

FLAGSTAFF SOCCER CLUB BYLAWS

ARTICLE 1 – MEMBERSHIP AND VOTING

- A. All current Board Members, Board approved coaches, assistant coaches, and a parent/guardian of a currently registered player(s) shall be considered as members of this Club and shall be entitled to one vote per family.
- B. The privileges of members are to:
- Elect the Board of Directors of this Club
 - Make changes and amend the Constitution and Bylaws of the Club
 - Recommend changes of Rules and Regulation to the Board
 - Approve the annual budget
 - Conduct additional business at the Annual General Meeting as deemed appropriate by the Board of Directors.
- C. Voting by proxy shall not be permitted.

ARTICLE II – SPECIAL MEETINGS OF THE MEMBERS

- A. Special meetings of the members for any purposes may be called by the President and shall be called by the President or Secretary at the request, in writing, of 25 (twenty five) members entitled to vote. Such requests shall state the purpose or purposes of the proposed meeting. The business transacted at all special meetings shall be confined to the purpose or purposes stated in the call. The Board of Directors shall make all decisions concerning any proposal brought to it by any member.
- B. Notification of a special meeting of members stating the time, place, and object thereof shall be made by distributing a written notice to coaches of the FSC.
- C. Twenty (20) or more members shall constitute a quorum for the transaction of business at all special meetings of members. If, however, such majority shall not be present or represented at any meeting of the members, the membership entitled to vote therein,

present in person, shall have power to adjourn the meeting, without notice other than announcement at the meeting and reconvene when a requisite amount of members shall be present at the time of a regularly scheduled board meeting.

ARTICLE III – BOARD OF DIRECTORS

- A. Subject to the limitations of the Constitution, Bylaws, Rules and Regulations and the laws of the State of Arizona, all of this Club's power shall be exercised by or under the authority of the Board of Directors.
- B. The Directors shall be elected by ballot at the Annual General Meeting of the membership of this Club to serve for 2 (two) years and until their successors are elected. The President, Treasurer, Registrar, Fields and Equipment, Director of Competition and Ways and Means shall be elected in even numbered years. The Vice President Traveling, Secretary, Communications, Director of Referees, and Camps/Clinics/Uniforms shall be elected in odd numbered years. The Vice President Micro shall be elected annually.
- C. Vacancies in the Board of Directors may be filled by a majority of the remaining members of the Board of Directors, though less than a quorum, or by a sole remaining Director of this Club for the remainder of the term or until the next Annual General Meeting. A vacancy or vacancies shall be deemed to exist in case of death, resignation, removal or disqualification of any Director. If the Board of Directors accepts the resignation of a member tendered to take effect at a future time, the Board of Directors shall have the authority to appoint a successor to take office when the resignation shall be come effective. No reduction of the number of Directors shall have the effect of removing a Director prior to the expiration of his/her term of office.
- D. At a meeting called for that purpose, the Board of Directors may remove a Director from the Board by a two-thirds (2/3) majority of all members of the Board of Directors.
- E. The duties of the Directors shall include but are not limited to the following:
 - President – the President shall conduct all meetings of the Board of Directors. The President shall be an ex-officio member of all committees. The President shall be the designated representative of the Club for all AYSA meetings and District VII meetings.
 - Vice President Traveling – In the absence of the President, the Vice President shall preside at meetings of the Board of Directors and shall oversee coach selection, team formation and issues relating to traveling teams.

- Vice President Micro – Shall be responsible for all aspects relating to the Micro Soccer Division.
- Treasurer – The Treasurer shall be an ex-officio (non-voting) member of the Board of Directors. Shall be responsible for all payments, deposits and receipts in the accounts approved by the Board in the name of this Club. Shall provide teams and Micro Division with monthly financial statements, reconcile all bank accounts monthly, prepare all end-of-calendar year forms, prepare the books for end-of-fiscal year with oversight of CPA and provide annual financial statement at the Annual General Meeting of this Club.
- Secretary – The Secretary shall keep an accurate record of all meetings and shall distribute the minutes at the next scheduled Board Meeting. Shall be responsible for all Board communication and notification of members of the Annual General Meeting. Shall maintain copies (in the form of a corporate notebook) of current constitution, bylaws and rules and regulations, as well as an organized minute book for the Club to include all minutes as approved by the Board. The Secretary shall post all minutes on the website after approved by the Board.
- Registrar – Shall be responsible for registration of all players.
- Director of Fields and Equipment – Responsible for equipment inventory, reordering when necessary. Responsible for field usage within FSC. Assigns field reservations. Liaison with City of Flagstaff Parks and Recreation for field usage.
- Director of Referees – Shall be responsible for referee development, management and education within the Club.
- Director of Communication – Shall establish and maintain a member database including addresses and email addresses. Shall be responsible for member communications, press releases and website development, maintenance and oversight.
- Director of Competition – Liaison with other soccer organizations including VYSL, AYSA Region 257, AYSA District VII. Responsible for attending VYSL meetings.
- Camps/Clinics/Uniforms – Shall be responsible for coordinating and evaluating, with the Director(s) of Coaching, camps and clinics. Shall be responsible for uniform selection, ordering and distribution.
- Ways and Means – Shall be responsible for coordination of Club-wide fundraising events and shall act as contact person for any and all donations, gifts and grants made in the name of this Club. Shall assist in the writing of grant applications in the name of this Club. Shall help organize and coordinate the

