

# **TULPEHOCKEN SOCCER CLUB**

## **CONSTITUTION AND BY-LAWS**

### **ARTICLE I. NAME**

The name of this organization shall be the Tulpehocken Soccer Club, hereinafter sometimes referred to as the Club.

### **ARTICLE II. OFFICES**

The registered office of the corporation shall be at the home of the current President.

### **ARTICLE III. PURPOSE**

The purpose of the Tulpehocken Soccer Club is:

- To promote, foster, and perpetuate the game of soccer by providing supervised and organized soccer activities for members of our club; and
- To instill a spirit of sportsmanship and fair play among members, coaches, players and parents.

### **ARTICLE IV. SEAL**

The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania".

### **ARTICLE V. AFFILIATION**

The Club is affiliated with the Reading-Berks Junior Soccer League (RBJSL), the Eastern Pennsylvania Youth Soccer Association (EPYSA), the United States Soccer Federation (USSF), and the Federation Internationale de Football Association (FIFA). The Club shall not be limited to functions and activities of these affiliates. The Club may participate in any soccer activity that does not violate the rules and regulations of these affiliated organizations.

### **ARTICLE VI. MEMBERSHIP**

#### **Section 1. CLASSES OF MEMBERSHIP**

##### **A. Playing Membership**

1. All new members must be residents of or students within the Tulpehocken Area School District.
2. Players will become members upon completion of registration forms and payment of fee. Fee will be determined annually by the Board.
3. Membership shall be open to any child according to the programs approved by the Board each year.

4. The sole limitation of membership shall be the size of the rosters and number of teams that the Club is able to operate in a given year.
  5. All members shall abide by the Constitution, By-Laws, rules, and regulations of the Club and with the Constitution, By-Laws, rules, and regulations of the RBJSL, EPYSA, USSF and FIFA.
  6. The Board may grant playing membership to non-residents of or non-students within the Tulpehocken Area School District if a similar membership is not available to said member.
- B. Voting Membership
1. Adult members must be at least 18 years of age, and a parent or legal guardian of a playing member, coach, assistant coach, officer, or appointee of the Board.
  2. All members shall abide by the Constitution, By-Laws, rules, and regulations of the RBJSL, EPYSA, USSF and FIFA.
- C. Honorary Membership
1. Honorary members may be elected to membership in a non-voting capacity for their outstanding service to the Club.

**Section 2. REMOVAL**

- A. A member may be removed from membership for the season by a two-thirds (2/3) vote of the Board of Directors after fifteen (15) days notice in writing, stating the cause for such action. An opportunity for a hearing before the Board shall be given.

**ARTICLE VII. MEMBERSHIP CERTIFICATES**

Membership in the corporation shall be evidenced by the players pass membership card issued by the EPYSA and signed by the RBJSL registrar.

**ARTICLE VIII. DUE AND OTHER FINANCIAL OBLIGATIONS**

**Section 1. ANNUAL DUES**

- A. Amount
  1. Annual membership fees shall be established by the Board.
- B. Payment
  1. Dues shall be payable at the time of registration and at no time later than thirty (30) days of the date of registration.
  2. With the failure of any member to pay the established membership fee, that member shall be considered delinquent and subject to removal by the Board.
  3. The Club reserves the right to waive fees in case of exception or financial hardship upon approval of the Board.

**Section 2. OTHER FINANCIAL OBLIGATIONS**

- A. Those members participating in programs other than the fall season will be assessed accordingly.

## **ARTICLE IX. BOOKS AND RECORDS**

Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the president or other officer or director of the corporation should be president not be available.

## **ARTICLE X. BOARD OF DIRECTORS**

### **Section 1. PERSONNEL**

The Board of Directors of the Club shall consist of the following individuals: President, Vice-President, Secretary, Treasurer, Registrar, Coaches Coordinator, and four (4) other directors. The Board shall consist of 5 members from the Tulpehocken and Bethel Township areas and 5 members from the Jefferson and Penn Township area.

### **Section 2. NOMINATION**

- A. There shall be a Nominating Committee appointed by the President consisting of four (4) delegates: three (3) Board members and one (1) Club member-at-large.
- B. Nominations for candidates for Club officers and Directors shall be presented by the Nominating Committee 30 days prior to the January club meeting of the voting members.
- C. Any club member may propose additional nominations, with the consent of the nominee.

