

# FLAGSTAFF SOCCER CLUB BYLAWS

(revised April 19<sup>th</sup>, 2016)

## PART ONE – ORGANIZATION

- A. This organization shall be incorporated and referred to as the “Flagstaff Soccer Club” and/or “FSC”.
- B. The principal office of the Flagstaff Soccer Club will be located within the Flagstaff Unified School District. The mailing address shall be: PO Box 271, Flagstaff, Arizona, 86002.
- C. Mission. It is the mission of the Flagstaff Soccer Club to provide an opportunity for all youth participants to play the sport of soccer under a consistent instructional system with mutually supportive coaches, players, teams and parents. Our mission includes the challenge to excel, while at the same time retaining the aspect which is so much a part of soccer: FUN! Through the sport of soccer we are able to provide a health outlet for our youth; to teach them sportsmanship, respect and responsibility and to instill in them a passion for the sport that will carry through their lives.
- D. Tax-exempt status. FSC shall maintain its tax-exempt status under the Internal Revenue Code and shall maintain its non-profit corporation status, organized and existing under the laws of the State of Arizona.
- E. Affiliation. The FSC shall be a member of and comply with the authority of Arizona Youth Soccer Association (AYSA), the United States Youth Soccer Association (US Youth Soccer) and United States Soccer Federation (US Soccer).
- F. Laws of the Game. The “Laws of the Game” as authorized by FIFA, and modified for youth play by the US Soccer, US Youth Soccer and AYSA apply to youth soccer games sanctioned by AYSA and FSC.
- G. Equal Opportunity. The FSC shall provide an equal opportunity to athletes, coaches, trainers, managers, administrators, and officials to participate in competitive youth soccer without regard to that individual’s race, color, religion, national origin, age, sex or sexual orientation. Any individual serving on the Board of Directors, or a committee of FSC shall be selected without regard to that individual’s race, color, religion, national origin, age, sex or sexual orientation.
- H. The seasonal year shall begin and end as directed by AYSA. The fiscal year begins July 1<sup>st</sup> and end June 30<sup>th</sup> the following calendar year.

## **PART TWO – MEMBERSHIP**

- A. Voting membership. All parents or guardians of boys and girls properly registered to a team to participate in FSC and all adults who are registered with FSC as coaches and assistant coaches. Each parent or legal guardian of a player has one vote for a maximum of two per family regardless of the number of players in each family. Each member of the current Board of Directors shall be considered a voting member entitled to one vote at the Annual General Meeting, as long as they comply with the above maximum per family.
- B. Term of membership. The term of membership for all members shall be one seasonal year.
- C. Removal of a member. Any member who has not fulfilled his or her financial obligations to FSC or whose conduct is detrimental to the purpose of FSC shall be subject to disciplinary action by FSC. Disciplinary action could result in expulsion from FSC or suspension from the soccer program.
- D. The privileges of voting members are to:
  - ✓ Elect the Board of Directors of FSC
  - ✓ Make changes and amend the Constitution and Bylaws of FSC
  - ✓ Recommend changes of Rules and Regulation to the Board
  - ✓ Approve the annual budget
  - ✓ Conduct additional business at the Annual General Meeting as deemed appropriate by the Board of Directors.
- E. Voting by proxy shall not be permitted.

## **PART THREE – SPECIAL MEETINGS OF THE MEMBERS**

- A. Special meetings of the members for any purposes may be called by the President and shall be called by the President or Secretary at the request, in writing, of 15 (fifteen) members entitled to vote. Such requests shall state the purpose or purposes of the proposed meeting. The business transacted at all special meetings shall be confined to the purpose or purposes stated in the meeting notice. The Board of Directors shall make all decisions concerning any proposal brought to it by any member.
- B. Notification of a special meeting of members stating the time, place, and object thereof shall be made by distributing a notice to the voting members of the FSC.
- C. Ten (10) or more members shall constitute a quorum for the transaction of business at all special meetings of members. If, however, such majority shall not be present or represented at any meeting of the members, the membership entitled to vote therein, present in person, shall have power to adjourn the meeting, without notice other than announcement at the meeting and reconvene

when a requisite amount of members shall be present at the time of a regularly scheduled board meeting.

