

# FC Sonora By-Laws

## BYLAWS OF FC SONORA - RANDOLPH SOCCER CLUB ARTICLE 1 GENERAL PROVISIONS

Section 1. Name. The name of this Corporation is FC Sonora Randolph Soccer Club (the "Corporation").

Section 2. Offices. The known place of business of the Corporation is at PMB 166, 2004 E Irvington Rd Tucson, AZ 85714 The office may be changed from time to time by the Board of Directors, and the Corporation may have such additional offices as the Board of Directors may designate or as the activities of the Corporation may require from time to time.

## ARTICLE 11 PURPOSE

The Corporation is organized and will be operated exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code, as amended. Specifically, FC Sonora provides for the development of the youth of Southern Arizona, ages 4 to 19, through organized youth soccer activities such as recreational, developmental and competitive teams; league play and tournaments; and specialized clinics, camps and academies. FC Sonora teaches student athletes the value of physical exercise, personal health, the importance of choosing not to participate in alcohol and drug consumption, the priority of schoolwork, the responsibility of an individual's commitment to a community group, and the generosity to support those who need assistance. FC Sonora strives to develop responsible citizens who will be an asset to the community. FC Sonora is dedicated to providing an enjoyable, rewarding experience for each player who participates in its program.

## ARTICLE 111

## FC Sonora ORGANIZATION

Section 1. Colors. FC Sonora colors are orange, white and navy. Special teams selected to represent FC Sonora may wear special uniforms as approved by the Board of Directors.

Section 2. Affiliation. FC Sonora shall be affiliated with the US Club, Pima County Junior Soccer League ("PCJSL"), and its governing body. Through these affiliations, FC Sonora shall be recognized as an officially sanctioned youth soccer program. FC Sonora shall not join any organization that has requirements that conflict with the governing documents of the current governing body.

Section 3. Teams. Teams within FC Sonora are formed by player registration. Teams must remain in good standing with regard to payment of fees and dues, and shall agree to be bound by the Articles of Incorporation, these Bylaws and any and all duly adopted rules and regulations of FC Sonora. Competitive teams are composed of individual players selected by FC Sonora coaches. Recreational teams are formed through open registration.

Section 4. Equal Opportunity. FC Sonora shall provide an equal opportunity to athletes, coaches, trainers, managers, administrators, and officials to participate in youth soccer competitions without regard to that individual's race, color, religion, national origin, age or sex.

## ARTICLE IV MEMBERS

Section I Admission. The Corporation members shall be individual that are:

- a. An elected member of the Board of Directors
- b. A player and his/her family through FC Sonora member registration
- c. A registered coach or assistant coach.

Section 2. Terms. The term of membership of an Organization Member is continuous as long as the member remains in good standing with FC Sonora.

Section 3. Powers. At the Annual General Meeting, the Members shall

- a. Elect Directors to serve for the coming year.
- b. Have the power to adopt, amend and rescind the Bylaws for the governing of the Corporation.
- c. Have the right to inspect the records of Corporation.
- d. Transact such other business as may come before the meeting.

Section 3. Limits. Members shall have no capital stock, nor shall they have any interest in the Corporation or any of its assets.

## ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. Subject to the limitations of these Bylaws, the Articles of Incorporation and the laws of Arizona, the affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of its Board of Directors. No director, officer or agent of the Corporation shall authorize or allow any corporate funds to be expended for any purposes other than as set forth in the Articles of Incorporation or for the purposes reasonably incidental thereto.

Section 2. Number. The initial members of the Board of Directors shall be those individuals named in the Articles of Incorporation. Thereafter, the Board of Directors of the Corporation shall consist of not less five (5) nor more than seven (7) directors. In the event vacancies exist in the Board of Directors, the number of directors shall consist of the number of directors actually serving, so long as there are at least three (3) directors, until new or replacement directors shall be named by the individuals then serving on the Board of Directors or elected at the Annual General Meeting. All directors shall serve until their terms shall expire or until their successors are elected or appointed. All directors shall have equal and full voting responsibilities as members of the Board of Directors. No decrease in the number of directors

shall have the effect of shortening the term of office of any incumbent director. A newly created seat on the Board of Directors shall be filled in the same manner as a vacancy on the Board of Directors.

Section 3. Election. At the Annual General Meeting of the Corporation the Members shall elect the new Board of Directors.

Section 4. Resignation. Any director may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof, at any time to the President or the Secretary of the Corporation. Such resignation shall take effect prospectively at the time specified therefor and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal. A director may be removed with or without cause by a vote of majority of the total number of directors then in office.