### **Section 3. ELECTION AND TERM**

- A. The Board of Directors shall be elected by secret ballot at the General Club meeting of voting members in January.
- B. Information concerning election of officers and Directors shall be available prior to the election meeting.
- C. Ballots shall be distributed by the Secretary at the election meeting.
- D. Nominees receiving a plurality vote will be declared elected.
- E. The term of the office shall be for one (1) year beginning February 1<sup>st</sup> ending January 31<sup>st</sup>, unless otherwise stated.
  - 1. If a board member misses 3 consecutive meetings, their position will be filled by someone else for the duration of the term. This person will be chosen by the TSC board and serve for the remainder of the board term. (*Added later*)

### **Section 4. DUTIES**

- A. Board of Directors
  - 1. The Board of Directors is the administrative body of the Club and is responsible to the membership. The Board develops policy and has general charge and control of Club's programs, operation, funds, and property. It shall also be responsible for the following:

- a. Establishing, amending, and enforcing the Constitution, By-Laws, rules and regulations of the Club.
- b. Authorizing and approving all budgets, programs, registration fees, and expenditures of the Club.
- c. Making all final decisions regarding grievances and discipline.
- d. Approving all appointments made by the President.
- e. Approving and appointing all coaches, managers, and any or all other team or Club officials.
- f. Calling for any official membership meeting.

B. President

1. The President shall be the chief executive officer of this Club, and is ultimately responsible for the operation, achievements, and morale of the Club.

The duties of the President are as follows:

- a. Shall preside at meetings of the Club and Board of Directors meetings.
- b. Shall be a member ex-officio of all committees.
- c. With the approval of the Board, shall create other committees as a deemed necessary and shall assign their duties.
- d. Shall appoint a Board member(s) as a representative(s) and an alternate(s) to attend the RBJSL meetings.
- e. Supervise the selection of teams.
- f. His power of vote shall be used only when necessary to break a tie.

C. Vice-President

1. The Vice-President shall serve as assistant to the President and must be familiar with the overall operation and programs of the Club.

The duties of the Vice-President are as follows:

- a. Shall assume the duties of the President in his/her absence.
- b. Shall assume the duties of the Secretary in his/her behalf.

D. Secretary

1. The Secretary shall keep the minutes of the meetings and conduct the general correspondence of the Club.

The duties of the Secretary are as follows:

- a. Send out notice of all meetings.
- b. Keep minutes and attendance of all meetings and distribute copies of these to all Board members.
- c. Maintain annually a directory of names and telephone numbers of all team coaches and players by individual teams.
- d. Maintain up-to-date Club mailing lists.
- e. Responsible for providing ballots and conducting the election at the general meeting.

E. Treasurer

1. The Treasurer shall be the chief financial officer of this Club and the custodian of its funds.

The duties of the Treasurer are as follows:

- a. Chair the Finance Committee.
- b. Keep full and accurate accounts and present itemized financial statements at Board and general meetings of this Club.

- c. Checks drawn in an amount exceeding \$300.00 must have prior approval by a majority of the Board.

F. Registrar

- 1. The Registrar shall supervise the player registration process.

The duties of the Registrar are as follows:

- a. Keep a complete record of all teams and players and provide such to the Secretary.
- b. Keep a complete record of Club membership.
- c. Responsible for gathering, compiling, and disseminating information to the RBJSL.

G. Coaches Coordinator

- 1. The Coaches Coordinator shall be the liaison between the coaching staff and the Board of Directors.

The duties of the Coaches Coordinator are as follows:

- a. Preside over coaches meetings.
- b. Be responsible for referee assessment forms.

Section 5. VACANCIES

A vacancy shall be filled by the Board of Directors from a slate submitted by the Nominating Committee.

Section 6. QUORUM

A majority of the members of the Board of Directors shall constitute a quorum.

**ARTICLE XI. MEETINGS**

Section 1. REGULAR MEETINGS

General Meetings of voting members shall be conducted a minimum of once a year.

Section 2. BOARD OF DIRECTORS MEETINGS

The Board of Directors shall meet monthly. A monthly meeting may be canceled by a majority vote of the Board. A quorum shall be required to conduct an official meeting.

Section 3. SPECIAL MEETINGS

Special meetings may be called by the President or the Board of Directors or upon written request of ten percent (10%) of the voting members of this Club.

Section 4. VOTING

Unless otherwise provided in this Constitution and By-Laws, a motion shall be carried by a majority affirmative vote of voting members voting.

**ARTICLE XII. COMMITTEES**

The committees shall be designated at the first meeting of the Board according to the present needs of the Club.