#### **PART FOUR – BOARD OF DIRECTORS**

- A. Subject to the limitations of the Constitution, Bylaws, Rules and Regulations and the laws of the State of Arizona, all of FSC's power shall be exercised by or under the authority of the Board of Directors.
- B. The Directors shall be elected by ballot at the Annual General Meeting of the membership of this FSC to serve for 2 (two) years and until their successors are elected.
- C. The Board of Directors of FSC are President, Vice President, Registrar, Treasurer, Secretary, Director of Fields and Equipment, Director of Referees, Director of Communications, Director of Competition, Director of Camps/Clinics/Uniforms and Director of Ways and Means. The Director of Coaching serves as an ex-officio (non-voting) member of the board.
- D. The President, Treasurer, Registrar and Directors of Fields and Equipment, Competition and Ways and Means shall be elected in even numbered years. The Vice President, Secretary and Directors of Communications, Referees and Camps/Clinics/Uniforms shall be elected in odd numbered years.
- E. Vacancies in the Board of Directors may be filled by a majority of the remaining members of the Board of Directors, though less than a quorum, or by a sole remaining Director of FSC for the remainder of the term or until the next Annual General Meeting. A vacancy or vacancies shall be deemed to exist in case of death, resignation, removal or disqualification of any Director. If the Board of Directors accepts the resignation of a member tendered to take effect at a future time, the Board of Directors shall have the authority to appoint a successor to take office when the resignation shall become effective. No reduction of the number of Directors shall have the effect of removing a Director prior to the expiration of his/her term of office.
- F. At a meeting called for that purpose, the Board of Directors may remove a Director from the Board by a two-thirds (2/3) majority of all members of the Board of Directors.
- G. The duties of the Directors shall include but are not limited to the following:

President: the President shall conduct all meetings of the Board of Directors. The President shall be an ex-officio member of all committees. The President shall be the designated representative of FSC for all AYSA meetings and District VII meetings.

Vice President: the Vice President shall oversee coach selection, team formation and issues relating to traveling teams and, in the absence of the President, preside at meetings of the Board of Directors.

Treasurer: The Treasurer shall be a member of the Board of Directors. Shall be responsible for all payments, deposits and receipts in the accounts approved by the Board in the name of FSC. Shall provide teams and Micro Division with monthly financial statements, reconcile all bank accounts monthly, prepare all end-of-calendar year forms, prepare the books for end-of-fiscal year with oversight of CPA and provide annual financial statement at the Annual General Meeting of FSC.

Secretary: The Secretary shall keep an accurate record of all meetings and shall distribute the minutes at the next scheduled Board Meeting. Shall be responsible for all Board communication and notification of members of the Annual General Meeting. Shall maintain copies (in the form of a corporate notebook) of current constitution, bylaws and rules and regulations, as well as an organized minute book for FSC to include all minutes as approved by the Board. The Secretary shall make the minute book available to any member for review or inspection upon request, with 7 days' notice.

Registrar: Shall be a member of the board, and shall be responsible for registration of all players, ensuring the proper preparation of coach, manager and player credentials and providing official team rosters as needed.

Director of Fields and Equipment: Responsible for equipment inventory, reordering when necessary. Responsible for field usage within FSC. Assigns field reservations. Liaison with City of Flagstaff Parks and Recreation for field usage.

Director of Referees: Shall be responsible for referee development, management and education within FSC.

Director of Communications: Shall establish and maintain a member database including addresses and email addresses. Shall be responsible for member communications, press releases and website development, maintenance and oversight.

Director of Competition: Liaison with other soccer organizations including AYSA District VII.

Director of Camps/Clinics/Uniforms: Shall be responsible for coordinating and evaluating, with the Director(s) of Coaching, camps and clinics. Shall be responsible for uniform selection, ordering and distribution.

Director of Ways and Means: Shall be responsible for coordination of FSC- wide fundraising events and shall act as contact person for any and all donations, gifts

and grants made in the name of FSC. Shall assist in the writing of grant applications in the name of FSC. Shall help organize and coordinate the donation/sponsorship process for FSC hosted tournaments.