Section 6. Vacancies. A majority of the directors then in office, though less than a quorum, or a sole remaining director, may fill vacancies and newly created directorships. A director so chosen shall hold office until a successor is elected and qualifies, or until such director's earlier resignation or removal. A director elected to fill a vacancy occurring in the Board of Directors shall be elected for the unexpired term of his or her predecessor in office, unless that director sooner resigns or is removed.

Section 7. Annual General Meetings. Each May the Board of Directors shall conduct an Annual General Meeting of the Members. At the Annual General Meeting, the Members shall elect Directors to serve for the coming year and shall transact such other business as may come before the meeting. The annual meeting shall be in the place and at the time specified in the notice of the meeting.

Section 8. Meetings. Other than the annual meeting, the Board of Directors shall meet once in the fall quarter and once in the winter quarter. All other meetings of the Board of Directors shall be special meetings. Special meetings of the Board of Directors may be called by or at the request of a majority of the Board of Directors then in office, or by the President, and shall

be held at such place and time as a person or persons calling such meetings shall specify. A record of all meetings will be kept by the Secretary, including items discussed and who attended.

Section 9. Notice. Notice of the Annual General Meeting and the fall quarter and winter quarter meetings of the Board of Directors shall be given at least ten (10) days, but not more than forty (40) days, prior thereto by a writing delivered personally, by U.S. mail, electronic mail, or by facsimile transmission. Notice of special meetings of the Board of Directors shall be given at least two (2) days, but not more than twenty-five (25) days, prior thereto by a writing delivered personally, by U.S. mail, electronic mail, or by facsimile transmission. When delivered by U.S. mail, said notice shall be deemed given two (2) after being deposited in the U.S. mail as so addressed, with postage thereon prepaid to the mailing address of record with the Secretary of the Corporation. If sent via facsimile or electronic transmission, such notice shall be deemed to be delivered when confirmation of receipt of the facsimile is received by the sending party at the facsimile number of record with the Secretary of the Corporation, and if sent via electronic mail, the notice shall be deemed given on the day it is transmitted to the Director at the electronic mail address of record with the Secretary of the Corporation. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise required by law or specified by the Articles of Incorporation or the Bylaws, neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Notice of any meeting may be waived by any or all of the Directors.

Section 10. Quorum. A majority of the number of directors actually serving shall constitute a quorum for the transaction of business of any meeting of the Board of Directors. The directors may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of directors, if any action is approved by at least two-thirds of the required quorum for that meeting.

Section 11. Manner of Acting. The act of majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation or by these Bylaws.

Section 12. Compensation. By resolution of the Board of Directors, expenses of attendance of all directors, if any, may be allowed for attendance at any meeting of the Board of Directors.

Section 13. Action. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the directors. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 14. Participation in Meetings by Means of Conference

Telephone. Members of the Board of Directors, or any committee of the Board of Directors, may participate in a meeting of the Board of Directors or of such committee by means of a conference telephone or similar communications device whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence

of the person at such meeting.

Section 15. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 16. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the

person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## ARTICLE VI OFFICERS

Section In Titles. The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. Such other officers and assistant officers may be selected by the Board of Directors as the Board of Directors deems necessary. Offices shall be filled by separate individuals, not related to each other and have no real or potential conflict of interest.

Section 2. Election of Officers. The officers of the Corporation shall be elected by the Board of Directors. New offices may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors, No officer shall serve for a fixed term, but shall serve at the pleasure of the Board of Directors.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interest of the Corporation would be served thereby.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the President or Vice President. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 5. President. The president shall be the chief executive officer of the Corporation and as such shall exercise general supervision of all operations and personnel of the Corporation, subject to the control of the Board of Directors.

Section 6. Vice-President. The Vice-President shall perform such duties as may from time to time be assigned to him or her by the President or the Board of Directors. In the event of the President's absence or inability to act, the President shall have the powers of the President.

Section 7. Secretary. The Secretary shall keep a record of the minutes of all meetings of the Board of Directors, shall give notice of meetings as provided by these Bylaws, shall have custody of all books, records and papers of the Corporation, except those in the custody of the Treasurer or some other person authorized to have charge thereof by the President or the Board of Directors, and shall perform such other duties as may from time to time be assigned to him or her by the Board of Directors or the President.

