

By-Laws of Avonworth Soccer Association

Article I

Name

This Association shall be known as the Avonworth Soccer Association, a not-for profit corporation organized under the laws of the Commonwealth of Pennsylvania (hereinafter referred to as the „Club“)

Article II

Purpose

1. The purpose of the Club shall be to train, develop, and promote players, coaches, and teams to participate in the various levels of soccer Western Pennsylvania has to offer for youth up to nineteen (19) years of age and living within the boundaries of the Avonworth School District.

2. The Club is organized and operated exclusively for the above stated charitable and educational purpose, and other related non-profit purposes provided for under Section 501(c)(3) of the Internal Revenue Code of 1986 (the „IRS Code“) and does not contemplate pecuniary gain or profit, incidental or otherwise.

No part of the net earnings or income shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private parties except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

No Member, including, without limitation, any Board member, Officer, Coach, Player or Referee, shall receive or shall be entitled to receive any pecuniary profit from the Club except as reasonable compensation for services rendered or for reimbursement of reasonable club-related expenses in furtherance of the purposes set forth herein.

No substantial part of the activities of the Club shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these by-laws, the Club shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the IRS Code or corresponding provisions of any subsequent Federal Tax Law.

Upon dissolution of the Club, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the IRS Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Club is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

3. The Club shall endeavor to include all interested players and families into the organization. The Club shall endeavor to act in a mannerly and benevolent fashion.

Article III Affiliation

1. At the discretion of the Board of Directors, the Club may be an affiliate of the PA West Soccer Association or another like-minded organization, hereinafter known as Parent Organization. The Club shall operate under the guidelines established by the Parent Organization as well as the United States Youth Soccer Federation (hereinafter known as USSF) and the Federation Internationale de

Football Association (hereinafter known as FIFA), as applicable.

Article IV Government

1. The Club shall be governed by these By-laws and by Rules and Regulations adopted by the Board of Directors and updated from time to time. All Rules and Regulations submitted for adoption shall be numbered to correspond with the pertinent Article in these By-laws and dated when each is adopted. After adoption of new Rules or Regulations, they shall be organized by Article number and date adopted.

2. The Club shall retain its own autonomy, but will adhere to the constitution, by-laws, and regulations of the Parent Organization as applicable in all matters pertaining to local, interstate, regional, national, and international competition, or in other competitions sponsored by the Parent Organization.

3. There shall be no nepotism in the Club,s government, on the Board of Directors, or on the Protests, Hearings, & Appeals Boards, or between either of the boards. Once a member is on either board, no related member may be voted to either board. This includes spouses, former spouses and immediate family. Also, no member on any governmental board may vote for or against any of the nepotistic relations listed above for any open position such as a coach,s position, or with regard to any Protest, Hearings, & Appeals situation.

Article V Membership

1. Membership in the Club shall be conferred upon all parents or legal guardians of any player registered during the seasonal year and who is in Good Standing (as hereinafter defined). All parents or legal guardians of any

player may be members of the Club, but for voting purposes, shall be entitled to only one vote per immediate family, regardless of the number of parents or legal guardians for that family who are members. As provided herein „immediate family% shall mean all parents, legal guardians, step-parents, siblings, foster siblings or step-siblings of a player, whether or not residing in the same household and all members of such household(s).

2. Membership in the Club shall also be conferred on each Coach, Assistant Coach, and Referee who is 18 years of age or older.

3. Membership in the Club shall also be conferred upon all members of the Board of Directors.

4. Membership shall continue throughout the entire Seasonal year unless the said member is removed as described herein.

5. Each such member in Good Standing (as hereinafter defined) shall be authorized and have the right to vote for members of the Board of Directors at the annual general meeting of the membership of the Club as provided in the by-laws, provided that the presence of all parents or legal guardians of a family collectively constitute one person for quorum purposes. If only one parent or legal guardian for a particular family is present at such meeting, that parent or legal guardian shall be deemed to have the authority to vote. If more than one parent or legal guardian for a particular family is present at such meeting, the parents or legal guardians present shall designate the voting member; in the event that the parents or legal guardians present are unwilling or unable to designate the voting member, their vote shall not be counted.