Director of Coaching: Shall be a liaison between the Board and team coaches, and between the Board and each FSC program (Micro, Academy and United). Shall take the lead in coach selection and make recommendations to the Board or a committee of Board members. Shall organize tryouts and aid coaches in team selection. Shall set up licensing clinics for coaches and be certain the coaches are informed of and abide by the Board's licensing rules. Shall assist the coaches on field activities, approaches to league and tournament play and fighting. Shall instruct coaches on how to set up pre-season games. Shall perform other duties as outlined by the Board.

- H. All board members are entitled to a refund or waiver of the annual registration for up to four children or legal dependent.

## **PART FIVE - COMMITTEES**

- A. The Board of Directors shall appoint committees as may be necessary to assist the Board of Directors in the performance of its duties.
- B. The President of FSC shall appoint committee members pursuant to the provisions of these Bylaws. Additional committee members shall be selected by the President and the respective Committee Chairpersons jointly. The Committee members shall elect, from their members, a Clerk who will record the minutes of the Committee meetings and who shall prepare the Committee report for presentation to the Board of Directors by the Chairperson of the committee.
- C. The FSC Constitution, Bylaws and other Rules shall apply to Committees, just as they do to the Board of Directors. The Chairperson of the Committee shall have the same powers, within the Committee, as the President of FSC has on the Board of Directors.
- D. All committee meetings shall be conducted in a manner to accomplish the best interests of FSC without need to follow unduly formal or specific "Rules of Order".
- E. The FSC Board of Directors shall, when establishing committees or referring business to a committee:
- ✓ Establish the specific purpose or function that the Committee is expected to fulfill
  - ✓ Designate the powers the Committee may have in order to do its job
  - ✓ Set a time limit for preparing and presenting a report or resolution to the Board of Directors and
  - ✓ Provide a budget, when necessary, for reimbursement of Committee related

expenses incurred by the Committee

## **PART SIX – MEETINGS**

- A. Regular meetings of the Board of Directors shall be held monthly. The agenda for regular meetings shall be as follows:
- ✓ Call to Order
  - ✓ Roll Call
  - ✓ Introduction of Guests
  - ✓ Acceptance of Minutes
  - ✓ Reports
  - ✓ Approved Budget
  - ✓ Unfinished Business
  - ✓ New Business
  - ✓ Good of the Game
  - ✓ Adjournment
- B. At all meetings of the Board of Directors, fifty percent (50%) of the Board of Directors membership shall constitute a quorum for the transaction of business.
- C. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President, or if the President is absent or refuses to act, by any three (3) Directors. Written notice of the time and place of special meetings shall be delivered personally to the Directors or sent to each Director by letter or email, charges prepaid addressed to his/her address as it is shown upon the records of FSC, or if it is not so shown on such records, or is not ascertainable, at the place in which the meetings of the Directors are usually held. In case such notice is mailed, it shall be deposited in the United States mail within the boundaries of FSC at least three business days prior to the time of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least twenty four (24) hours prior to the time of the holding of the meeting. Such mailing, or delivery shall be due, legal and personal notice to each Director.
- D. When those Directors present at any Board meeting, however called or noticed, sign a written consent thereto on the records of such meeting, and if those not present sign a waiver of notice of such meeting, whether prior to or after the holding of such meeting, and said waiver is filed with the Secretary of FSC, the transactions thereof are valid as if a meeting had been regularly called and noticed. A waiver of notice is not required for those not present at regularly scheduled Board meetings provided those in attendance constitute a quorum.
- E. An action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as a unanimous vote of the Director, if all members of the Board shall individually or collectively consent in writing to such action. Such consent shall be signed and filed with the

regular minutes of the Board. If such consent is given by email, then a copy of the email shall be filed with the regular minutes, except when the Board is meeting or communicating in executive session.

- F. Items of business which require prompt action by the Board of Directors as determined by the President or three (3) other Directors as per paragraph C of this article, may be conducted by telephone or email vote. A conference call or similar communication equipment whereby all members can hear one another may be employed to conduct such a meeting. Such participation shall constitute attendance in person. An accounting of the vote tally shall be presented at the next regular meeting of the Board of Directors and shall be recorded in the minutes.

