

# Classic Soccer Club Bylaws

## **ARTICLE I = MEMBERSHIP**

### **1.01 VOTING MEMBERSHIP**

- A. All parents or guardians of boys and girls properly registered to a team to participate in the CLASSIC SOCCER CLUB, Inc. program, and all adults who are registered with THE CLUB as coaches and assistant coaches. Each member shall have one (1) vote at the Annual General Meeting (AGM).
- B. Each officer of the Board of Directors shall be a member entitled to (1) vote at the AGM.

### **1.02 NON-VOTING MEMBERSHIP**

- A. Sponsors, referees, skill trainers and committee members who do not qualify under 1-A shall have associate membership. All members (voting and non-voting) shall have the privilege to attend meetings and be allowed as guests to address the governing body.
- B. Term of Membership: The term of membership for all Members shall be one (1) seasonal year.

### **1.03 REMOVAL OF A MEMBER**

Any member who has not fulfilled his financial obligations to THE CLUB or whose conduct is detrimental to the purpose of this organization shall be subject to disciplinary action by THE CLUB. Disciplinary action could result in expulsion from THE CLUB to suspension from the soccer program.

## **ARTICLE II = BOARD OF DIRECTORS**

The Board of Directors (BOD) consists of nine elected positions all with full voting power, and appointed BOD committee members. The nine positions are elected by the voting membership at the AGM and serve as an executive committee. Non-voting committee members are appointed and report to the individual BOD as described in the following sections. Qualifications for each director are listed below. However, no person employed by THE CLUB may serve as an elected board member, whether a direct employee or independent contractor. The duties, power, and authorities of the directors shall include but not be limited to the following:

### **2.01 PRESIDENT**

The President shall be the chief executive officer of the corporation and shall have the general management and superintendence of the affairs of the corporation; he shall preside at all meetings of the members and directors; and in all cases where and to the extent that the duties of the other directors of the corporation are not specially prescribed by the Bylaws, Rules or

Regulations of the BOD, the President may prescribe such duties subject to approval by the BOD. The President shall perform any and all duties pertaining to the office of President as conferred or imposed upon the President by these Bylaws, or by the BOD. The VYSL and APSL committee members report directly to the President.

Candidates for President at any election for that office shall have been voting members of THE CLUB a minimum of two (2) consecutive years immediately preceding the election.

## **2.02 VICE PRESIDENT**

The Vice President in the absence of or disability of the President shall perform all duties of the President and shall perform such other duties as may be prescribed by the BOD and subject thereto by the President. The Vice President shall be the Chairman of the Discipline Committee; he shall also be the Chairman of the Committee whose duties are to review all Rules, Regulations, Constitution and Bylaws. He shall monitor all Committees' activities for compliance with the policies of THE CLUB.

Policies of THE CLUB are: Constitution, Bylaws, Rules, Regulations, BOD decisions and all Rules formulated by the various Committees, etc. If the office of the President becomes vacant, the Vice President shall become the President for the remainder of the elected term, if he/she meets the requirement to be a candidate for President at any election as of the date of the vacancy. Otherwise, the Vice President shall retain his office and an election for President shall be held in accordance with filling a vacancy. The Opening Day committee members and other special event committee members report to the Vice President.

Candidates for Vice President at any election for that office shall have been voting members of THE CLUB a minimum of one (1) consecutive year immediately preceding the election.

## **2.03 SECRETARY**

The Secretary shall attend all sessions of the BOD and all meetings of the members and act as clerk thereof, and record all votes and minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for any committee of the BOD when required. Within twenty-one (21) days of each meeting, the Secretary shall distribute to each director the minutes of the meeting. The Secretary shall cause notice to be given of all meetings of members and directors and shall perform such other duties as pertain to this office. The Secretary shall keep in safe custody the seal of the corporation and, when authorized by the BOD, affix it when required to any instrument. The Publication and Internet committees report to the Secretary.

Candidates for Secretary at any election for that office shall be voting members of THE CLUB.

