

KPSC

PO Box 393
Kenai, AK
99611



Kenai Peninsula Soccer Club, Inc. Bylaws

PROPOSED Restated Bylaws of Kenai Peninsula Soccer Club, Inc.

ARTICLE I - NAME

Section 1.1 Business Name.

The name of this corporation is Kenai Peninsula Soccer Club, Inc. The Kenai Peninsula Soccer Club, Inc. shall also conduct its business under “Kenai Peninsula Soccer Club” or “KPSC.” Its registered mailing address shall be PO Box 393 Kenai, Alaska 99611.

ARTICLE II - PURPOSE & OBJECTIVES

Section 2.1 Purpose.

The Corporation shall seek to advance, promote, and further the education and development of competitive youth soccer on the Kenai Peninsula. The corporation may also develop and promote the game of soccer at the recreational and adult levels suitable to the Kenai Peninsula.

Section 2.2 Non-Profit Association.

This Corporation is not organized nor shall it be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or purposes, and no part of the net income or profits shall inure to the benefit or be distributed to, its officers, directors or employees or to other private persons; provided however, the Corporation shall be authorized and empowered to make payment in good faith of reasonable and proper compensation to any officer, director or employee of the Corporation, or to any other person, organization, firm, association, corporation or institution in return for any services rendered to the Corporation. All revenues shall be devoted to the furtherance of the purpose for which the Corporation is organized. The

ARTICLE III - MEMBERSHIP

Section 3.1 Membership.

The membership of the Corporation shall consist of the members of the Board of Directors, coaches, managers, and other staff. There shall be classes of membership composed of those individuals who are interested in the purpose of the Corporation as above described. Classes shall be as determined by the Board of Directors from time to time.

ARTICLE IV - MEETING OF MEMBERS

Section 4.1 Regular Meetings.

Regular Meetings of the Board of Directors may be held at the discretion of the President or the request of any member of the Board of Directors. The members may transact business of the Corporation as may properly come before them.

Section 4.2 Annual Meetings.

The Annual Meeting of the members shall be held at such time and place that the President shall designate. Such meeting shall be held no later than ninety (90) days of the close of the operating year. The members may transact business of the Corporation as may properly come before them.

Section 4.3 Special Meetings.

A special meeting of the Board of Directors may be called by or at the request of the President or three (3) Directors. At least ten (10) days written notice of such special meeting shall be transmitted, along with the purpose of the meeting, to the membership by the Secretary of the Board of Directors unless such notice requirement is waived by a majority of the Directors. The special meeting shall take up only that business for which the meeting is called.

Section 4.4. Quorum.

A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 4.5 Teleconference Meetings.

The Board of Directors may conduct a valid meeting of the Board by communicating simultaneously with each other through means of teleconference or similar communications applications.

Section 4.6 Action Without a Meeting.

Any action that may otherwise be taken at a meeting of the Board of Directors may be taken without a meeting. Written mention of any action taken without a meeting shall be included in the minutes recorded during the subsequent meeting.

ARTICLE V - GOVERNING BODY

Section 5.1 General Powers.

The governing body of the organization shall be the Board of Directors which shall have all power and authority granted by law to this organization. The Board of Directors shall be composed of no less than seven (7) and a maximum of nine (9) Directors. All Directors shall be at the age of eighteen (18) or older.

Section 5.2 Term of Office.

Each Director shall be elected to serve a term of three (3) years. Each Director shall hold office until their successors have been elected and deemed qualified to serve.

Section 5.3 Vacancies.

Any director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified; the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors shall be filled by an affirmative vote of a majority of the remaining Directors. The person elected to fill such vacancy shall hold office as Director for the remainder of the unexpired term of his or her predecessor.

Section 5.4 Removal.

Any Director may be removed from office without assigning any cause, by the affirmative vote of the majority of the voting members. New directors may be elected at the same or later meeting for the unexpired term of the Director/s so removed.

Section 5.5 Compensation.

Directors shall be unpaid volunteers and willing serve without compensation for services except the reimbursement of related expenses incurred. A Director is eligible to be paid on special projects outside of the board duties for the Corporation.

ARTICLE VI - OFFICERS

Section 6.1 General.

