

**Fusion Adult Soccer League
d.b.a.
CONQUISTADOR ADULT SOCCER ASSOCIATION
Constitution and Bylaws**



Amended 05 Jan 2024

Affiliated with:



Conquistador Adult Soccer Association (C.A.S.A.)

SECTION I. Constitution

1. PURPOSE/MISSION

The FUSION ADULT SOCCER LEAGUE, operating under the name CONQUISTADOR ADULT SOCCER ASSOCIATION (CASA), is dedicated to the expansion and promotion of soccer in its various United States Soccer Federation (USSF) approved forms. Our mission is to bolster the active soccer community in our region by fostering adult soccer leagues. Through our commitment to coach and referee training, we strive to ensure that youth divisions benefit from skilled and dedicated individuals, thereby nurturing a sustainable and growing soccer community. CASA, established as a Not-for-Profit organization, is dedicated to providing non-profit public soccer education.

2. BOUNDARIES

CASA shall control and represent all members that fall within its boundaries. This boundary will include all of Sarasota, Desoto, and Charlotte counties. Individuals from outside of this boundary may participate in the CASA by signing the proper registration forms whether they live in an area served by another soccer organization or not.

3. LOCATION OF HEADQUARTERS OR PRINCIPAL OFFICE

The co-headquarters of the League shall be located within the boundaries of the North Port Fusion League, located at the Narramore Sports Complex, 7508 Glenallen Blvd, North Port, FL 34287 and at the Butler Sports Park, 6205 West Price Boulevard, North Port, FL 34287. The Primary mailing address is PO BOX 6752, North Port, FL 34290 . The secondary address is 1393 Overhead St, North Port, FL 34288.

4. LEGAL MATTERS

CASA shall operate pursuant to the laws of the State of Florida and the United States of America.

5. OWNERSHIP

The Fusion Adult Soccer League dba Conquistador Adult Soccer Association is not owned by anyone given its 501(c)(3) status.

6. AFFILIATION

The CASA shall be an affiliated league of and comply with the authority of the Florida Adult Soccer Association (FASA), the United States Adult Soccer Association (USASA),

the United States Soccer Federation (USSF) and the Federation Internationale de Football Association (FIFA).

7. ADMINISTRATION

CASA is governed by the CASA Board of Directors (hereinafter referred to as the Board) elected by a majority of the voting members present at any board meeting where a quorum can be held. The members of the Board shall all serve for a one-year term (365 days) commencing from the date they were voted in. The Board members have the right to conduct business on behalf of the organization.

The Executive Board Members with the authority as determined by the bylaws shall consist of the following:

1. President: Cameron Smith
2. Vice-President: Spencer Johnston
3. Director of Sporting Operations: EJ Blunt
4. Secretary: Alecia Gerra
5. Treasurer: Joseph Finocchiaro

The Board of Directors with the authority as determined by the bylaws shall consist of the following:

1. Director of Marketing and Public Relations: TBD
2. Director of Community Development: TBD
3. Director of Grants: TBD
4. Director of Fundraising: TBD
5. Director of Operations: TBD

The association also holds various non-voting positions:

- Program Director: Justin Yamashita
- League Referee Assignor: James Bailey
- Referees
- Coaches
- Volunteers

This list is not all inclusive of the coordinators and Board Members that may be needed as the CASA membership grows.

The board will hire and appoint a program director to coordinate the efforts of the Soccer Association and its experts and committees.

In the event of a vacancy on the Board, the remaining Board members may appoint a successor by majority vote outside of the election cycle.

8. MEMBERSHIP

Membership in CASA shall be on a four (4) month basis for players (per division), and on a twelve (12) month basis for members of the board.

- Registered participants – Those individuals who have paid the dues and properly completed all forms set by the Board of CASA.
- Members of the Board and other duly appointed officials of the CASA.

9. MEETINGS

Members of the registered participants category shall not have voting powers as outlined within this constitution. Members of the Board, other duly appointed officials of the CASA, and current captains and co-captains have the right to vote in the annual elections for positions filled via elections. Members of the Board shall then be responsible for regulating the position of league President.

