



# Bylaws of the Glen Rock Soccer Club

## Article I – Name

The name of this Organization shall be the Glen Rock Soccer Club (hereinafter “GRSC” or “the Club”) and/or Glen Rock Soccer Club DBA FC Glen Rock (hereinafter “FCGR”).

## Article II – Purpose, Affiliation, Nonprofit Status

The GRSC enhances the education and development of the young people of the Borough of Glen Rock aged 18 years and under by promoting, teaching, playing, and enjoying the game of soccer at both the recreational and competitive levels.

The Club shall, as a secondary purpose, promote the enjoyment of soccer to the residents of the Borough of Glen Rock aged 19 and over by offering programming specific to this age group. This secondary purpose shall be to complement the Club’s efforts in fulfilling its primary purpose, and shall not take precedence over, nor detract from, soccer programming for players aged 18 years and under.

The GRSC shall be affiliated with the New Jersey Youth Soccer Association (NJYSA), the Northwest Bergen Soccer Association (NWBSA), and/or any other sanctioned League or organization the Board of Directors determines is in the best interests of the GRSC.

The GRSC is a 501(c)(3) nonprofit organization.

## Article III – Membership

Membership in the GRSC is granted to any Officer, appointed commissioner, any parent, or guardian of a child who participates in the GRSC and/or FCGR, or any adult aged 19 or older who participates in GRSC-sponsored adult soccer programming. Membership is effective from August 1<sup>st</sup> to July 31<sup>st</sup> of the following year in which the child participates. Participation as a player in the GRSC is open to any child or adult who resides in the Borough of Glen Rock, New Jersey or attends a school or is employed by a business located in Glen Rock, New Jersey. In special circumstances, a limited number of out-of-town players may be permitted to play on GRSC and/or FCGR teams with the approval of the Board of Directors.

## Article IV – Board of Directors

Section 1 The Board of Directors (hereinafter “Officers”) shall be comprised of eight elected Executive Committee members, elected division commissioners, and other appointed commissioners. The number of commissioners shall be determined by the Officers based on the needs of the Club.

Section 2 The Executive Committee of the GRSC shall be comprised of:

- A. President
- B. Vice President
- C. 2<sup>nd</sup> Vice President
- D. Secretary
- E. Treasurer
- F. Registrar
- G. Referee Commissioner
- H. Club Representative

Section 3 The members of the Executive Committee shall be elected by the Membership at the Annual Meeting by a majority vote of the Members and non-Executive Committee Officers in attendance. No person shall be a candidate for the Executive Committee unless they have been nominated by another Officer.

The President shall serve for a term of two (2) years and may be reappointed to successive one (1) year terms with the approval of the Officers and Membership at the Annual Meeting.

All other Officers shall serve for a term of one year and may be reappointed to the same or new appointment by a majority vote of the Executive Committee. No person shall hold more than one Executive Committee position.

Section 4 The duties of the Executive Committee members shall be as follows:

- A. The *President* shall prepare meeting agendas, preside at all meetings and shall be responsible for all communications from the GRSC. The President may sign, with the knowledge and authorization of the Officers, documents of the GRSC including contracts or other instruments which the Officers have authorized to be executed. The President shall approve all disbursements of the Club’s annual budgeted expenses by the Treasurer.
- B. The *Vice President* shall act in the absence of the President with the same authority and shall perform other duties as assigned by the Officers.
- C. The *2<sup>nd</sup> Vice President* shall be the most recent President Emeritus. In the event this person undertakes another role within the Club or on the Executive Committee, this position shall be vacant.

- D. The *Secretary* shall keep the official records of GRSC including minutes of all meetings.
- E. The *Treasurer* shall receive, disburse, and account for all funds of the GRSC in a timely manner. The funds of the Club shall be kept in a bank designated by the Officers. The Treasurer shall provide a financial report at each monthly meeting, prepare, and track the Club's annual budget, and shall be responsible for the filing of all forms and reports required by state or federal government agencies.
- F. The *Registrar* shall be responsible for registration of players and coaches in the developmental and travel programs, shall maintain appropriate records pertaining to player registration, and shall assist in the formation of teams.
- G. The *Referee Commissioner* shall be responsible for maintaining a list of certified referees, recruiting new youth and adult referees, representing the GRSC and its interests at all League referee meetings and functions, and assigning properly certified referees to every GRSC match requiring referees.
- H. The *Club Representative* shall represent the GRSC and its interests at all League meetings and functions, coordinate with the Borough of Glen Rock's Director of Parks and Recreation and Board of Education to secure field allocations for practices and matches, create and maintain a practice grid for all team practices, and schedule all League home matches.

