liaison and coordinate communications between the Club and individual coaches concerning coach training opportunities and requirements. The Coaching Coordinator shall work with the Registrar to insure coach registration. The Coaching Coordinator shall be the Chairman of the Director of Coaching (DOC) and Academy Director of Coaching (ADOC) Oversight Committees. The Coaching Coordinator is a Voting Member of the Board.

I. Referees Coordinator

The Referees Coordinator and shall assume the responsibilities of a Referee Assignor to schedule referees for all Club home games, keep a list of all active referees, coordinate communications between the Club and the OSA Area Referee and be responsible for the recruitment, education, and development of Club referees. The Referees Coordinator is a Voting Member of the Board.

J. Field & Equipment Coordinator

The Field & Equipment Coordinator shall find, secure, and maintain playing fields, and acquire and maintain field maintenance equipment. Additionally the Field & Equipment Coordinator shall be responsible for the purchase, inventory, control, and repair of all game equipment and administer the 'Cleats for Kids' Program. The Field & Equipment Coordinator is a Voting Member of the Board.

K. Public Relations Coordinator

The Public Relations Coordinator shall be primarily responsible for promoting the reputation and image of the Club. In addition, the Public Relations Coordinator will be responsible for the Club's Advertising, Marketing and Fundraising initiatives. The Public Relation Coordinator is a Voting Member of the Board.

Section 8: Removal from Office

Any elected Officer may be removed from office by a super majority, two-thirds (2/3) vote of the General Membership or a super majority, two-thirds (2/3) vote of all the Voting Board Members. Appointed positions shall serve at the pleasure of the President.

Article VI: **Committees**

Section 1: **Standing & Special Committees**

Standing Committees are appointed by the Board to serve throughout the year. Whereas, Special Committees may be appointed by the President or the Board.

Section 2: **Town Committees**

As approved by the Board, individual towns forming a part of the Club may administer their own affairs through a committee responsible for the soccer program in that locality under the direction of these By-Laws and the Club's Standing Resolutions.

Section 3: **Scheduling Committee**

The Scheduling Committee is a Standing Committee with the Coaching Coordinator as its Chairperson. This Committee shall schedule all local recreational leagues and games and aid in scheduling Inter-Club league games in which Club teams participate.

Section 4: **Games Committee**

The Games Committee is a Standing Committee comprised of the Coaching Coordinator, the First Vice President, and the Referees Coordinator. The Games Committee shall assure that all Closed League recreational games are played in accordance with applicable rules of competition, and it shall hear Closed League protests involving the application of such rules. The Games Committee shall handle all matters dealing with sportsmanship. The Games Committee shall be responsible for player placement on Club teams and the formation of team leagues. The Games Committee shall also appoint League Commissioners.

Section 5: **Tournament Committee**

The Tournament Committee shall be a Special Committee, with a Chairperson appointed by the President, and committee members appointed by the Chairperson. The Committee shall organize and administer any tournament(s) under the guidance of the Board.

Section 6: **Rules Committee**

The Rules Committee shall be a Standing Committee, with the First Vice President as its Chairperson. It shall review all rules and present any proposed changes in writing to the Board at least three weeks prior to the Annual Membership Meeting.

Article VII: **Standing Resolutions**

Section 1: **Scope**

The Club shall adopt and maintain such Standing Resolutions as necessary concerning requirements of major operating aspects of the Club, which have not been considered within the By-Laws.

Section 2: **Adoption**

Adoption of new Standing Resolutions require a passing vote of the Board with a Super Majority (Two-Thirds (2/3)) or by a Simple Majority (51%) of the General Membership present during either the Annual General Membership Meeting or a Special General Membership Meeting.

Section 3: **Amendments**

Amendments to Existing Standing Resolutions require a passing vote of the Board with a Super Majority (Two-Thirds (2/3)) or by a Simple Majority (51%) of the General Membership present during either the Annual General Membership Meeting or a Special General Membership Meeting.

Section 4: **Termination or Suspension**

Termination or Suspension of Existing Standing Resolutions require a passing vote of the Board with a Super Majority (Two-Thirds (2/3)) or by a Simple Majority (51%) of the General Membership present during either the Annual General Membership Meeting or a Special General Membership Meeting.

Article VIII: **Amendment of By-Laws**

Section 1: **Amending Authority**

These By-Laws can be amended by a super majority, two-thirds (2/3) vote of those present at the Annual Membership Meeting, or at any General Membership Meeting called for such purpose. Proposed amendments to the By-Laws shall be presented to the Board for review, at least three (3) weeks prior to the meeting at which they are to be voted upon by the General Membership.

Section 2: **Standing Resolutions**

The attached Standing Resolutions may be amended at any time through a simple majority vote of the Board.

Article IX: **Fiscal Controls**

Section 1: **Fiscal Year**

The fiscal year of the Club shall be that of a Calendar Year.

Section 2: **Audit Committee**

The Audit Committee shall be a Special Committee, with a Chairperson appointed by the President, and committee members appointed by the Chairperson. These members shall not be Board Members. The Audit Committee will certify the correctness of the financial books and records. The Audit Committee will seek an outside Audit of the financial books and records at a minimum of once every three (3) years. The Board will be required to accept the External Auditor or Audit Committee's report with a super majority two-thirds (2/3) vote of all Board Members.

Article X: **Non-Profit Status & Dissolution**

Section 1: **Status**

This Club is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock, or declare dividends, nor shall it be used to promote any special product or service, including insurance, and no part of its net earnings shall inure to the benefit of any official, director, committee member, or trustee. The balance, if any, of the monies or other valuables received by the Club of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purposes of the Club, as set forth in these By-Laws. Payment of employees or contractors for services rendered, such as referees, is not considered contrary to this status.

Section 2: **Dissolution**

Upon the dissolution of the Club, the Board shall, after paying or making provisions for the payment of all Club debts, dispose of all assets of the Club in such a manner, or to such organization or organizations that are operated exclusively for charitable, youth oriented, and/or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code. Any of these assets not so disposed shall become the property of the local school districts. In no event shall any of the Club's assets or property, in the event of its dissolution, go to or be distributed to any director, member, official, committee member, or trustee, or other individual, either for the reimbursement of any sums subscribed, donated, or contributed by such director, member, official, committeeman, or trustee, or to any other individual or company, or other organization, or for any other purpose. Club reorganizations or name changes shall not constitute dissolution.

Article XI: **Adoption & Amendments**

Section 1: **Adoption of the By-Laws**

These By-Laws were adopted by a vote of the General Membership of the Washington County Soccer Club on October 6, 2015.

Section 2: **Approval of By-Law Amendments**

Amendments to the By-Laws must firstly pass a vote of recommendation to amend by the Board with a Super Majority (Two-Thirds (2/3)); before then passing by a Simple Majority (51%) of the General Membership present during either the Annual General Membership Meeting or a Special General Membership Meeting.

Section 2: **Record of By-Law Amendments**

These By-Laws have been amended on the following occasions:

1. **2/4/2016** – Annual General Membership Meeting