- **Annual Meeting** – The Annual Meeting will be set by the President at a time and place once a year. Members must be notified in writing thirty (30) days prior to such Annual Meeting.
- **Regular Meetings** – The Board will meet at a time set by the President once each month.
- **Special Meetings** – Other meetings may be called by the President and Vice-President as necessary. Directors must be notified in writing at least two (2) days prior to such meetings.
- **Risk Review During Regular Meetings** – quarterly meetings to discuss open and new risks, action plans, mitigation plans, and whether risks have become issues or can be closed.
- There shall be notice to all voting board members to hold a meeting of the Board. A majority of the Board shall constitute a quorum at any meeting of the Board. The majority of votes shall be sufficient to decide all questions put to a vote. The members of the Board with voting rights shall be solely responsible for voting on resolutions enacted by the CASA.

All meetings of the CASA shall be conducted in accordance with the latest edition of Roberts Rules of Order.

The Board, other officers and committee members shall be elected or appointed without regard to race, color, religion, or national origin or gender.

10. ORDER OF BUSINESS AT THE AGM

The annual meeting of the Board of the CASA shall be held each year during the months of May or June, at which time any members as prescribed in section VI may vote. The order of business shall be as follows:

- A. Meeting called to order with Roll Call.
- B. Approval of minutes of last meeting.
- C. Unfinished business.
- D. Report(s), if any, of chairmen of standing committees.
- E. Report(s), of officers.
- F. Amendments, if any, of Constitution, By-Laws, or Rules.
- G. Election of officers.
- H. New business.
- I. Adjournment

11. DISSOLUTION

Upon the dissolution of the CASA and after all outstanding debts and claims have been satisfied, the Board shall distribute the property of the league firstly to North Port Youth Fusion for the betterment of their youth soccer program, and secondly to any other non-profit organization maintaining a purpose similar to that set forth herein.

12. AMENDMENTS TO THE CONSTITUTION

Amendments to the Constitution, By-Laws and Rules of the CASA may be made at any general meeting of the Board. Only the members of the Board with the right to vote shall vote on Amendments to the Constitution, By-Laws or rules of the CASA. A minimum of one week's notice must be given for the meeting, and the fact that an amendment to the Constitution, By-Laws and Rules will be proposed must be publicized. A majority vote of all attending members present will be sufficient to approve changes. Any proposals to amend the Constitution, By-Laws and Rules must be made in writing to the Secretary.

13. RATIFICATION

Role	Name	Signature	Date (dd MMM YYYY)
President	Cameron Smith		
Vice-President	Spencer Johnston		
Secretary	Alecia Gerra		
Treasurer	Joseph Finocchiaro		
Director of Operations	TBD		
Director of Sporting Operations	EJ Blunt		
Director of Marketing and Public Relations	TBD		
Director of Community Development	TBD		
Director of Grants	TBD		
Director of Fundraising	TBD		

Conquistador Adult Soccer Association (CASA)

SECTION II. BY-LAWS

1. MEMBERSHIP

As CASA is a multi-divisional association that relies on its participants to allocate themselves according to skill level and competitiveness, membership in one division does not confer membership to another. Further, there will not be standings-based promotion/relegation between the competitive and recreational divisions.

Adults over the age of 18 at the time of the start of the season, in Sarasota, Desoto, and Charlotte counties are eligible to register, with other counties being considered on case-by-case basis by the Board. Adult teams shall be self-administered, and their respective captains/coaches may represent them at board meetings. All registration, fundraising, use of practice fields and game fields and other activities will be coordinated with the board in collaboration with Sarasota County and North Port Parks and Recreation in order to prevent conflicts and to maintain the quality of the fields.

2. DIVISIONS

Current and Future:

- CASA Competitive Coed Optional Division (CASA Comp Div)
- CASA Intermediate Coed Mandatory Division (CASA Inter Div)
- CASA Beginner Coed Mandatory Division (CASA Begin Div)
- CASA Women's Open Division (CASA Women's Div)
- CASA Over 35 Masters Open Division (CASA Masters Div)

3. DIRECTORS AND OFFICERS

Board members in Section 4 of the Constitution have voting privileges at the CASA AGM and other meetings. The governing body of the league shall be the Board of Directors.