Section 5 The Executive Committee shall have the power to relax any and all rules in the interest of the Club.

Section 6 The Officers of the GRSC shall have the power and responsibility to manage all the affairs of the Club on any and all questions relating in any manner whatsoever thereto, and to make all contracts necessary for the proper transaction of all business. They shall have entire jurisdiction over all matters pertaining to the care, conduct, control, supervision and management of the Club and its finances, shall approve the Club's annual budget, annual registration fees and charges, and all appropriations shall be made by them. The Officers shall be required to approve any unbudgeted expenses greater than or equal to \$1,000. The Officers shall also have the authority to delegate their powers as they deem appropriate in their sole discretion.

Section 7 Division commissioners and other appointed commissioners shall be selected and approved by a majority of the Executive Committee with the advice and consent of the Officers, and shall serve a term of one year. Appointments may be rescinded by a majority vote of the Executive Committee.

Section 8 Any Officer failing to attend meetings in such a manner as to consistently cause a quorum to not be established shall have their continued tenure subjected to a vote of the Officers in no less than ten nor more than thirty days from the last meeting of Officers where a quorum was not established. Any Officer may be removed from office

by a two-thirds vote of the Membership present at a meeting of the GRSC called pursuant to Article V – Meetings.

#### Section 9

A vacancy occurring in any office before the term is complete shall be filled by a majority vote of the Officers at a meeting called for that purpose or at a regularly scheduled Officers' Meeting. The term of the appointment shall begin immediately and continue until the next Annual Meeting in December.

1. The President may temporarily appoint someone to fill a vacancy until it is filled as described above.
2. If the office of President is vacated, the Vice President shall become President. The Vice President's office shall then become the vacated one and filled as described above. If the office of Vice President is vacant, the 2<sup>nd</sup> Vice President (President Emeritus), or other Executive Committee member appointed by the Officers, shall temporarily act as President until a new President is elected. The nominee for President shall be approved by a majority vote of the Executive Committee. The vacating President shall not vote on his/her replacement.
3. Vacancies shall be announced to all Club Members and nominations welcomed.

#### Section 10

The GRSC shall indemnify each of its Officers, whether or not then in office, against all reasonable expenses actually and necessarily incurred by such person, including such expenses incurred in any civil, criminal, or administrative suit or proceeding to which he/she may have been a party while serving as a director or officer. Such person shall have no right to reimbursement, however, in relation to matters as to which he/she was derelict in the performance of his/her duty by reason of willful misconduct, bad faith, gross negligence, or reckless disregard of the duties of his/her office. The right to indemnification to expenses shall also apply to expenses of suits, which are comprised or settled prior to a final judgment in a court of competent jurisdiction.

Each Officer, whether or not then in office, shall be insured under a Director and Officer policy, the cost of which shall be paid out of the operating funds of the GRSC.

### **Article V – Meetings**

#### Section 1

Meetings of the Membership shall be held at the call of the Officers provided that at least one meeting be held monthly. Meeting dates shall be posted on the GRSC website ([glenrocksoccerclub.org](http://glenrocksoccerclub.org)) at least ten days in advance, or as quickly as possible after the announcement of the meeting date. The Officers' Meeting held in January is optional at the discretion of the President. The Officers are expected to attend a majority of the monthly meetings of the GRSC.

#### Section 2

A special meeting of the GRSC may be called by the President. The meeting dates shall be posted on the GRSC website ([glenrocksoccerclub.org](http://glenrocksoccerclub.org)) at least ten days in advance or as quickly as possible after the announcement of the meeting date.

#### Section 3

The meeting held in the month of December shall be called the Annual Meeting and shall be for the election of Officers including the Executive Committee, Division

Commissioners, and other Commissioners as determined by the Officers based on the needs of the Club.

Section 4 The budgets of the GRSC's youth and adult programs shall be presented by one or more of the Club's Officers at the monthly Officer's meeting prior to the scheduled opening of registrations for the individual programs.

Section 5 A quorum of Officers is required at all meetings to conduct business. A quorum is defined as seven or more sitting Officers present. If at any meeting of the Officers there is less than a quorum present, the Officers present may adjourn the meeting from that time until a quorum is present. If three (3) or more members of the Executive Committee are present in person or via conference call, such members may unanimously vote to suspend the seven-member minimum required for a quorum and proceed with the Meeting if holding the meeting is in the best interests of the Club and its Members.

