

# **Bylaws of the Clarksville Soccer Club, Inc. A Nonprofit Educational Benefit Corporation**

## **ARTICLE 1 – Name, Address, and Purpose**

### **Section 1. Name**

The name of the organization shall be the Clarksville Soccer Club, Inc. hereinafter referred to as the Association, or the Club.

### **Section 2. Address**

- The principle office of the Clarksville Soccer Club shall be located at 205 Hutchins Camp Trace, Clarksville, Tennessee 37043.
- The Club may have other offices either within or without the state of Tennessee, as the Board of Directors may designate or as the business of the Club may require from time to time.
- The registered office of the Club may be, but need not be, identical with the principle office in the state of Tennessee, and the address of the registered office may be changed from time to time by the Board of Directors.

### **Section 3. Purpose**

- The Clarksville Soccer Club is organized exclusively for religious, charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3) of the Internal Revenue Code of 1986.
- The purpose of the Association shall be to develop, promote, advance, and administer the sport of soccer among coaching staff and youth and adult players registered with the Association.

## **ARTICLE 2 – Board of Directors**

### **Section 1. Governing Authority**

The governing authority of Clarksville Soccer Club, Inc. shall be vested with the Board of Directors of Clarksville Soccer Club, Inc. whose powers shall be delineated in the Bylaws and the Constitution of the Association.

### **Section 2. Size and Term Length as Director**

- The number of members of the Board of Directors shall be adjusted by the Board of Directors, but shall not be less than 5 voting members.
- Each officer as listed in Article 3 Section 1 shall be a member of the Board of Directors.

- The immediate past president of the Association may be an ex-officio member of the Board of Directors.
- Each director shall hold office for two years unless duly removed from their position as detailed in Article 3 Section 4.

### **Section 3: Duties of the Board of Directors**

The board of directors and Executive Committee shall have the vested responsibility and authority to:

- Interpret and enforce the Association's Constitution, Bylaws, Policies, and Procedures.
- Formulate and amend the Association's Constitution, Bylaws, Policies, and Procedures in order to serve the best interests of the Association.
- Budget for and administer the funds of the Association in order to serve the best interests of the Association.
- Hire, supervise, and terminate employees and/or independent contractors.
- Grant decision making authority to the Directors of Coaching to act on the day to day common and urgent business during the periods between Board meetings. The Directors of Coaching will report directly to the Association's President who will bear the responsibility of directly monitoring the Directors of Coaching with the oversight of the Board of Directors.
- Appoint individuals to fill vacancies on the Board of Directors until the next regular election.
- Form committees and appoint individuals to serve on such committees in order to serve the best interests of the Association.
- Be familiar with and abide by the rules of the Association, Tennessee State Soccer Association (TSSA), and the United States Soccer Federation (USSF) and its divisions.
- Each director shall act in the best interests of the Association.

### **Section 4. Executive Committee**

The Executive Committee of the Board of Directors shall be comprised of the President, President-Elect, Secretary, and Treasurer.

### **Section 5. Duties of the Executive Committee**

- The Executive Committee shall hear, decide and respond to all protests and appeals.
- The Executive Committee will decide appropriate disciplinary actions for incidents of misconduct. This includes reprimanding, suspending, barring completely, or otherwise disciplining any member, player, coach, parent, or affiliated team for violations of the Association's Constitution, Bylaws, Policies, and Procedures.

### **Section 6. Meetings of the Board of Directors**

- A regular meeting of the Board of Directors shall be held at least monthly and shall be called by the President.

- Monthly meetings may be waived by the President for any individual month, but never for two consecutive months.
- Minutes of the meeting shall be recorded by the Secretary or his/her delegate if he/she is unable to attend a meeting.
- Financial Statements will be submitted to the Board of Directors 30 days after every calendar quarter, at a minimum, by the Treasurer.
- Persons wishing to speak at a Board of Directors meeting must submit a request to the President at least one calendar week in advance to ensure a spot on the agenda for the meeting.

### **Section 7. Special Meetings of the Board of Directors**

Special meetings outside of the regular monthly meetings of the Board of Directors may be called by the President or three or more members of the Board of Directors.