The Board shall consist of the following named officers whose term of office and years elected are as follows:

CASA President – One year; elected every year

CASA Vice-President – One year; elected every year

Director of Sporting Operations – One year; elected every year

Director of Operations – One year; elected every year

Secretary – One year; elected every year
Treasurer/Registrar – One year; elected every year
Director of Marketing/Advertising – One year; elected every year
Directors of Operations - One year; elected every year
Director of Community Relations – One year; elected every year
Referee Assignor – One year; elected every year
Program Director - One year; elected every year

- With the exception of the President and Vice-President, all board positions will be reviewed no later than 90 days after beginning their terms for a confirmation vote that the board member is fit to fulfill the position and uphold the best interest of the organization.
- Members may be removed by majority vote by eligible voting Board members for reasons not limited to lack of participation, lack of availability, poor representation of the organization and our mission, repeated absence from board meetings or duties.

This list is not all inclusive of the coordinators and Board Members that may be needed as the CASA membership grows. In the event of a vacancy on the Board, the remaining Board members may appoint a successor by majority vote. The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the volunteer board members and volunteers.

4. BOARD MEMBERS AND DUTIES

There will be between three and sixteen board members. Their duties are as follows:

a. EXECUTIVE BOARD of DIRECTORS

President shall convene regularly scheduled board meetings, shall preside or arrange for other members of the board to preside at each meeting. The President shall have general and active management of the business of this Board of Directors. The President shall see that all orders and resolutions of the Board are brought to the Board. The President shall have general superintendence and direction of all other officers of this association and see that their duties are properly performed. The president shall create meeting agendas, send agendas to board members in advance of meetings, and lead discussions.

Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President shall also assist in overseeing the growth and maintenance of the association as needed. The Vice-President shall also ensure that divisions have appropriate support to perform, and will

step in should support be lacking. The vice-president will assist the president in creating agendas, sending agendas to board members in advance of meetings, and will help lead discussions.

Director of Operations shall be responsible for managing the day-to-day operations necessary to ensure that the organization achieves its objectives. The Director of Operations shall create and update standard operating procedures for the club as well as training materials.

Director of Sporting Operations shall provide oversight of any active division, as well as chairing committees on subjects concerning the running of the divisions to ensure participant happiness, safety, and to maintain the spirit of the game. The Director of Sporting Operations shall also ensure that divisions have appropriate support to perform, and will step in should support be lacking. Director of Sporting Operations shall oversee performance of Referee Assignor, Referees, Coaches, Captains, and Volunteers. Director of Sporting Operations shall make field reservations including the lights if needed with the City of North Port.

Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

Treasurer/Registrar shall prepare a report for each board meeting. The treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public. Treasurer/Registrar shall use SportsConnect to oversee all incoming players for each season. Prepare the season, fees, discounts and refunds. The Registrar shall oversee the making of teams and activate teams ready for the season. The Registrar shall print, and laminate player passes and give them to each team captain.

b. NON-EXECUTIVE BOARD of DIRECTORS

Director of Marketing/Advertising shall actively maintain the social media activity of the association, providing a report on the presence of the association across social media and with local and corporate businesses. The Director of Marketing/Advertising shall engage with sponsors to expand the brand.

Director of Public Outreach shall work with the Director of Marketing/Advertising to build bridges between our association and local businesses as well as corporate businesses to promote expansion and improvement.

Director of Community Development shall manage and direct planning initiatives. Duties include working closely with community partners, such as businesses, community organizations, and the public, to develop strategies for improving economic and community initiatives, while preserving community cohesion. Will work with treasurer to monitor programs and budgets for department initiatives.

Director of Grants shall primarily write grant proposals for donations and communicate with donors.