## **2.04 TREASURER**

The Treasurer shall have custody of all the corporate funds and security and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the BOD. The Treasurer shall disburse the funds of the corporation as may be ordered by the BOD, taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meetings of the BOD, or whenever they require, an account of all his transactions as Treasurer and of the financial condition of the corporation. The Treasurer is responsible for ensuring the annual report is properly filed with the

Arizona Corporation Commission and that the appropriate tax returns are prepared and filed with the Federal and State taxing authorities. The Scholarship and Merchandise committee members report to the Treasurer.

Candidates for Treasurer at any election of that office shall be voting members of THE CLUB.

## **2.05 REGISTRAR**

The Registrar is responsible for the registration process for the players and the leagues they participate in, including by not limited to the Arizona Youth Soccer Association (AYSA), Valley Youth Soccer League (VYSL), and the Arizona Premier Soccer League (APSL).

The duties for each of these positions shall be as follows:

1. Register and complete all required forms for players in VYSL and the APSL.
2. Administer and process all medical, loan and travel papers required for participation in VYSL and APSL and claims arising out of league participation.
3. Maintain and keep current all VYSL and APSL record.
4. Establish registration dates, times, and places and recruit club members to assist in orderly registration of players and explanation of programs.
5. Maintain records until child has all required information submitted, a copy of birth certificate, photograph, etc., and have been assigned to a team participating in either the VYSL or the APSL program.
6. Obtain and retain all registration forms and proof of age certificates.
7. Deliver all appropriate registration forms and materials to registrars of VYSL or APSL when a child is placed on a team.
8. Provide all registrants with the current names and phone numbers of Club officials and directors as may be appropriate at the time of registration.

Candidates for Registrar at any election for that office shall be voting members of THE CLUB.

## **2.06 ATHLETIC DIRECTOR**

The Athletic Director shall be responsible for operating the soccer program for all under-19 age groups that participate in organized programs. Duties shall include the recommendation of coaches, assistant coaches, division directors, team selection, and management of professional training staff. The Athletic Director shall be the Chairman of the Coaches' Association, Uniform committee, and Field MTC/ Equipment.

Candidates for Athletic Director at any election for that office shall be voting members of THE CLUB and a participant in the program a minimum of two (2) consecutive years immediately preceding the election. The candidates shall also have completed a USSF coaching class and obtained a grade "E" or higher license.

## **2.07 STRATEGIC PLANNING / FIELDS DIRECTOR**

The Strategic Planning / Fields Director is a combined position relating to facilities utilized by THE CLUB. The Fields Director is the single point of contact with the cities and school districts for the purpose of negotiating all field facilities for THE CLUB, including but not limited to practice, games, tournament, skill sessions, and Opening Day. The Fields Director will prepare the available fields schedules, communicate detail of the schedule to the Athletic Director and otherwise maintain close communication with him/her. The Strategic Planning Director develops a strategy to deal with long-term field space requirements, and works with representatives from

other clubs to coordinate possible shared space.

Candidates for Strategic Planning / Fields Director at any election for that office shall be voting members of THE CLUB.

### **2.08 REFEREE ASSIGNOR**

The Referee Assignor is in charge of the referee program, including but not limited to referee assignments, referee certification clinics, and continuing education of referees of THE CLUB. Candidates for the Referee Assignor at any election for that office shall be voting members of THE CLUB in addition to being a licensed referee.

### **2.09 TOURNAMENT DIRECTOR**

The duties of the Tournament Director are to oversee general operation of THE CLUB tournament(s). Responsibilities include selection and management of the various tournament committees including but not limited to, refreshments, merchandise, set-up, and clean-up. The Tournament Director is also responsible for seeking sponsors and managing tournament publicity.

Candidates for the Tournament Director at any election for that office shall be voting members of THE CLUB.

### **2.10 APPOINTED COMMITTEES MEMBERS**

Non-voting committees report to individual executive committee members. The sitting BOD may choose to appoint additional or fewer committees than listed in the Bylaws. The list below shows the executive committee members with the appointed committee reporting structure.

1. President – AYSA, VYSL, and APSL Representatives.
2. Vice President – Opening Day and Special Events.
3. Treasurer – Scholarships and Merchandise.
4. Secretary – Publications and Internet.
5. Athletic Director –Uniforms and Field MTC / Equipment.