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Kenai District Commissioner Representative, and a Treasurer and shall be elected by the Board of Directors. No person shall hold more than one (1) office. The Board of Directors may appoint such other officers, assistant officers, committees, assistant secretaries, and assistant treasurers as it may deem necessary. Additional officers shall be chosen in such a manner and hold their Offices for such terms and have such authority and duties as from time to time may be assigned by the Board of Directors.

Section 6.2 Voting.

The passing of a resolution shall constitute a majority vote of the members of the Board of Directors present. The President shall only vote in the event of a tie.

Section 6.3 Election of Officers.

The officers of the Corporation shall be elected by the Board of Directors, and shall hold office at the pleasure of the Board or until his/her successor has been elected, or until his/her death, resignation, or removal. Any officer may resign his/her Office by giving notice to the President or Secretary.

Section 6.4 Electronic Voting.

The Board of Directors may provide that such election may be held by electronic vote.

Section 6.5 Voting by Proxy.

No attendance or voting by proxy is allowed.

Section 6.6 Nominations.

Nominations for election to the Board of Directors may be made by the Board of Directors or by a nominating committee established by the Board of Directors for the purpose of soliciting potential candidates that have the best interest of the Corporation. No candidate for the position may serve on the Nominating Committee.

Section 6.7 Removal.

Any officer may be removed by the Board of Directors whenever the best interests of the Corporation shall be served. Removal shall be made by the affirmative vote of the majority of the voting members present. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 6.8 Vacancies.

In the event of a vacancy of any office, a nomination by the President or any member of the Board of Directors shall be made to fill the vacated office. The vacated office shall be filled by a majority vote of the Board of Directors present at the next regular meeting of the Board.

Section 6.9 Term of Office.

Officers shall serve for no less than three (3) years as a member of the Board of Directors and until their successors are elected. Any or all officers of the corporation can be removed from their office by a majority vote at a duly called meeting of the Board of Directors.

Section 6.10 Delegation of Authority and Duties.

Nothing in these Bylaws shall limit the authority of the Board of Directors to empower an officer or Director to take such action as the Board deems necessary in the best interest of the Corporation, even if another Officer would otherwise have the authority to take such action.

Section 6.11 President.

The President shall be the Chief Executive Officer of the Corporation and shall have general and active control of its affairs, business, and general supervision of its officers, agents, directors, and employees. The President shall preside at all meetings of the Board of Directors and implement all policies and directives of the Board of Directors. The President has the power to appoint committees from among the membership. The President shall nominate individuals to fill vacant positions on the Board of Directors. The President shall provide an annual report of the operation and condition of KPSC for the AK USYS November AGM.

Section 6.12 Vice President.

The Vice President shall assist the President and shall perform such duties as may be assigned by the President or the Board of Directors. The Vice President shall take the place of the President if the President is absent or unable to act. If neither the President or Vice President are able to act, the Board of Directors shall appoint some other member of the Board of Directors to do so. The Vice President shall also perform such other duties as shall from time to time be imposed upon by the Board of Directors.

Section 6.13 Secretary.

The Secretary shall keep the minutes of the proceedings of the Board of Directors, acquire annual work permits from the AK Department of labor, update the annual articles of incorporation with the Alaska Department of Commerce, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 6.14 Treasurer.

The Treasurer shall be accountable for the funds, financial records and books of account of KPSC. The Treasurer shall cause the monies of the organization to be deposited in its name and shall be responsible for the submission of financial statements to the Board of Directors. The Treasurer shall receive and give receipts for monies received in or on account of the organization and shall pay out the funds on hand all bills, payrolls, and other just debts of the Corporation. The Treasurer shall perform all other duties customarily incident to the office of the treasurer and upon request of the Board of Directors. The Treasurer must be bonded in an amount determined by the Board of Directors. The Treasurer shall be the principal accounting officer, shall prescribe and maintain methods of accounting to be followed, maintain the Corporation's tax-exempt status, keep state and federal tax returns, maintain an adequate system of internal audit, and prepare and furnish the President and the Board of Directors with statements of accounting showing the financial position of the Corporation and the results of its operation when requested.

Section 6.15 District Commissioner Representative.