6. The acceptance of membership obligates the member to comply with the provisions of the By-laws and the Rules and Regulations of the Club.

7. The Club does not and will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

8. A member in „Good Standing% shall be one who is current in all financial obligations to the Club or under scholarship consideration. A member removed by the Protest, Hearings and Appeals Board is not in Good Standing.

9. Scholarship consideration can be obtained by approval of the Membership Chairman and the Club President.

Article VI

Protest, Hearings and Appeals

1. The Protest, Hearings and Appeals Board will consist of five Club Members in Good Standing who are voted upon at the General Meeting and shall serve for a term of one (1) year. All members of the Board of Directors and all coaches are excluded from participating in Protest, Hearings and Appeals Board.

a. Any member in Good Standing may file a Protest, Hearings and Appeals Board request (a „Protest%) in writing with the President of the Club. Any member in Good Standing may file a Protest to accuse another member of the Club of misbehavior, for items severe enough to be placed before the Protest, Hearings and Appeals Board.

b. Such severe items include but are not limited to, initiating physical contact or verbal abuse, failure to fulfill any obligation of or to the Club, or false accusation to the Protest, Hearing and Appeals Board.

c. Before an individual may be disciplined by the Protest, Hearings and Appeals Board, he or she shall have an opportunity, with advanced, reasonable notice, to meet with the Protest, Hearings and Appeals Board (and with witnesses if necessary). Advanced reasonable notice shall be at least ten (10) days and shall include the date and time of the meeting. If any Board Member from either the Board of

Directors or the Protest, Hearings and Appeals Board is involved with the dispute, he or she shall not be involved with determining the possible action to be taken.

d. Possible action to be taken by the Protests, Hearings and Appeals Board include acquittal, warning, suspension or removal, and shall be decided by a simple majority of the Protests, Hearings and Appeals Board. The Protests, Hearings and Appeals Board shall send written notification of the action taken within 72 hours to the subject of such discipline or removal.

e. Decisions concerning operations of the organization should be brought to the Board of Directors.

2. Removal shall include exclusion from any voting rights, exclusion of attending member meetings, exclusion from attending club-sponsored events, and/or exclusion from attending games. Removal shall be for the duration stated by the Protest, Hearings and Appeals Board, or if not so stated, then the duration shall be for the remainder of the seasonal year.

3. In an Emergency Situation, the President of the Board of Directors will determine the individual's status until the case can be heard, (in any event, within ten (10) days of the date of the President's determination). As provided herein, an „Emergency Situation% is a situation which a majority of the Board of Directors determines in their sole discretion to be an emergency.

4. Except for an Emergency Situation, no Board Member may be removed during the same meeting at which the Protest is submitted.

5. Removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of any officer, coach or agent shall not in itself create contract rights.

6. Nothing in this Article shall limit the Club,s ability and right to hire, remove or discipline its agents, employees, vendors or contractors.

7. There shall be no legally enforceable rights of appeal or reconsideration resulting from any disciplinary or removal action by the Protest, Hearings and Appeals Board and the Protest, Hearings and Appeals Board is vested with complete judgment and discretion to act in the best interests of the Club in all disciplinary and removal actions. The actions of the Protest, Hearings and Appeals Board are final.

Article VII

Fees

1.The Board shall develop, prescribe and from time to time update a fee structure, including a reasonable late fee, taking into account the level of play, number of players registered, the costs and expenses of the particular programs and any other considerations the Board of Directors deem relevant.

2. The Board of Directors is authorized to establish Rules and Regulations to waive any fees.

Article VIII

Seasonal Year

1. The Seasonal Year shall begin on August 1 and end on July 31 of the following calendar year. These by-laws and the Rules and Regulations shall be in effect during the entire twelve (12) months of the Seasonal Year.