Section 1. STANDING COMMITTEES

Standing Committees are those representing activities which are continuing in the program of the Club. The appointed chairmen shall serve for a term of one (1) year unless otherwise stated.

A. Nominating Committee

There shall be a Nominating Committee appointed by the President consisting of four (4) delegates: three (3) Board members, and one (1) Club member-at-large. One of the principle functions shall be to prepare a slate of nominees for election to the Board of Directors. These nominations must be presented by the Committee by the December Board meeting. The liaison from the Board to this committee shall be the President.

B. Finance Committee

There shall be a Finance Committee chaired by the Treasurer. The function of this committee shall be to act as the financial fact-finding committee to advise the Board on all matters relating to the finances of the Club. This committee will be charged with the responsibilities of fund-raising and matters pertaining to insurance. The liaison from the Board to this committee shall be the Treasurer.

C. Special Activities

This committee shall be responsible for the yearly banquet, summer camp, photography, and any additional duties as stated by the President. The liaison from the Board to this committee will be appointed by the President.

D. Fielding

This committee shall be responsible for maintenance, scheduling (games and practice), and field procurement. The liaison from the Board to this committee is the Vice-President.

E. Equipment

This committee shall be responsible for uniforms, first aid kits, balls, goals, etc. The liaison from the Board to this committee is the Vice-President.

F. Communication

This committee shall be responsible for distribution, printing, and a newsletter. The liaison from the Board to this committee shall be the Secretary.

G. Statistician

This committee of one (1) shall maintain the Club's game standings and shall provide such to RBJSL and the Club Secretary. The liaison from the Board to this committee shall be the Director.

Section 2. SPECIAL COMMITTEES

Special Committees shall be established by the President with the approval of the Board as deemed necessary to conduct club business.

**ARTICLE XIII. POLICIES AND STANDARDS**

Section 1. POLICIES

- A. The policies of this Club shall be in harmony with the policies of the RBJSL.
- B. The representative colors of this Club shall be blue and gold.
- C. The Club shall be dissolved in the event it shall cease to carry out the purposes herein set forth or upon unanimous vote of the Board and the Club voting membership, each at their own separate meeting. In the event of dissolution, all of the property and assets of the Club shall be distributed to a similar non-profit,

- charitable, youth organization which would qualify under the provisions of Section 501 (C)(3) of the Internal Revenue Code as selected by the Board.
- D. Whenever possible, disciplinary action shall be left to the discretion of the coaches. In matters of severe misconduct, the Board of Directors by a two-thirds (2/3) vote shall have the right and authority to suspend, Club officer, or Club member and remove them from membership or participation of any kind in the Club or its sponsored activities for the season.
- E. A grievance is a protest to any action which is thought contrary to the stated philosophy and purpose of the Club. A member with a grievance is encouraged to take that grievance directly to the individual involved. Should that approach prove unsatisfactory, the grievance should be taken to a Board member.
- F. The corporation is organized for the charitable purpose as provided in Section 501 (C)(3) of the Internal Revenue Code, and accordingly shall adhere to the following:
1. Receive and maintain a fund and to use and apply the whole or any part of the income from these funds and the principle of these funds exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (C)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.
  2. No part of the net earnings of the corporation shall inure to the benefit of any Director of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
  3. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
  4. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
  5. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
  6. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

7. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
8. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization from the taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

#### **ARTICLE XIV. INDEMNIFICATION**

The corporation shall indemnify each of its directors, officers, and employees whether or not then in service as such (and his or her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a part because he or she is or was a director, officer or employee of the corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his or her duty as director, officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office or employment. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

The foregoing right to indemnification shall be in addition to, and not exclusive of, all other rights to that which such director, officer or employee may be entitled.

#### **ARTICLE XV. AMENDMENTS**

##### **Section 1. PROPOSED AMENDMENTS**

- A. Amendments may be proposed by any qualified voting member at any time. Proposed amendments must be submitted in writing to the Club President who shall present such proposals to the Board of Directors.

##### **Section 2. ADOPTION OF AMENDMENTS**

- A. A two-thirds (2/3) vote of the Board present and voting shall be required in order to indicate Board approval of a proposed amendment.
- B. Upon approval of the Board, written notice of proposed changes shall be distributed to the Club's voting membership at least fifteen (15) days prior to the meeting at which time such proposed change shall be submitted to vote.
- C. A two-thirds (2/3) vote of the voting membership present shall be required to adopt or repeal any amendment.

Adopted April 1987  
*Retyped January 2011*