Section 8. Treasurer. The Treasurer shall oversee all corporate funds and shall ensure that an accurate and detailed record of all receipts and disbursements are kept, which records shall at all times be subject to inspection by any member of the Board of Directors. The Treasurer shall deposit corporation funds coming into his or her hands in such bank or banks as may be designated by the Board of Directors. All checks, drafts, notes, or orders drawn against the accounts or funds of the Corporation shall be signed by the President, Treasurer, or such other officer, agent, or employee authorized by resolution of the Board of Directors. The Treasurer shall also perform such other duties as shall be assigned to him or her by the President or the Board of Directors.

Section 9. Director of Coaching and Player Development. The DOC shall be responsible for the development and implementation of the soccer program and the professional development program for the organization's coaches and other duties assigned by the Board of Directors

Section 10. Additional Officers. Officers and assistant officers, in addition to those herein above described, who are elected or appointed by the Board of Directors, shall perform such duties as shall be assigned to them by the President or the Board of Directors.



Section 11 n Compensation and Expenses. Expenses incurred in connection with performance of their official duties may be reimbursed to officers upon approval by the Board of Directors.

Section 12. Vacancies. A vacancy in any office due to death, resignation, removal, disqualification or other cause may be filled by the Board of Directors at any time.

Section 13. Employees. The Board of Directors may establish such positions of employment as it deems desirable from time to time and shall fix the compensation for such positions. The Board of Directors may also delegate such functions to specified officers. Subject to the control and direction of the Board of Directors, the President or DOC shall hire and discharge employees necessary for the proper conduct of the business of the Corporation. Such employees may include, without limitation:

. Professional Staff Coach(es). Professional Staff Coaches shall facilitate the day-to-day operations of the soccer program, as well as serve as team head coaches of individual teams and trainers for team training and clinics.

b. Registrar(s). The registrar shall be responsible for player registration and FC Sonora affiliation with PCJSL, US Club, and other entities as appropriate. The registrar organizes and coordinates FC player registration records in accordance with governing bodies and FC Sonora rules, to include fee payments, collection and/or maintenance of birth certificates, team assignments, insurance coverage and any other useful data; maintains current player rosters and insurance files; maintains records of player additions and deletions; and presents monthly registration reports to the President.

c. \_\_\_\_\_ Assistant Registrar(s). The Assistant Registrar shall assist with player registration and FC Sonora affiliation with PCJSL, US Club, and other entities as appropriate The Assistant Registrar helps organizes and coordinate player registration records in accordance with governing bodies and

FC Sonora rules, to include fee payments, collection and/or maintenance of birth certificates, team assignments, insurance coverage and any other useful data; maintains current player rosters and insurance files; maintains records of player additions and deletions; and presents monthly registration reports to the President.

ARTICLE \11  
COMMITTEES

Section 1. Committees. The Board of Directors, by resolution adopted by a majority of the directors at a duly convened meeting or a majority then in office, may designate and appoint one or more committees, each of which shall consist of one or more directors and such other persons who are not directors, as the Board of Directors may determine. The Board of Directors may further delegate the ability to appoint committee chairpersons and committees to the President. Such committees may include, without limitation, the following:

- a. Tournament Committee.
- b. Discipline Committee
- c. Scholarship Committee
- d. Fundraising/Sponsorship Committee

Section 2. Removal. Any member of a committee established under this section may be removed by the Board of Directors whenever in their judgment the best interest of the Corporation shall be served by such removal.

Section 3. Term. No member of a committee established under this section shall serve for a fixed term, but shall serve at the pleasure of the Board of Directors.

ARTICLE \111

## CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the President.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 5. Loans to Directors and Officers. No loan shall be made by or to this Corporation 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. No loans shall be made by the Corporation to any of its directors or officers.

## ARTICLE IX FISCAL YEAR

The fiscal year of the Corporation shall begin June 1 and end May 31 of each year, except that the first year shall commence on the date of delivery of the Articles of Incorporation to the Arizona Corporation Commission and end on May 31.

ARTICLE X  
CHANGE OF BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a majority of the Members present, at the Annual General Meeting.

ARTICLE XI  
RULES AND REGULATIONS

The Board of Directors may adopt such rules and regulations as the Board of Directors determines are necessary for the governance of the Corporation and the FC Sonora teams. In all matters that are not addressed by these bylaws or such rules and regulations adopted by the Board of Directors, the governing documents of the AYSA shall take precedence, and if not addressed by the bylaws of the AYSA, the governing documents of US Youth Soccer shall take precedence.

ARTICLE XII  
CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in Title 10 of Arizona Revised Statutes, shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation or other organization and a natural person. The rules contained in the current edition of Roberts' Rules of Order govern the Corporation in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or any existing law.

Adopted: June 2023