Article IX

General Meetings of the Membership

1. There shall be at least one general meeting of the Membership during each Seasonal Year, one of which shall be designated as the Annual General Membership Meeting.

2. The date of the Annual General Membership Meeting shall be held as set forth in the Rules and Regulations, provided notice of the date, time and location of said Annual General Membership Meeting is sent, via electronic or regular mail, to all club members at least one month prior to the Annual General Membership Meeting. Publication in the Club,s Newsletter of the date, time and location of the Annual General Membership Meeting at least one month prior to the Annual General Membership Meeting shall constitute proper notice, provided the Newsletter is sent to all members, either by electronic or regular mail. (The Club will also endeavor to communicate the annual meeting notification via the Club,s chosen weekly periodical at least twice with a single month,s advance and on community bulletin boards, broadcast e-mail and public notices with one month,s notice, provided however, such notice is not required hereunder.)

3. In the event that the Rules and Regulations do not set forth the date of the Annual General Membership Meeting, then it shall be held on the last Sunday of July at 7:30 p.m. at the same location as the preceding Annual General Membership Meeting.

4. Voting by proxy in the General Meetings of the Membership shall not be allowed.

5. The presence of at least five (5) Club Members at the Annual General Membership Meeting shall constitute a quorum.

6. The Board of Directors shall direct the President and Treasurer to present at the Annual General Membership Meeting a report showing in appropriate detail the following:

a. The assets and liabilities during the Seasonal Year immediately preceding the date of the report.

b. The principal changes in assets and liabilities during the Seasonal Year immediately preceding the date of the report.

c. The revenue or receipts of the Club both unrestricted and restricted to particular purposes, for the seasonal year immediately preceding the date of the report;

d. The expenses or disbursements of the Club, for both general and restricted purposes, during the Seasonal Year immediately preceding the date of the report.

Article X

Board of Directors

1. The government of the Club will be entrusted to the Board of Directors and other Committees, whose authority is set out herein.

2. The Board of Directors shall have full power to conduct, manage and direct the business and affairs of the Club, and all powers of the Club are hereby granted to and vested in the Board of Directors.

3. The Board of Directors shall consist of seven (7) elected members (unless a greater number is designated by the Board of Directors), who are residents of the Avonworth School District, and shall be voting members of the Club in Good Standing.

4. Each director shall serve for a term of two (2) consecutive years. At the initial Annual General Membership Meeting the members shall elect four (4) directors for a term of two (2) years and three (3) directors for a term of one (1) year. At the initial Annual General Membership Meeting the four (4) nominees receiving the highest number of votes shall be deemed elected for terms of two (2) years and the three (3)

nominees receiving the next highest number of votes shall be deemed elected for terms of one (1) year.

5. At the Annual General Membership Meeting, the current President shall preside over the election of Board of Directors.

6. The term of each Board member shall begin immediately upon conclusion of the election.

7. Specific procedures for the recruitment, nomination and election of Board members may be set forth in the Rules and Regulations.

8. Any member in Good Standing can run for the Board of Directors by providing seven (7) days notification to the designated Nomination Coordinator prior to the Annual General Membership Meeting. In the case that there are more positions available than nominations, additional nominations will be accepted from the floor.

9. The vote on those Board positions for which there is only a single nominee may be consolidated in a single motion; for those positions for which there is more than one nominee there shall be a separate vote.

10. Any Director may resign by submitting a written resignation to the Board of Directors, which shall become effective upon its receipt by a Director or at any later time specified therein.

11. The Board of Directors may declare a spot vacant if the Board Member fails to attend at least one half (1/2) the Regular Board Meetings during a Seasonal Year or if he or she fails to perform the duties of the position (as determined in the sole discretion of a majority vote of the Board of Directors). A position can also be declared vacant in the event of discipline or removal in accordance with Article VI here in. Notice of declaring a position

vacant must be made publicly to the General Membership as well as in writing to the Board Member in question.