The Kenai District Commissioner Representative shall represent the Kenai Peninsula District on the Alaska Youth Soccer Association Board of Directors whenever and wherever called upon including attendance at each meeting and the Annual General Meeting to be held in November. (See AYSA Section 12 for the complete duties of the District Commissioner.)

Section 6.16 Compensation.

It is anticipated that Officers will be unpaid volunteers and will serve without compensation for their services as Officers, except for the reimbursement of expenses. An Officer of the Board of Directors is eligible to be paid on special projects outside of the board duties for the Corporation.

ARTICLE VII - FISCAL POLICIES

Section 7.1 Fiscal Year.

The fiscal year of the Corporation shall begin on the first (1st) day of September and end on the last day of August.

Section 7.2 Corporate Records.

The Corporation shall maintain minutes of all meetings of its Members and Board of Directors, appropriate accounting records, lists of its Voting Members in showing their respective addresses and relationship to the Corporation and such other records as are appropriate and required to maintain its Corporation.

Section 7.3 Books and Accounts.

Books and accounts of the Corporation shall be kept under the direction of the Treasurer and in accordance with standard practices of accounting. The Corporation shall prepare annual financial statements, which include a balance sheet and income statement in accordance with generally accepted accounting principles.

Section 7.4 Inspection of the Books.

Fiscal reports shall be available for inspection to any Director, or their authorized agent or attorney, during regular business hours, following a written request with proper purpose. Such requests shall be received at least five (5) business days prior to inspection. The Corporation may impose a reasonable charge covering the costs of labor and material, for the preparation of documents provided. Such records shall be made available for viewing and are customarily regarded as confidential and shall not be disclosed pursuant to this section.

Section 7.5 Deposits and Petty Cash.

The Board of Directors may create such depositories of the monies of the organization as it deems necessary. A petty cash fund may be established for the continuance of routine business.

Section 7.6 Checks, Drafts, etc.

All checks, drafts, or other 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 and in such manner as shall from time to time be determined by the Board of Directors.

Section 7.7 Contracts.

The President or the Board of Directors may authorize any officer or officers, agent or agents 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 7.8 Purchasing.

Refer to the KPSC Purchasing Policy for purchasing methods and procedures. The KPSC Purchasing Policy shall be established and amended from time to time as the Board of Directors deems necessary.

Section 7.9 Gifts.

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

ARTICLE VIII - INDEMNIFICATION

Section 8.1. Indemnification of Directors, Officers, and Employees.

The Corporation shall indemnify to the full extent permitted under the Alaska Nonprofit Business Corporation Act, any person made a party to any action, suit, or proceeding, whether civil or criminal, by reason of the fact that he/she is or was a Director, Officer, or employee of the Corporation, or served in such capacity upon request of the Corporation, against the reasonable expenses, or the reasonable cost of the settlement of any action, suit, or proceeding. The Corporation shall not indemnify any Director, Officer, or employee for gross negligence or willful misconduct in performance of duty of the Corporation.

ARTICLE IX - COMMITTEES

Section 9.1 Committees.

The President shall appoint subcommittees as deemed necessary and appropriate from time to time. All such committees, which are not Standing Committees, shall be created for a purpose and have a term defined by the President or the Board of Directors. Such committees shall report to the Board of Directors with respect to its activities. Such committees shall not have the power to alter decisions made by the Board of Directors. Such committees shall make rules as to times, places, and notices of meetings and its own rules of procedure.

ARTICLE X - AMENDMENTS

Section 10.1 Amendments.

Amendments to these Bylaws shall be made by an affirmative majority vote of the Board of Directors present for such purpose. Any amendment adopted by the Board of Directors which violates the Corporation's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code shall be null and void.

ARTICLE XI - DISSOLUTION

Section 11.1 Dissolution.

Upon dissolution of Kenai Peninsula Soccer Club, Inc., any remaining net proceeds from gaming activity under AS 05. 15 will be distributed to one or more existing permittees, other than multiple-beneficiary permittees, in accordance with 15 AAC 160.020(a)(5).

The President of the KENAI PENINSULA SOCCER CLUB, INC., organized and existing under the laws of the State of Alaska, does hereby certify that these Amended and Restated Bylaws of said Corporation were duly adopted at the meeting of the Board of Directors at Kenai Peninsula, Alaska on the _____ day of _____, 2025.

Kenai Peninsula Soccer Club