

Adopted: August 13, 2002

Amended: October 25, 2005

ARTICLE I

NAME

The name of the corporation is the Shoals Soccer Club, Incorporated, and hereafter referred to as SSC, Inc.

ARTICLE II

PURPOSE

Section 1

The SSC, Inc. shall be an educational recreation organization whose purposes shall include but not be limited to:

Promoting interest in the sport of soccer at the highest competitive levels on a state, regional and national basis for young men and women in the Shoals area.

Fielding competitive teams which will participate in tournaments and possibly achieve state, regional and national recognition.

Promoting an atmosphere of equal opportunity and multi-culturalism through programs which recruit without racial or gender biases.

Providing soccer development opportunities through clinics and other educational activities.

Providing a solid foundation for the sport of soccer in the State of Alabama; provide all ages the opportunity to play the highest level of competitive soccer based on recognized skill and desire of the individual player and the family support group; provide a conducive environment for attracting the most qualified coaches of soccer in terms of payment for coaching services, providing an opportunity to practice coaching skills, and assist with advancing coaching qualifications through accredited courses and training; and to seek and coordinate the material support and facilities support necessary to fulfill the goals of the organization.

Said corporation is organized exclusively for charitable, educational, and athletic purposes in promoting and supporting the fame of soccer at the local, regional, national, and international levels. Furthermore, the purposes of this corporation shall be consistent with those requirements essential for compliance with the Internal Revenue Code for purposes of obtaining and maintaining tax exempt status, and a charitable organizational status under the provisions of Section 501 (c)(3) to the extent possible.

Developing players capable of receiving college scholarships based on their playing ability and academic achievement.

Creating an environment in which players can reach their full potential and achieve the self-confidence and positive self-esteem necessary to be successful both on and off the soccer field.

Section 2

Player Registration

SSC, Inc. will conduct an annual registration program each spring or summer allowing boys and girls the opportunity to register to play during the following playing year, beginning August 1 of each year. Players may be registered during any playing year subject to availability of team rosters.

Section 3

Team Formation

The Coaches Committee (CC) will conduct team try-outs each spring or summer. All try-outs will be publicly announced and will be open to all interested players. Based on registration numbers, the CC will advise the Board of Directors, the number of teams to be filled for the upcoming season. The CC will develop a roster of qualified coaches and present said roster to the Board of Directors for approval. After try-outs, a potential team roster will be distributed to the parents of the selected players. The CC will recommend to each parent group, a coach and a recommended compensation plan. The parent group will determine whether to employ the coach as recommended by the CC. Each team will be responsible for negotiating and executing a contract with their designated coach. Coaching contracts must be executed prior to the first practice of the individual team and a copy distributed to the Club Registrar. Should team management and the recommended coach not agree to terms, the CC may refer the coach to another team. Individual teams may not employ any coach unless the coach has been evaluated and recommended to the team by the CC.

Section 4

Team Competition Level

The choice of competition level will be determined solely by players, parents and coaches.

ARTICLE III

OFFICES

The principal office of the corporation shall be located in the Shoals, Counties of Lauderdale or Colbert, at the address of the president of the Board. The Board of Directors may establish additional offices, and the location of the principal office and the number and location of any additional offices may, from time to time, be otherwise designated and changed by the Board of Directors.

ARTICLE IV

AFFILIATION

The SSC, Inc shall be affiliated with Alabama Soccer Association (ASA), the United States Youth Soccer Association (USYSA), and the United States Soccer Federation (USSF).

ARTICLE V

MEMBERSHIP

a. Membership in SSC, Inc. shall consist of the following: Board of Directors, coaches, and parents and/or legal guardians of SSC, Inc. players. The Board of Directors may, when it deems appropriate, award honorary memberships to interested persons, which may be granted voting privileges.

b. Membership dues are set and approved annually by the Board of Directors. Current dues are \$10 per player.

c. Members in good standing may have one vote per family at the annual membership meetings as set by the Board each year. Members who are not current in the payment of team dues may be declared ineligible to vote subject to verification by both the appropriate team manager and team treasurer.

d. The Coaches Committee will submit to the Board, a list of active coaches eligible to vote in the annual meetings. There shall be no more than two eligible coaches from each team. Each coach is eligible to cast only one vote, regardless of the number of teams being coached. Team or club trainers who do not coach are not eligible to vote. bg

No individual will be allowed to cast more than one vote on any given issue.