12. Any vacancies occurring on the Board during the Seasonal Year shall be filled by a majority vote of the Board of Directors present at a given meeting, provided there is a quorum present. The term of each new Board Member arising from a vacancy shall continue in office until the date that the position would have been up for election with its previous occupant.

13. The Clubs Risk Management Statement will be outlined in the Coaches Manual and shall be reviewed by the Board annually.

Article XI

Meetings of Directors

1. Regular meetings of the Board of Directors shall be held as provided in the Rules and Regulations, but in no event less than once each quarter. These meetings may be held without notice, on such date, at such place in Allegheny County, and such time as may be fixed periodically by resolution of the Board. Board Member voting by proxy is permissible if the vote is documented in writing.

2. Special meetings of the Board of Directors shall be held when called by the President, or by any two (2) directors, after not less than two (2) days notice to each director by telephone, electronic mail or regular mail, specifying the time, date and purpose of such meeting. Only business specified in such notice may be voted on by the Board of Directors at such meeting.

3. A majority of the number of directors shall constitute a quorum for the transaction of business at these meetings. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

4. Each member of the Board of Directors shall have one vote and the President shall only vote in the event of a tie.

5. Members of the Board or of any committee may participate in a meeting of the Board or Committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

6. The Directors shall have the right to take any action in the absence of a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Article XII Officers

1. The election of Officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members. The President must have been a member of the Board of Directors for at least one (1) year before considering to be elected to President of the Club, unless there are an insufficient number of Board members with one or more year,s experience. In the event that more than one (1) person is nominated for election to any office, the person with the largest number of votes of the members of the Board of Directors shall be elected.

2. The officers of the Club shall be elected annually by the Board of Directors and each shall hold office for one (1) year unless he or she resigns, is removed, or otherwise is disqualified to serve before the end of one year.

3.The Board may periodically elect such other officers as the affairs of the Club may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board determines.

4. Except as approved by a majority vote of the Board of Directors, no member shall hold more than one office at a time.

5. Except where otherwise specified within this Article, a vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

6. The Officers shall be as follows:

a. The President, who shall be the chief executive officer of the Club and direct Club activities, preside at all Board of Directors, General Membership and special meetings; make an annual report to the Club at its Annual General Membership meeting; sign all written contracts, obligations or instruments of the Club authorized by the Board of Directors (except in cases where the execution thereof shall be expressly delegated by the Board to another officer or agent of the Club); be authorized to sign Club checks in conjunction with the Treasurer, that are approved by the Board of Directors; and perform other such duties as specified in these By-laws and any Rules and Regulations the Club may develop and such other duties as from time to time may be assigned to him or her by the Board of Directors. In the event of a vacancy, the Director of Coaching will take over until a new president can be elected.

b. The Secretary, who shall obtain locations for meetings, record and distribute minutes of meetings, record all votes of directors, see that notices are properly given, maintain in an orderly fashion an archive of Club documents including Meeting Minutes and Rules and Regulations, send official Club correspondence, and perform all duties incumbent upon the office of Secretary and such other duties as may from time to time be assigned to him or her by the Board or the President.

c. The Treasurer, who shall be the custodian of Club funds and keep a separate bank account of the same, collect and receive moneys earned by or in any manner due to or received by the Club, deposit all funds in his or her custody as Treasurer in such banks or other places of deposit as the Board of Directors may from time to time designate, be responsible for preparing all checks on behalf of the Club, be authorized to sign Club checks in conjunction with the President, that are authorized by Board of Directors, provide an accounting of Club finances at each regular meeting of the Board, be responsible for preparing and presenting an annual Budget at the Members, Annual Meeting, and discharge such other duties as may from time to time be assigned to him or her by the Board or the President. The Treasurer will provide current financial statements at each Board Meeting.

d. The Director of Coaching, who shall be responsible for the overall coordination of Club coaches at all age groups, including development of training and coaches clinics and to assist in the selection of teams that the Club may sponsor, and shall discharge such other duties as may from time to time be assigned to him or her by the Board or the President.

e. The Registrar, who shall be responsible for the overall coordination of team registration with PA West Soccer Association or such other association, tournaments, and any other registration activity as designated by the President.