## **PART SEVEN – CLUB RECORDS AND REPORTS**

- A. FSC shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business in the State of Arizona, as fixed by the Board of Directors from time to time.
- B. All books and records shall be open to inspection for the Directors and members of FSC, from time to time and in the manner provided for by the Board of Directors.
- C. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to FSC shall be signed or endorsed by such person or persons and in such manner as shall be described in these Bylaws.
- D. The President, in conjunction with the Board of Directors, except as otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of FSC subject to the following guidelines:
- E. FSC Treasurer pay or direct the payment of all appropriate FSC bills and team expenses as included in a board approved budget. Expenses outside of the board approved budget must be approved by the Board in advance of incurring such expense. Individual teams may direct FSC Treasurer to pay from their respective team funds any amounts which the team communicated to FSC Treasurer through the team treasurer. FSC Treasurer shall not have any duty to investigate the validity of the communication so long as it is brought to the attention of FSC Treasurer by the person or persons who were chosen by the team to represent them before FSC Treasurer. Each team is to provide FSC Treasurer with the name or names of persons allowed to direct payment of funds on behalf of the team at the beginning of each season.

- F. Anyone failing to comply with this Rule is subject to immediate removal from the office by a vote of the simple majority of the Board members present in a legally constituted meeting. FSC reserves the right to recover equivalent funds from the person responsible for the unauthorized expenditures.
- G. The President, in conjunction with the Treasurer and the Board shall direct the accomplishment of the following:
- H. On a vote of a simple majority of the Board of Directors, a financial review/audit of FSC's financial records will be performed. The review or audit is to be accomplished by a reputable person who has no direct relationship with any Board member.
- I. The proper execution and submittal of tax forms (local, State, and Federal) as legally required.

## **PART EIGHT – FINANCIAL DISCLAIMER**

FSC shall not assume, nor be held liable for, the debts and/or financial responsibilities, either implied or incurred, of any player, coach, manager, team assistant, league official or referee without prior approval of the Board.

## **PART NINE – RESPONSIBILITIES**

- A. It shall be the responsibility of the Board of Directors to propose, create and enforce rules and regulations. The Board shall consider recommendations from the voting members.
- B. Rules and regulations may be revised by a majority vote of the Board.
- C. All members shall be responsible for governing those persons associated with their operations. Teams shall abide by FSC rules under which they are registered and in which they are playing.
- D. Any person found guilty of violating the Constitution, Bylaws or Rules and Regulations of FSC may be asked to appear before the Board of Directors in order to explain his/her actions; sanctions may be imposed which may include a permanent ban from participation in FSC activities.

## **PART TEN – AMENDMENTS OF BYLAWS, RULES AND REGULATIONS**

- A. Any proposal to amend the Bylaws of FSC must be made in writing by members in good standing and the members of the Board of Directors.
- B. Any proposal or motion to amend the Bylaws of FSC must be made in writing to

the Secretary of the Board of Directors no later than December 31<sup>st</sup> of each year and these proposals or motions shall be sent in writing to all members at least thirty (30) days in advance of the Annual General Meeting with the exception of the amendments passed at the Annual General Meeting of the United States Youth Soccer Association and the United States Soccer Federation during July of each year. These amendments shall be presented at the Annual General Meeting of the Arizona Youth Soccer Association.

- C. An amendment shall be deemed adopted by an affirmative vote of two-thirds (2/3) of the voting members present at the Annual General Meeting.
- D. Any amendment to these Bylaws adopted at the Annual General Meeting shall become effective immediately unless otherwise stated in the amendment.

### **PART ELEVEN – AUTHORITIES**

This Association shall be governed by its Constitution, Bylaws and Rules and Regulations as presently constituted except in those matters reserved by the USYSA, USSF and AYSA.

### **PART TWELVE – RATIFICATION**

These bylaws are amended by vote of the membership at the Annual General Meeting on April 19, 2016.

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Secretary, Flagstaff Soccer Club

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Date