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy will be valid after eleven (11) months from the date of its execution.

A player shall be in good standing, and thus their family entitled to enjoy all the rights and privileges of membership, when the player meets all of the following criteria:

Their name appears on the roster of a team organized and sponsored by the corporation;

Their dues for the year have been paid in full; and

They are not subject to either probation or suspension by the Board.

ARTICLE VI

GENERAL MEETINGS

a. The Annual Meeting of the Members shall be held in the fourth quarter of each year for the purpose of reporting the Corporation's business, unless another date is set by the Board. The time and place of the Annual meeting shall be designated by the President. Elections will be conducted at this meeting if not done electronically prior to the meeting.

b. A minimum of 15% of eligible voters must be in attendance at a general meeting to conduct the business of SSC, Inc.

c. Special meetings of the membership may be called by the president, any three board members, or by a request of twenty-five (25%) of the voting membership.

d. The secretary shall give notice of all meetings of the membership at least ten (10) days, but not more than fifty (50) days prior to the meeting. Such notice must designate the place, day, hour, and matters to be discussed at the meeting, and, in addition, if the meeting is a special meeting called under the terms of Article VIc, the manner by which the meeting was called. Notice can be given personally, or by mail, electronic mail or internet posting on SSC website.

ARTICLE VII

BOARD OF DIRECTORS

Section 1

General Powers

- a. The property and affairs of the corporation shall be managed and controlled by the Board of Directors.
- b. The Board of Directors will enforce the game laws and rulings of ASA, USYSA, USSF and the Federation Internationale de Football Association (FIFA).
- c. The Board of Directors will, prior to tryouts for team formation, designate a Coaches Committee (CC), made up of not less than three and no more than five coaches active in SSC. Inc.
- d. The Board of Directors shall fill any vacancy among the members of the Board, if the vacancy occurs during an un-expired term.
- e. The Board of Directors, in its discretion, is authorized upon a two-thirds vote of those directors present to impose such disciplinary sanctions upon a player as it deems appropriate for violations of the Corporation's Rules and Regulations. Such sanctions include, but are not limited to, censor, probation, suspension, and permanent expulsion.

Section 2

Directors

The Board of Directors shall consist of the following:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer
- e. Club Registrar
- f. Past President
- g. Director of Coaching

The Directors (a through g) shall be elected at the applicable annual meeting of the Board of Directors. The Steering Committee Chairpersons shall be appointed by the Board of Directors to a term of one year. Each member of the Board of Directors shall be entitled to one vote at Board meeting.

Section 3

Quorum

A quorum shall be comprised of at least 50% of the members of the Board of Directors. When even numbers are in attendance for Board meetings, the president will cast a tie-breaking vote.

Section 4

Regular Meetings

The Board of Directors shall hold regular meetings; said meetings shall be scheduled at least quarterly at a place and time to be provided by the Board of Directors. All Directors shall be given notice of such regular meetings upon determination of the schedule. No additional notice of regular meetings shall be required.

Section 5

Special Meetings: Call and Notice.

Special meetings of the Board of Directors shall be held whenever called by direction of the President or at least 50% of the Directors, upon at least ten days prior notice in writing, given personally, or by mail or electronic mail, which notice shall state the time, place and purpose of the meeting.

Section 6

Committees.

The Board of Directors may provide for an executive committee and for such other committees as may be necessary for the effective management of the business and affairs of the corporation and give such powers and duties as deemed proper (except those specifically prohibited by law). The Board of Directors may provide a meeting and reporting schedule for such committees, establish how committee meetings shall be called, and designate at what times those meetings may be held.