Director of Fundraising shall prioritize increasing business exposure by way of media coverage, public messaging, public awareness, and will be the primary point of contact for social media platforms.

c. NON-VOTING POSITIONS

Program Director shall be responsible for coordinating the efforts of the Soccer Association, in synchrony with the board of directors, coordinating the experts and committees. The program director shall set goals and metrics for the organization, coordinate fundraising and manage donor relationships, coach and mentor teams and new board members, build relationships with partners, manage internal and external communication, and must maintain a growth mindset.

Referee Assignor shall be responsible for coordination of referees for all regular season games and tournaments. The referee assignor shall ensure proper qualifications and standards are upheld for all referees.

5. MEETINGS

CASA holds Annual meetings once per year, in May or June. CASA also holds Regular meetings at times set by the President, at least three (3) times per year. Special meetings may be called by the any executive board member. Directors will be notified in writing at least five (5) days prior to such meetings, unless emergency circumstances dictate that the President, Vice-President and Secretary shall constitute an Emergency committee on matters demanding immediate attention where it is impossible to call a meeting of the full Board.

A quorum is defined as the majority of the present committee for each meeting.

The Order of Business at Board meetings is as follows:

- A. Meeting called to order with Roll Call.
- B. Approval of minutes of last meeting.

- C. Unfinished business.
- D. Report(s), if any, of chairmen of standing committees.
- E. Report(s), of officers.
- F. Amendments, if any, of Constitution, By-Laws, or Rules.
- G. Election of officers.
- H. New business.
- I. Adjournment – “For the Good of the Game”.

All meetings of the CASA shall be conducted in accordance with the latest edition of Roberts Rules of Order.

The Board, other officers and committee members shall be elected or appointed without regard to race, color, religion, or national origin or gender.

6. COMMITTEES

CASA does not have any committees.

7. RESIGNATION, TERMINATION, AND ABSENCES

Resignation from the board must be in writing and received by the President or communicated during board meeting. A board member shall be terminated from the board due to excess absences defined as more than two unexcused absences from board meetings in a year. After the initial 90 day probationary period, a board member may be removed for other reasons by a three-fourths vote of the remaining directors.

8. RECORDS AND REPORTS

Records and medical release waivers will be kept at the private residence of the Vice-President. The Vice-President and Secretary are responsible for inspecting them three (3) times per year.

Financial Records will be kept at the private residence of the Treasurer. The President, Vice-President and / or Secretary are responsible for inspective them four (4) times per year.

CASA expenses are currently paid for from an account held by Fusion Adult Soccer League, Inc. dba Conquistador Adult Soccer Association. Therefore, the CASA fiscal year follows May 1 to April 31 of the following year.

The CASA Treasurer or Vice President is to provide an annual fiscal report to be reviewed at the Annual CASA General Meeting.

9. CONFLICT OF INTEREST AND COMPENSATION

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of CASA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

a. Definitions

Interested Person – any director or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest – a person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity which CASA has a transaction or arrangement.
2. A compensation arrangement with CASA or with any entity or individual with which CASA has a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which CASA is negotiating a transaction or arrangement with.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedures:

Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and material facts, and after any discussion with the interested person, he/she shall leave the governing board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest:

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy

1. If the governing board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

The Board of Directors may authorize, by resolution, the payment to a director of a reasonable fee for services and expenses as a director and for attending meetings of the Board and Board Committees. Compensation to directors is tied directly to performance of duties, time invested in duties, commitment to the association's mission, and shall be tracked by the Treasurer.

10. COMPENSATION

A voting member of the governing board who receives compensation, directly or indirectly, from CASA for services is precluded from voting on matters pertaining to that

member's compensation. Similarly, the Program Director is precluded from voting on matters pertaining to their compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from CASA for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from CASA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Board member compensation will be based on CASA fiscal performance as a marker for organizational health, board member performance per position in alignment with the association's mission, and alignment with CASA's overall growth strategy.

11. AMENDMENT AND RATIFICATION OF BYLAWS

The amendment of these by-laws may only be done during board meetings with the approval of a simple majority of the membership if a quorum is present.