Article XIII

Standing Committees

1. The Board of Directors, by majority vote, may establish one or more committees, with at least one member of the Board of Directors serving on each committee. The composition of each committee shall be determined by the Board of Directors.

2. The Club endeavors to establish the following committees:

a. The Strategic Planning Committee, which shall be responsible for the development, overall coordination, monitoring and implementation of the Club,s Strategic Plan. The Board of Directors shall appoint at least three Members, one of whom shall be a member of the Board of Directors and shall serve as the Chair of the Committee. The Committee shall provide a comprehensive status report as requested by the President.

b. The Budget Committee, which shall be responsible for the development, overall coordination, monitoring and implementation of the Club,s annual Budget. The Board of Directors shall appoint at least three Members, one of whom shall be the Treasurer. The Treasurer shall serve as the Chair of the Committee. The Committee shall provide a comprehensive status report as requested by the President. The Committee shall oversee and assure the integrity of the annual audit of the Club books.

c. The Nomination Committee, which shall be responsible for soliciting candidates to serve on the Board of Directors. The Board of Directors shall appoint at least three Members to the Nomination Committee, one of who shall be a member of the Board of Directors and shall serve as the Chair of the Committee.

d. The Tournament Committee, which shall be responsible for selecting one fall (October) and one spring (May) away from home tournament that all active teams will attend. The Board of Directors shall appoint at least three Members to the Tournament Committee, one of whom shall be a member of the Board of Directors and shall serve as the Chair of the Committee.

e. The Fundraising Committee, which shall be responsible for selecting, coordinating and managing Club fundraising activities. The Board of Directors shall appoint at least

three Members to the Fundraising Committee, one of whom shall be a member of the Board of Directors and shall serve as the Chair of the Committee.

f. The Social Committee, which shall be responsible for selecting, coordinating and managing Club social activities. The Board of Directors shall appoint at least three Members to the Social Committee, one of whom shall be a member of the Board of Directors and shall serve as the Chair of the Committee.

3. The President shall be an ex officio member of all Standing Committees.

Article XIV

Special Committees

1. The President may appoint Special Committees as needed in his or her judgment. Special Committees may be comprised of non-members but shall have at least one Board of Directors member, who shall serve as the Chair of the Committee.

2. Each Special Committee appointed by the President shall have a written goal or purpose and a stated expected duration. The President will promptly inform the Board of Directors of the formation of such a Special Committee and will detail the composition, goals, purposes and expected duration of any Special Committee.

3. The President shall be an ex officio member of all Special Committees.

Article XV

Amendments

1. These By-laws, to the extent allowed by law, may be amended or repealed, in whole or in part, by a two-thirds vote of all of the Board of Directors. These By-laws cannot

and may not be amended at the meeting at which the amendment is originally proposed.

2. Proposals for amendment or repeal of the By-laws must be submitted in writing to the President and to the Secretary for dissemination to all Board members such proposals must be scheduled as agenda items during the Board of Directors meeting immediately prior in which a meeting in which a vote on amendment or repeal of the By-laws will be taken.

3. The Board must provide 14 days notice to all General Members of proposed Amendments to the By-Laws.

Article XVI

Audit

1. The financial transactions of the Club shall be audited by a committee of Board members assigned by the President and shall be completed no less than once every year.

2. At the direction of at least two (2) members of the Board of Directors, the Treasurer shall cause an annual audit of the Club books to be made by a public accountant at the completion of the Seasonal Year.