### **2.11 TERM OF OFFICE**

With the exception of President and Vice President, all officers of the BOD shall be elected by ballot to hold office for the term of one (1) year and their term of office shall begin at the conclusion of the AGM.

The President and Vice President shall be elected by ballot to hold office for the term of two (2) years and their term of office shall begin at the conclusion of the AGM in a voting year. Voting for President and Vice President shall take place on alternating years.

### **2.12 VACANCY**

- a. Should any director resign or otherwise vacate his office during the elected term, the office may be filled for the remainder of the term by election by a majority of the BOD provided that the candidate meets all requirements needed to hold that office.
- b. By a 2/3 majority, the BOD may remove an officer not performing the duties of the office for which he was elected.
- c. An officer of the BOD shall automatically lose his voting privileges on the BOD if he/she misses three consecutive meetings or if he/she accumulates four absences from

the time he/she was elected as an officer of the BOD. Without the need of a motion, it shall be mandatory for the BOD to take a written ballot vote to determine whether the officer should be removed from the BOD.

### **2.13 ADDITIONAL POWERS**

In addition to the powers and authorities that these Bylaws expressly conferred upon it, the BOD may exercise all such powers of the corporation and do all such lawful acts and things that are not by statute or by Articles of Incorporation or by these Bylaws prohibited.

## **ARTICLE III = MEETINGS**

### **3.01 LOCATION OF MEETINGS**

- a. All meetings of the members shall be held in the City of Mesa, County of Maricopa, State of Arizona.
- b. BOD or committee meetings can be held at any other place within Arizona, date, time and location to be determined by the appropriate governing authority.

### **3.02 ANNUAL GENERAL MEETINGS**

- a. The AGM of the members shall be held in compliance with ARTICLE IX of THE CLUB Constitution. All members shall be notified in writing at least thirty (30) days in advance as to the date, time and location of the meeting.
- b. Proposal of business to be submitted at the AGM by a member shall be submitted to the Secretary, in writing, by December 5<sup>th</sup> (fifth) of each year.
- c. Nominations of office shall be from the floor. Any candidate for office unable to attend the meeting shall state his intention to the Secretary or President, in writing, at least 24 hours prior to the AGM.
- d. Election shall be by ballot for all officers. When there is only one (1) candidate for an office, he/she shall automatically be elected to that office by proclamation.

### **3.03 REGULAR MEETINGS OF THE BOARD OF DIRECTORS**

- a. Regular meetings of the BOD shall be held during the third week of each month. The BOD may change the time and date of such monthly meeting by a majority vote of such directors at any regular monthly meeting of such BOD. Notification of time and location shall appear in the minutes of the latest meeting.
- b. A regular meeting of the BOD shall be held without notice immediately after the AGM at the same place at which such meeting is held or at such other place within the City of Mesa as the BOD shall designate.
- c. The agenda for regular meetings shall be as follows:
  1. Call to Order
  2. Roll Call
  3. Introduction of Guests
  4. Acceptance of Minutes
  5. Correspondence
  6. Presentation by Guests
  7. Reports
  8. Approved Budget
  9. New / Unfinished Business
  10. Good of the Game

At all monthly meetings the privilege to address the Chair will be on a rotational basis in alphabetical order of the director's last name. All issues to be resolved shall be debated in an informal fashion and finalized by Robert's Rules of Order, current edition.

### **3.04 SPECIAL MEETINGS OF THE BOARD OF DIRECTORS**

- a. Special meetings of the BOD may be called by the President, and shall be called by the President or other director performing his duties at the request of three (3) directors, which request need not be in writing.
- b. Such request shall state in writing the purpose or purposes of the proposed meeting. Notice of special meeting shall be given by the Secretary or other director performing his duties personally, or by telephone, or in writing. Such notice shall be given no less than five (5) days [one hundred twenty (120) hours] before the meeting.
- c. The business transacted at a special meeting shall be confined to the purposes stated in the call.