donation/sponsorship process for the annual Soccer at the Summit Tournament.

- F. Director of Coaches shall be an ex-officio member of the Board. Shall be a liaison between the Board and coaches, and between traveling teams and the Micro Division. Shall take the lead in coach selection and make recommendations to the Board or a committee of Board members. Shall organize tryouts and aid coaches in team selection. Shall set up licensing clinics for coaches and be certain the coaches are informed of and abide by the Board's licensing rules. Shall assist the coaches on field activities, approaches to league and tournament play and flighting. Shall instruct coaches on how to set up pre-season games. Shall perform other duties as outlined by the Board.

ARTICLE IV – COMMITTEES

- A. The Board of Directors shall appoint committees as may be necessary to assist the Board of Directors in the performance of its duties.
- B. The president of this Club shall appoint committee members pursuant to the provisions of these Bylaws. Additional committee members shall be selected by the FSC President and the respective Committee Chairpersons jointly. The Committee members shall elect, from their members, a Clerk who will record the minutes of the Committee meetings and who shall prepare the Committee report for presentation to the Board of Directors by the Chairperson of the committee.
- C. The FSC Constitution, Bylaws and other Rules shall apply to Committees, just as they do to the Board of Directors. The Chairperson of the Committee shall have the same powers, within the Committee, as the President of FSC has on the Board of Directors.
- D. All committee meetings shall be conducted in a manner to accomplish the best interests of the Club without need to follow unduly formal or specific "Rules of Order".
- E. The FSC Board of Directors shall, when establishing committees or referring business to a committee:
- Establish the specific purpose or function that the Committee is expected to fulfill
 - Designate the powers the Committee may have in order to do its job
 - Set a time limit for preparing and presenting a report or resolution to the Board of Directors and
 - Provide a budget, when necessary, for reimbursement of Committee related expenses incurred by the Committee

ARTICLE V – MEETINGS

- A. Regular meetings of the Board of Directors shall be held monthly. The agenda for regular meetings shall be as follows:
- Call to Order
 - Roll Call
 - Introduction of Guests
 - Acceptance of Minutes
 - Reports
 - Approved Budget
 - Unfinished Business
 - New Business
 - Good of the Game
 - Adjournment
- B. At all meetings of the Board of Directors, fifty percent (50%) of the Board of Directors membership shall constitute a quorum for the transaction of business.
- C. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President, or if the President is absent or refuses to act, by any three (3) Directors. Written notice of the time and place of special meetings shall be delivered personally to the Directors or sent to each Director by letter, fax, email or telegram, charges prepaid addressed to his/her address as it is shown upon the records of this Club, or if it is not so shown on such records, or is not ascertainable, at the place in which the meetings of the Directors are usually held. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to a telegraph company within the boundaries of this Club at least forty eight (48) hours prior to the time of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least twenty four (24) hours prior to the time of the holding of the meeting. Such mailing, telegraphing, or delivery shall be due, legal and personal notice to each Director.
- D. When those Directors present at any Board meeting, however called or noticed, sign a written consent thereto on the records of such meeting, and if those not present sign a waiver of notice of such meeting, whether prior to or after the holding of such meeting, and said waiver is filed with the Secretary of this Club, the transactions thereof are valid as if a meeting had been regularly called and noticed. A waiver of notice is not required for those not present at regularly scheduled Board meetings provided those in attendance constitute a quorum.
- E. An action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as a unanimous vote of the Director, if all members of the Board shall individually or collectively consent in writing to such action. Such

consent shall be signed and filed with the regular minutes of the Board. If such consent is given by email, then a copy of the email shall be filed with the regular minutes, except when the Board is meeting or communicating in executive session.