### **Section 8. Notice of Meetings**

- Notice of meetings shall be given 1 week in advance in writing or by electronic email.
- Any director may waive notice of any meeting, and the attendance of a director at a meeting shall constitute a waiver of notice of such meeting.
- If 1 week notice is not given, and three or more directors object to the transaction of any business because proper notice was not given, then official business cannot continue. Objections to the transaction of any business must occur via email to the President or in person to the President upon arrival at the meeting location.

### **Section 9. Voting**

- Unless specifically prohibited in this document, Directors may vote on any proposal using any of the following methods: in person, via telephone/conference call, in an email (only for those items not requiring discussion).
- Each member of the Board of Directors shall be entitled to one vote, except the President, who shall cast a vote only in the case of a tie.
- A majority vote (50% + 1) may pass any proposal if a quorum exists unless that proposal requires a 2/3 majority vote.
- No vote requiring a 2/3 majority shall be taken in any manner other than in person.
- The President shall cast a vote only to break a tie but may be counted to constitute a quorum at a meeting.

### **Section 10. Voting by Proxy**

- Voting by proxy is not allowed.

### **Section 11. Quorum**

- A majority of the number of directors with voting privileges fixed by Article 3 Section 1 shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- At meetings of the Executive Committee, 3 members shall constitute a quorum.

- If less than a quorum is present at any Board of Directors meeting or any Executive Committee meeting, then a majority of the directors present may adjourn the meeting without further notice since a quorum does not exist.

**Section 12. Manner of Acting**

The act of the majority of the directors present at a meeting at which a quorum is present shall be considered the act of the entire Board of Directors.

**Section 13. Action without a Meeting**

- Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting as long as the action to be taken is documented and distributed in writing or in an email to all members of the Board of Directors for voting.
- Members of the Board of Directors shall be given 1 week to approve/disapprove the action.
- A quorum of directors must vote on the action to be taken, pursuant to Article 2 Section 9.
- Records of any such action taken outside of a meeting shall be documented by the Secretary.
- If three or more board members object to taking action without a meeting, then the action cannot be taken until a meeting is held.

**Section 14. Vacancies**

- Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, unless otherwise provided by law.
- A director elected to fill a vacancy shall be elected for the unexpired portion of the term. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election.

**Section 15. Compensation**

No Director or Officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the Association for duties other than as a director or officer.

**ARTICLE 3 – Officers**

**Section 1. Number of Officers**

The Officers of the Corporation shall include the following elected positions:

- President
- President-Elect
- Secretary
- Treasurer

The 4 positions above and the Members-At-Large will constitute the Board of Directors.

The Officers of the Corporation shall include the following positions appointed by the Board of Directors:

- Members-At-Large (6)
- Risk Management Coordinator

The Officers of the Corporation may include the following positions appointed by the Board of Directors:

- Registrar
- Directors of Coaching
- Team Manager Coordinator
- Fundraising Coordinator
- Field Assignor
- Field Maintenance Coordinator
- Social Media/Public Relations Coordinator
- Uniform/Spirit Wear Coordinator
- Webmaster
- Or any other officer that the Board of Directors deems necessary.

NOTE: any two or more offices may be held by the same person, except the offices of President and Secretary, which may not be held by the same person.

### **Section 2. Election.**

- “Elected” officers of the Association, as described in Article 3 Section 1, shall be elected at a general membership meeting. If the election of officers is not held at the general membership meeting, then such election shall be held as soon thereafter as possible.
- Officers shall be elected by a majority vote of the membership in attendance at the Association’s annual membership meeting.
- Candidates for Association offices may be nominated by any voting member of the Association’s membership.
- The President and Secretary shall be elected in even number years, and shall assume office on July 1 of the year in which they were elected.
- The President and Treasurer shall be elected in odd number years, and shall assume office on July 1 of the year in which they were elected.

### **Section 3. Term of Office**

- Officers are elected for a 2-year term, and they shall not have any term limits.
- Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death, or until he/she shall resign or shall have been removed in the manner according to Article 3 Sections 4 and 5.

### **Section 4. Removal**

- Any elected or appointed officer, agent, or director may be removed by a two-thirds majority vote of the remaining Board of Directors whenever, in its judgment, the best interests of the Association will be served by the removal.
- Such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- Election or appointment of an officer, agent, or director shall not of itself create contract rights, and such appointment shall be terminable at will.