Section 6 Meetings shall be conducted per the procedures set forth in Robert's Rules of Order for informal meetings of small boards.

#### **Article VI – Committees**

Section 1 Committees, either ad hoc or standing, may be appointed as needed by the President with the advice and consent of the Officers for an active life to be specified in the appointment.

Section 2 Committees shall only have the power to make recommendations to the Officers. Committees shall not have the power to implement or act on their recommendations without the advice, approval, and consent of the Officers.

Section 3 Investment Committee

- A. There shall be a standing Investment Committee (hereinafter "IC") consisting of five (5) current Officers, one of whom shall be the Treasurer.
- B. The IC shall be re-authorized every year at the Annual Meeting by majority vote of the Officers in attendance at the Annual Meeting.
- C. The members of the IC shall be elected by the Officers at the Annual Meeting.
- D. The members of the IC shall serve one (1) year terms and may be re-elected.
- E. The members of the IC shall elect an Investment Committee Manager from within the IC membership by majority vote.
- F. The IC shall maintain an Investment Policy Statement which shall be approved by the Officers. All changes to the Investment Policy Statement shall be presented by the IC Manager at any scheduled monthly meeting for review and approval by the Officers.
- G. The Officers shall have the power to remove a member of the IC by a two-thirds vote of the Officers present at any monthly GRSC meeting.
- H. Vacancies on the IC shall be filled pursuant to Article IV, Section 9 of these Bylaws.

- I. The IC may be dissolved by a two-thirds vote of the Officers present at any monthly GRSC meeting and securities liquidated and returned to the Club as soon as is reasonable following dissolution of the IC.

### **Article VII – Coach and Player Appointments**

Section 1 All coaches and assistant coaches shall be appointed to teams by their respective Division Commissioners, or with approval from the Officers if there is no Division Commissioner. Coaching appointments are subject to completion of a background check that shows no behavior that would jeopardize or endanger the welfare of minors along with successful completion of the Rutgers Sports Awareness for Educating Today's Youth (S.A.F.E.T.Y.) class. Coaches of travel teams must complete any additional requirements as determined by the League or Officers. Coaching appointments may be rescinded by a majority vote of the Executive Committee.

Section 2 All eligible players shall be appointed to teams by their respective Division Commissioners or by an individual approved by the Officers. The privilege of playing on a GRSC or FCGR team may be rescinded by a majority vote of the Executive Committee.

### **Article VIII – Voting**

Section 1 Each Officer shall have one vote.

Section 2 Membership voting: At the Annual Meeting of the GRSC, each household shall have one vote in electing the Executive Committee.

### **Article IX – Annual Dates**

Section 1 Fiscal Year: The Fiscal Year of the GRSC shall be from February 1<sup>st</sup> to January 31<sup>st</sup> of the following year.

Section 2 Seasonal Year: The Seasonal Year of the GRSC and FCGR shall be from August 1<sup>st</sup> to July 31<sup>st</sup> of the following year, or as established by the organizations with which GRSC is affiliated under Article II.

### **Article X – Dissolution of the Club**

The GRSC may dissolve itself, by a unanimous vote of the Officers present at a meeting assembled for such purpose, in accordance with the procedures set forth by the laws of the State of New Jersey at the time of dissolution. After payments of all just debts of the GRSC upon dissolution, the remaining assets shall be distributed, except as otherwise required by law, to the Department of Parks and Recreation of the Borough of Glen Rock, in the County of Bergen, State of New Jersey, solely for the purpose of promoting and furthering the playing and enjoying of the game of soccer among the young people of Glen Rock.

### **Article XI – Amendments**

These Bylaws may be amended by a two-thirds vote of the Officers and Members voting provided the amendments have been presented in writing at the previous meeting.

### **Article XII – Parliamentary Authority**

The rules contained in the current edition of Robert’s Rules of Order shall govern the GRSC in all cases unless otherwise provided for in these Bylaws, or any special rules of order the Officers may adopt in the best interests of the Club and its Members.

### **Article XIII – Adoption of Bylaws**

These Bylaws were adopted on January 8, 2008, amended April 5, 2011, amended June 9, 2015, amended November 6, 2017, amended April 2, 2019, amended March 3, 2021, amended June 2, 2021, and amended December 7, 2023 by a vote of the Officers and Membership of the GRSC taken per the procedures outlined in Article XI – Amendments, above. These Bylaws shall be in effect hereafter until updated and republished.