- F. Items of business which require prompt action by the Board of Directors as determined by the President or three (3) other Directors as per paragraph C of this article, may be conducted by telephone or email vote. A conference call or similar communication equipment whereby all members can hear one another may be employed to conduct such a meeting. Such participation shall constitute attendance in person. An accounting of the vote tally shall be presented at the next regular meeting of the Board of Directors and shall be recorded in the minutes.

ARTICLE VI – ASSOCIATION RECORDS AND REPORTS – INSPECTION

- A. The Club shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business in the State of Arizona, as fixed by the Board of Directors from time to time.
- B. All books and records shall be open to inspection for the Directors and members of this Club, from time to time and in the manner provided for by the Board of Directors.
- C. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to this Club shall be signed or endorsed by such person or persons and in such manner as shall be described in these Bylaws.
- D. The President, in conjunction with the Board of Directors, except as otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of this Club subject to the following guidelines:
- The Club Treasurer may pay all appropriate FSC bills and team expenses. Any expenses incurred on behalf of the General Club in excess of \$500.00 must be approved by the Board in advance of incurring such expense. Individual teams or Micro Division may direct the Club Treasurer to pay from their respective team funds any amounts which the team or the Micro Division has agreed upon, communicated to the Club Treasurer through the team treasurer or the Vice President Micro. The Club Treasurer shall not have any duty to investigate the validity of the communication so long as it is brought to the attention of the Club Treasurer by the person or persons who were appointed by the team or the

Micro Division to represent them before the Club Treasurer. Each team is to provide the Club Treasurer with the name or names of persons allowed to direct payment of funds on behalf of the team at the beginning of each playing year i.e. September 1st.

- Anyone failing to comply with this Rule is subject to immediate removal from the office by a vote of the simple majority of the Board members present in a legally constituted meeting. The Club reserves the right to recover equivalent funds from the person responsible for the unauthorized expenditures.

E. The President, in conjunction with the Treasurer and the Board shall direct the accomplishment of the following:

- On a vote of a simple majority of the Board of Directors, a financial review/audit of the Club's financial records will be performed. The review or audit is to be accomplished by a reputable person who has no direct relationship with any Board member.
- The proper execution and submittal of tax forms (local, State, and Federal) as legally required.

F. The fiscal year of FSC shall be May 1 to April 30

ARTICLE VII – FINANCIAL DISCLAIMER

This Club shall not assume, nor be held liable for, the debts and/or financial responsibilities, either implied or incurred, of any player, coach, manager, team assistant, league official or referee without prior approval of the Board.

ARTICLE VIII – RESPONSIBILITIES

- A. It shall be the responsibility of the Board of Directors to propose, create and enforce rules and regulations. The Board shall consider recommendations from the members, the Director (s) of Coaching and the Micro Coordinator.
- B. Rules and regulations may be revised by a majority vote of the Board.
- C. All members shall be responsible for governing those persons associated with their operations. Teams shall abide by the Club rules under which they are registered and in which they are playing.
- D. Any person found guilty of violating the Constitution, Bylaws or Rules and Regulations of this Club may be asked to appear before the Board of Directors in order to explain his/her actions; sanctions may be imposed which may include a permanent ban from participation in Club activities.

ARTICLE IX – AMENDMENTS OF BYLAWS, RULES AND REGULATIONS

- A. Any proposal to amend the Bylaws of the Club must be made in writing by members in good standing and the members of the Board of Directors.
- B. Any proposal or motion to amend the Bylaws of this Club must be made in writing to the Secretary of the Board of Directors no later than December 31st of each year and these proposals or motions shall be sent in writing to all members at least thirty (30) days in advance of the Annual General Meeting with the exception of the amendments passed at the Annual General Meeting of the United States Youth Soccer Association and the United States Soccer Federation during July of each year. These amendments shall be presented at the Annual General Meeting of the Arizona Youth Soccer Association.
- C. An amendment shall be deemed adopted by an affirmative vote of two thirds (2/3) of the voting members present at the Annual General Meeting.
- D. Any amendment to these Bylaws adopted at the Annual General Meeting shall become effective immediately unless otherwise stated in the amendment.

ARTICLE X – AUTHORITIES

This Association shall be governed by its Constitution, Bylaws and Rules and Regulations as presently constituted except in those matters reserved by the USYSA, USSF and AYSA.

ARTICLE XI – RATIFICATION

The ratification and signature of six (6) members of the FLAGSTAFF SOCCER CLUB Board of Directors shall be sufficient for the establishment of the Bylaws.

IN WITNESS THEREOF, we have hereunto subscribed our names this 1st day of April, 2004.

Thomas C. Whitley

Mary Fule

Laura Driscoll

Dianne Whitley

Sue Porter

Sue Zarske

Pat McConagha

Debbie Riggs