#### **Section 5. Recall**

- Any elected or appointed officer, agent, or director is subject to recall if it is determined that he/she has failed to comply with the club's Constitution, Bylaws, Policies and/or Procedures.
- In the event of a recall, the Executive Committee will hold a hearing with involved parties upon seven days notice to review the merits of the recall.
- Following the hearing, the Executive Committee will vote privately.
- A two-thirds majority of the Executive Committee is required to execute the recall.
- A quorum for a recall shall be a minimum of two-thirds of the Executive Committee.

#### **Section 6. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

#### **Section 7. General Expectations of Officers**

- Each officer shall carry out his or her duties in a responsible manner, acting only in the best interests of the Association and its membership.
- Each officer shall be prepared to report on his or her activities and areas of responsibility at meetings.
- Each director shall follow the Association's financial policy regarding budget proposals, expense reports, and handling of Association monies.

#### **Section 8. Specific Duties of President**

- Supervise and control all of the business and affairs of the Association and is subject to the control of the Board of Directors.
- Serve as Chairman of the Board of Directors and Executive Committee and shall execute the orders of the Board of Directors, and shall enforce the observance of the Constitution, Bylaws, and Rules of the Club.
- Preside, when present, at all meetings of the Executive Committee, of the Board of Directors, and of the general membership.
- Sign with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the

Board of Directors or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed.

- The President shall interface with all outside agencies to conduct normal business affairs unless that interface is specifically delegated by the Board of Directors to someone else.
- Vote only in case of a tie vote.

#### **Section 9. Specific Duties of President-Elect**

- Assumes the President's duties when the President is not able to do so.
- Assists the President with the coordination of the activities of the Association.
- Presides at meetings of the Executive Committee, Board of Directors, and the general membership in the absence of the President.
- Serves as a member of the Executive Committee.

#### **Section 10. Specific Duties of Secretary**

- Records and distributes minutes of all meetings of the general membership, the Board of Directors, and the Executive Committee.
- Provides proper notice in accordance with these Bylaws or as required by law.
- Maintains lists of members in good standing and voting eligibility for meetings.
- Maintains a contact list of all officers and board members including, but not limited to names, addresses, email, and phone numbers.
- Maintains all permanent records of the Association.
- Responsible for all written communications of the Association, meeting notices, communication with TSSA, and contact with other leagues.
- Serves as a member of the Executive Committee.

#### **Section 11. Specific Duties of Treasurer**

- Prepares the annual association budget and submits it to the Board of Directors for approval.
- Maintains records and receipts of all money to be deposited in a recognized bank in the name of the Association.
- Pays all accounts by check with his or her signature or by electronic transfer.
- Submits financial statements to the Board of Directors 30 days after every calendar quarter.
- Produces all financial records when required by the Board of Directors or Executive Committee, and ensures that they are properly balanced and reflective of the current financial status of the Association.
- Responsible for preparing and filing tax returns on time.
- Prepares any and all documents pertaining to the Association's Charter of Incorporation and tax exempt status.
- Authorized to obtain the services of an accountant or attorney, as appropriate.
- Serves as a member of the Executive Committee.

#### **Section 12. Specific Duties of Members-At-Large**

- Attend Board of Director meetings.

- Assist the Board of Directors.

**Section 13. Specific Duties of Risk Management Coordinator**

- Serves as manager for the Association's Risk Management Program.
- Communicates and distributes educational material on risk management.
- Ensures Employment/Volunteer Disclosure Statements for all coaches, managers, employees, contractors, and volunteers with exposure to youth of the Association are properly electronically submitted to TSSA.
- Submits completed disclosure statements to the TSSA state office.
- Certifies in writing that all goals, fields and grounds utilized by the Association are in compliance with TSSA Goal/Field Inspection Forms requirements.
- Submits annually Goal/Field Inspection forms to the TSSA state office.
- Ensures compliance with TSSA Policy 31 – Concussions.
- Coordinate with TSSA insurance representative to obtain required insurance forms.
- Ensure The Clarksville Sports Complex and any other practice facility that is utilized has proper insurance coverage.
- Assist individual players and/or parents with insurance claims.
- Maintain liability insurance for directors as needed according to Article 10, Section 2.