### **3.05 QUORUM AT BOARD OF DIRECTORS MEETINGS**

In accordance with ARTICLE V of Incorporation, one-half (1/2) of the number of directors then serving shall constitute a quorum for the transactions of business at a meeting of the BOD. If, however, such members shall not be present at any meeting of the BOD, the members entitled to vote thereat, present in person shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until the requisite amount of members shall be present. At such adjourned meetings at which the requisite number of members shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

### **3.06 SPECIAL MEETINGS OF THE MEMBERS**

The President or Secretary unless otherwise prescribed by statute, may call special meetings of the members for any purpose or purposes at the request in writing of a majority of the BOD or at the request in writing of twenty-five (25) members. Such request shall state the purpose or purposes of the proposed meeting. The business transacted at a special meeting shall be confined to the object stated in the call. The BOD shall make all decisions concerning any proposal brought to it at a special meeting.

### **3.07 QUORUM AT MEMBERSHIP MEETINGS**

Twenty-five (25) or more members shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by Law. If however, such member shall not be present at any meeting of the members, the members entitled to vote thereat, present in person shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until the requisite amount or members shall be present. At such adjourned meetings at which the requisite number of members shall be present, any business may be transacted which might have transacted at the meeting as originally notified.

### **3.08 EMERGENCY MEETINGS**

- a. An emergency shall be defined as an unusual circumstance or event not covered by our policies and requiring immediate attention. Only the President, or in his absence, his designated replacement, has the authority to call an emergency meeting.
- b. Notification: All procedures of notification shall be waived and the President, with

the help of available directors shall contact by phone, in person, etc. all directors, if possible and proceed with the meeting. A quorum must be present to render a decision.

- c. Any decision rendered at such emergency meeting shall be of temporary nature if not presented and approved by the BOD at its next regular monthly meeting.

### **3.09 COMMITTEES MEETINGS**

The order of business and the procedure under which the meeting is conducted will be documented in the Committee's manual, which shall be approved by the BOD at the month of June regular meeting.

## **ARTICLE IV = COMMITTEE**

### **4.01 COMMITTEES**

Standing Committees may include but shall not be limited to:

- a. Players Registration Committee
- b. League Program
- c. Rules and Revisions Committee
- d. Discipline Committee
- e. Tournament Committee
- f. Coaches Selection Committee
- g. Nomination Committee

### **4.02 COMMITTEE ORGANIZATION**

At the month of May regular meeting of the BOD, the Chairman of each committee shall submit for approval the names of his committee members. Each Committee Chairman, with the assistance of his committee members, shall have the authority to formulate Rules and Regulations in compliance with the policies of his organization.

### **4.03 COMMITTEE APPOINTMENT**

The BOD shall appoint other committees as may be necessary to assist the BOD in the performance of its duties.

- a. Standing committees can only be dissolved by an amendment to these Bylaws.
- b. Special BOD appointed committees can be dissolved by a simple majority vote of the BOD.

### **4.04 COMMITTEE APPROVALS**

The BOD must approve all operating policies, procedures, and guidelines.

## **ARTICLE V = RECORDS AND REPORTS**

### **5.01 RECORD KEEPING**

In accordance with ARTICLE VII (F) of the Constitution, THE CLUB shall maintain adequate and correct accounts, books, and records of its properties. All such records shall be kept at its principal place of business. The Secretary shall be responsible for the maintenance of the administrative records in accordance with Bylaws, Article 2.03.

The Treasurer shall be responsible for the maintenance of the financial records and have the

books available for inspection in accordance with Bylaws, Article 2.04.

### **5.02 FINANCIALS**

The money of the corporation shall be deposited in the name of the corporation in such bank(s) or trust company(s) as the BOD shall designate and shall be drawn out only by the check signed by the Treasurer or the President or both of them. All receipts and expenditures shall be presented and approved at the regular monthly meetings.

The BOD in compliance with the Articles of Incorporation shall execute contract and indebtedness. ARTICLE III – B (1, 2 3, 4, 5) and ARTICLE VII.

### **5.03 AUDIT**

The President shall appoint an audit committee to review the books and records of THE CLUB. Such audit committee will review the books and records of the prior year's activities no later than one (1) month from the installation of the new BOD. In addition thereto, the Audit Committee shall establish rules and regulations and procedures as it deems necessary or proper for the checks and balances relating to, and audit of, the books and records of THE CLUB and any other committee or subcommittee relating to THE CLUB. Such rules and regulations shall be binding upon and adhered to by THE CLUB and each of its committees and subcommittees.