Article XVII

Indemnification

1. Except to the extent expressly prohibited by Pennsylvania law, the Club shall indemnify any current or former member of the Board of Directors, Officer or member of any Committee of the Club, authorized representative of the Club, including, without limitation, any Coach or Referee, or each of their heirs, executors and administrators, made or threatened to be made a party to, or called as a witness in, or asked to provide information in connection with, any pending or threatened action, proceeding, hearing or investigation, or any appeal therein, whether civil or criminal, of any type or kind, against fines, judgments, amounts paid in settlement and

reasonable expenses including attorney,s fees actually and necessarily incurred as a result of such actions or proceedings or any appeal therein, if such member of the Board of Directors, Officer, or member of any Committee of the Club acted in good faith, for a purpose which he or she reasonably believed to be in the best in!

terests of the Club and, in criminal action or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

2. No indemnification shall be made under these By-laws if a court of competent jurisdiction determines that the acts in question were committed in bad faith or with willful misconduct or recklessness, or the result of active and deliberate dishonesty or that the individual in question personally gained a valuable and substantial profit or other advantage to which he or she was not legally entitled. Further more, no such indemnification shall be required with respect to any settlement or other non-adjudicated disposition of any threatened or pending action or proceeding unless the Club has given its consent to such settlement or disposition.

3. Nothing in these By-Laws shall limit or affect any other rights of any person to indemnification or expense including but not limited to attorney,s fees, under any statute, regulation, rule, and certificate of incorporation, By-law, insurance policy, contract, and agreement or otherwise.

4. The right of indemnification under this Article shall be determined by the By-laws and Rules and Regulations in force on the date of the act or action, which has resulted in the claim for indemnification, in the event this Article or applicable Club Rules and Regulations regarding indemnification are amended or repealed.

5. The Club shall have the power to purchase and maintain insurance on behalf of any person who is or was a member, director, officer, coach, referee, employee or agent of the

Club against any liability asserted against such person and incurred by such person in any capacity or arising out of such person,s status as such, whether or not the Club would otherwise have the power to indemnify such person against such liability.

Article XVIII Dissolution

1. The Club may be dissolved, to the extent allowed by law, by a majority vote of the Members in Good Standing present or duly called at a meeting at which a quorum is present, where proper notice has given stating such purpose.

2. Upon the dissolution of the Club, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities, dispose of all assets of the Club in such manner or to such organization or organizations, constituted and conducted exclusively for the purpose or purposes as shall at that time qualify as exempt under Section 501(c) (3) IRS Code, or any corresponding provisions of any subsequent Federal Tax Law, or to the Federal, state or local government, for public purposes, as the Board of Directors may determine.

Article XIX Books and Minutes

1. The Club shall keep correct and complete books and records of account and financial statements and shall also keep minutes of the proceedings of its Board and Committees. All books and records of the Club may be inspected by any member of the Board of Directors for any proper purpose at any reasonable time, and upon proper notice by Club Members in Good Standing.

Article XX Checks and Contracts

1. All checks, notes, bills or exchange or other orders in writing shall be signed by the President and Treasurer, or such other persons as the Board of Directors may from time to time designate.
2. Except as otherwise provided in these By-laws, the Board of Directors may authorize any Officer or Officers, Agent or Agents to enter into any contract or to execute or deliver any instrument on behalf of the Club. Unless specifically authorized by the Board of Directors, no Officer or Agent shall have the authority to enter into any contract or execute or deliver any instrument or otherwise bind the Club.
3. All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may approve or designate. All such funds shall be withdrawn only upon checks signed by two (2) authorized Officers or such other persons as the Board of Directors may from time to time designate.
- 4 The Club shall use its reasonable best efforts to maintain a reserve of funds for the operation of the Club in succeeding Seasonal Years, depending upon the financial circumstances of the Club at the end of each Seasonal Year.
5. The Club shall be permitted to hire professionals when needed to prepare and file tax returns and to perform other legal services, as Board of Directors deems necessary.