**Section 14. Specific Duties of Registrar**

- Registers all players as required by the Association and TSSA.
- Complies with team/player registration procedures.
- Serves as the Association's registration and rules contact for TSSA and other leagues.
- Provides player cards to team managers as needed throughout the season.

**Section 15. Specific Duties of Directors of Coaching**

- Develops and modifies curriculum for player development, and ensures that head coaches and assistant coaches are following specific curriculum.
- Supervises and evaluates performance of head coaches and assistant coaches within the Clarksville Soccer Club.
- Makes recommendations to the Board of Directors regarding hiring and dismissal of coaches and assistant coaches.
- Arranges for periodic training and certification of coaches, as needed by the Club.
- Represents the interests of the Association's coaches at meetings of the Board of Directors.

**Section 16. Specific Duties of Team Manager Coordinator**

- Responsible to maintain the Team Manager's Handbook.
- Presides over team managers meeting twice per year.
- Provides guidance for team managers as needed.
- Represents the interests of the Association's managers at meetings of the Board of Directors



**Section 17. Specific Duties of Fundraising Coordinator**

- Organizes and communicates fundraising opportunities/events for the Clarksville Soccer Club.
- Seeks out new opportunities/ideas for fundraising and communicates these ideas to the Board of Directors.

**Section 18. Specific Duties of Field Assignor**

- Maintains an accurate schedule of games at the Clarksville Sports Complex via communication with the team managers.
- Communicates with the local referee assigner to ensure that each game played at the Clarksville Sports Complex has referees.
- Communicates game schedules with the Field Maintenance Coordinator so that he/she may set-up the appropriately sized fields.

**Section 19. Specific Duties of the Field Maintenance Coordinator:**

- Prepares appropriately sized fields for friendly games at the Clarksville Sports Complex.
- Maintains paint/stripes on the fields at the Clarksville Sports Complex.
- Identifies field improvement opportunities and presents these opportunities to the Board of Directors.

**Section 20. Specific Duties of the Social Media/Public Relations Coordinator:**

- Serves as a liaison with the local media to promote the Clarksville Soccer Club within our community.
- Manages and updates multiple social media applications (Twitter, Facebook, etc).
- Serve as the point of contact for team managers and coaches to post updates to social media applications.

**Section 21. Specific Duties of the Uniform/Spirit Wear Coordinator:**

- Serve as a direct liaison with approved vendor to provide jerseys and spirit wear for the Organization as directed by the Board of Directors.

**Section 21. Webmaster:**

- Responsible for maintaining club webpage as needed.

**ARTICLE 4 – Membership and Membership Meeting**

**Section 1. Voting and Non-Voting Members**

- The voting membership of the Association shall include all classes of membership as detailed in Article 4 Section 2, as long as those individuals are currently active in the Association's programs, and as long as those individuals are current with their financial obligations to the Association.

- Non-voting membership may be granted by the Board of Directors to other organizations or individuals interested in the advancement of the sport of soccer and the Association.

## **Section 2. Classes of Membership**

- **Players:**
  - Shall include players currently registered with and participating in soccer programs under the jurisdiction of the Association.
  - Shall be accorded one vote per player.
  - A parent or guardian shall cast votes for youth players.
  - Adult players shall cast their own votes.
- **Officials:**
  - Shall include all currently active coaches, assistant coaches, and team managers.
  - Shall be accorded one vote for each affiliated individual.

## **Section 3. Rights of Members**

- Members in good standing are granted various rights and privileges as defined by the Board of Directors in the Association's Rules.
- Rights of players and officials in good standing shall include the right to vote at the Association's general membership meetings.

## **Section 4. Term of Membership**

- Term of membership shall be one seasonal year beginning on July 1 and ending on June 30.
- Membership shall automatically renew each seasonal year provided the member is in good standing, has paid applicable fees, and is actively participating in the programs of the Association.

## **Section 5. Meetings of the General Membership**

The Association shall hold general membership meetings annually in the month of May. Additional meetings may be called with a 2 week notice.

## **Section 6. Voting by Members at General Membership Meetings:**

- Voting eligibility at general meetings of the Association by affiliated voting members is determined by the class of membership.
- Only those voting members of record, duly affiliated, with all fees paid and in good standing, shall be entitled to vote.
- A simple majority of members present is needed for items brought to the general membership.

## **Section 7. Voting by Directors at General Membership Meetings:**

Directors shall not vote in an election/general membership meeting except as the representatives of an affiliated member.