### **5.04 FISCAL YEAR**

The fiscal year of the corporation shall begin April first (1<sup>st</sup>) and end March thirty first (31<sup>st</sup>) of each year. (ARTICLE XII of Incorporation)

### **5.05 ANNUAL REPORT**

At the AGM, the Treasurer shall have a written financial report of the corporation available for distribution to the general membership present.

### **ARTICLE VI = CORPORATE SEAL**

The corporate seal shall consist of two concentric circles between which shall be the name of the corporation and in the center shall be inscribed the year of the incorporation and words "Corporate Seal, Arizona".

### **ARTICLE VII = STATUTORY AGENT**

The Statutory Agent of the corporation in Arizona, upon whom all notices and processes including summons, may be served, is the President of the corporation, who at the time of his appointment is a bona fide resident of Arizona for at least three (3) years. The BOD may change the Statutory Agent of the corporation in Arizona by a majority vote of the directors at any regular meeting of the BOD.

### **ARTICLE VIII = INSURANCE**

The corporation shall provide an umbrella liability policy covering the BOD, coaches, referees, coaches association and assistant coaches, or insure that such coverage is provided by other means.

## **ARTICLE IX = RULES AND REGULATIONS**

### **8.01 TEMPORARY RULES AND REGULATIONS**

By a two thirds (2/3) majority, the BOD shall have the authority to adopt or amend TEMPORARY RULES AND REGULATIONS which shall expire at the conclusion of the AGM if not adopted, by the membership, to become a Standing Rule or Regulation

### **8.02 NOTIFICATION OF CHANGE**

A copy of the BOD-adopted Temporary Rule(s) or Regulation(s) shall be sent to the AYSA First Assistant Vice President for approval. The temporary Rule(s) or Regulation(s) shall become effective upon approval in writing, or oral followed by a written confirmation. Only a Temporary Rule or Regulation adopted by the membership shall be reinstated by the BOD as a Temporary Rule or Regulation.

### **8.03 RULES AND REGULATIONS RATIFICATION**

Standing Rules and Regulations shall have been adopted by the General Membership and shall be subject to amendment by the membership only in fashion prescribed in the Rules and Regulations.

## **ARTICLE X = AMENDMENTS TO THE BYLAWS**

- A. The Bylaws of this Corporation (Classic Soccer Club) may be amended by a vote of three fourths (3/4) of the voting power of the membership present at the AGM.
- B. Any proposal to amend the Bylaws of THE CLUB may be made by any member of THE CLUB.
- C. Any proposal or motion to amend the Bylaws must be made in writing to the Secretary of the BOD no later than December fifth (5<sup>th</sup>) of each year and these proposals or motions shall be sent or publicized in writing to all members at least thirty (30) days in advance of the AGM.
- D. Any amendment to these Bylaws adopted at the AGM shall become effective at the adjournment of the AGM.
- E. Amendments passed at the AGM of the current calendar year for the following FIVE organizations, Valley Youth Soccer League, Arizona Premier Soccer League, Arizona Youth Soccer Association, United States Youth Soccer Association, and the United States Soccer Federation shall be distributed to the membership by the Secretary of THE CLUB and shall become effective on the dates established by the respective organizations.

## **ARTICLE XI = PARLIAMENTARY AUTHORITY**

The Rules contained in the current edition of Robert's Rules of Order shall govern THE CLUB in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special Rules of Order the society may adopt as statutes applicable to this organization.

## **ARTICLE XII = ADMINISTRATIVE DOCUMENTS**

The Vice President shall provide all newly elected board members with Constitution, Bylaws, and Rules and Regulations.

**ARTICLE XIII = RATIFICATION**

The ratification and signature of four (4) members of the 2010-2011 Classic Soccer Club BOD shall be sufficient for the establishment of these Bylaws. In Witness whereof, we have hereunto subscribed our names this 7<sup>th</sup> day of July 2010.

President:  
Jason Davison

Secretary:  
Dorri Held

Vice President:  
Scott De La Fe

Treasurer:  
Karen Davison