## **Section 8. Voting by Proxy at General Membership Meetings:**

- Voting by proxy is not allowed.

## **ARTICLE 5 – Amendments**

### **Section 1. Proposals**

- Proposed amendments to the Constitution and Bylaws may be submitted by any member of the Board of Directors.
- Proposals should include the number and text of the current rule, the text of the proposed new or revised rule, and the reason for the change.
- Proposals to revise or amend the Constitution and Bylaws shall be submitted, in writing, to the President at least 30 days in advance of the scheduled meeting at which the proposal will be considered.
- Amendment proposals shall be published and distributed to BOD members for study at least 14 days prior to the scheduled meeting at which the proposal will be considered.

### **Section 2. Approvals**

- These Bylaws may be altered, amended or repealed and new Bylaws adopted when necessary by a two-thirds majority of the Board of Directors.

### **Section 3. Annual Review**

- The President shall disseminate the current Bylaws to the new Board of Directors following annual elections which may be accomplished by publication in the website.
- Bylaws will be reviewed by the recently elected Board of Directors at the first meeting of the Board of Directors following the annual elections.

## **ARTICLE 6 – Contracts, Loans, Checks and Withdrawals, Deposits, and Authorization**

### **Section 1. Contracts**

The Board of Directors may authorize any officer or agent or agents, to enter any contract, or execute and deliver any instruments in the name of and on behalf of the club, and such authority may be general or confined to specific instances.

### **Section 2. Loans**

- No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.
- Such authority may be general or confined to specific instances.
- All loans must be approved by a 2/3 majority vote of the Board of Directors.

### **Section 3. Checks and Withdrawals**

- If the amount of the purchase is over \$5,000, then all checks, drafts, other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the club shall be signed by the President and forwarded to the treasurer for payment, and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- If the amount is over \$5,000, then all withdrawals of corporate funds shall also be made by two authorized officers of the club, the President and the Treasurer.

#### **Section 4. Deposits**

All funds of the Association not otherwise employed shall be deposited on a regular basis to credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

#### **Section 5. Authorization**

The officers with check signing authority will be the President, President-Elect, Treasurer and/or the Secretary.

### **ARTICLE 7 – Fiscal Year**

#### **Section 1. Fiscal Year**

The fiscal year of the Clarksville Soccer club shall be July 1 to June 30.

### **ARTICLE 8 – Annual Expenditures**

#### **Section 1. Annual Budget**

- An annual budget will be prepared and approved by the Board of Directors.
- Expenditures not covered by the budget must, before being incurred and paid, be approved by the Board of Directors as outlined in Article 6.

#### **Section 2. Tournament Budgets**

- Tournament budgets will be prepared by the tournament director and must approved by the Board of Directors.
- Expenditures covered by the tournament budget must still be approved by the Tournament Director before incurred and paid.
- Expenditures not covered by the tournament budget must, before being incurred and paid, be approved by the Tournament Director in concert with the President and Treasurer.

## **ARTICLE 9 – Conflict of Interest**

### **Section 1. Conflict of Interest Policy**

- The Clarksville Soccer Club, Inc. has a Conflict of Interest Policy.
- Each board member needs to read and complete the Conflict of Interest Disclosure Statement at the start of his/her term.
- All signed disclosure statements must be given to the Secretary of the Clarksville Soccer Club, Inc.
- If any action, by the board or a board member is in question, the Conflict of Interest Policy will be used to determine if a conflict of interest has occurred.

## **ARTICLE 10 – Indemnity**

### **Section 1. Indemnification**

The Association shall indemnify its directors, officers and employees as follows:

- Every director, officer, or employee of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been a director, officer, employee or agent of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of the Association, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he/she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association.
- The Association shall provide to any person who is or was a director, officer, employee, or agent of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of the Association, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

### **Section 2. Liability Insurance**

The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article 10.

Bylaws of the Clarksville Soccer Club, Inc.

The above Bylaws were approved and adopted by the Board of Directors of the Clarksville Soccer Club on the

\_\_22nd\_\_ day of \_\_May\_\_\_\_\_, 2014\_\_\_\_\_.

\_\_*Christopher J. Dardano*\_\_\_\_\_

**President**

Adopted May 22, 2014