Section 7

Board Dismissal

Any Board Member may be discharged for conduct reflecting unfavorably on the SSC, Inc. including failure to conduct designated duties as a member of the Board such as excessive absences from Board meetings. Such dismissal shall require a majority vote of the entire Board, at a specially called meeting. Such meetings shall be called by the President, with the Secretary notifying all Board Members of the time and place at least one (1) week in advance of the meeting.

ARTICLE VIII

DUTIES OF OFFICERS

Section 1

Powers and Duties of the President

The President shall be the chief executive officer of the corporation, subject to the control of the Board of Directors, and shall have general charge of its business and supervision of its affairs. The President shall preside at all annual meetings and at all Board meetings and serve as the Corporation's primary liaison to the Alabama Soccer Association. The President shall serve as a member of all committees. The President may create ad-hoc committees as deemed necessary to the needs of the SSC, Inc. and shall appoint members to such committees, with the approval of the Board. In addition to the powers and duties elsewhere provided in these Bylaws, the President shall sign, when duly authorized to do so, all contracts, orders, deeds, liens, guarantees, licenses and other instruments of a special nature. Subject to the Board of Directors, the President shall have such other powers and duties as are incident to said office and not inconsistent with these Bylaws, or as may at any time be assigned by the Board of Directors.

Section 2

Powers and Duties of Vice-President

The Vice-President shall be familiar with the affairs of the Club and, in the event of the disability or absence of the President from any place in which the business in hand is to be done, the Vice-President shall have all the powers and perform all the duties of the President. The Vice-President shall supervise and direct the activities of the Steering Committee of the SSC, Inc. The Vice-President shall serve as the SSC, Inc. Parliamentarian. The Vice-President shall have such other powers and duties as may at any time be assigned by the Board of Directors.

Section 3

Powers and Duties of the Treasurer

The Treasurer, subject to the control of the Board of Directors and together with the President, shall have the general supervision of the finances of the corporation. Duties of the Treasurer include the care of, and responsibility for, all monies, securities, evidences of value and corporate instruments of the corporation, and supervision of the officers and any other persons authorized to deposit, handle and disburse any funds, ensuring retention of information as to whether all deposits have been duly made and all expenditures duly authorized and evidenced by proper receipts and vouchers. The Treasurer shall cause full and accurate books to be kept, showing the transactions of the corporation, its accounts, assets, liabilities and financial condition, which shall at all times be open to the inspection of the Directors, and such statements and reports as are required by law. The Treasurer will review team requests for player scholarship and recommend them to the Board for approval subject to available funds. The Treasurer shall be a member of the Ways and Means committee. Subject to the Board of Directors, the Treasurer shall have such other powers and duties as are incident to the office and not inconsistent with these Bylaws, or as may at any time be assigned to the Treasurer by the Board.

Section 4

Powers and Duties of the Secretary

The Secretary shall cause to be entered in the minute books the minutes of all meetings of all committees and of the Board of Directors; shall have charge of all books and papers pertaining to said office; and shall be responsible for the giving of all notices and for the making of all statements and reports required of the corporation. The Secretary shall be a member of the Public Relations committee. The Secretary shall perform such other duties as are incident to the office, and shall have such other powers and duties, in addition to those elsewhere provided in these Bylaws, as may be at any time assigned by the Board of Directors.

Section 5

Powers and Duties of the Club Registrar

The Club Registrar shall conduct player registration activities no less often than prior to the start of each season and as needed thereafter. The Club Registrar shall maintain a database record of all teams including any necessary data as defined by the Board. The Club Registrar shall supervise the team managers ensuring that player registration, league registration and tournament registration is performed accurately and in a timely manner. The Club Registrar will insure that all 1 player and coaches documentation is filed with either ASA or USYSA to provide insurance coverage for all players and coaches.

ARTICLE IX

STEERING COMMITTEE

The Steering Committee shall be comprised of the chairpersons of all committees. The Steering Committee may meet at its discretion to perform essential club functions. The Vice-President of the Board of Directors shall chair the Steering Committee and charge each committee with additional duties as the Board deems necessary.

ARTICLE X

COMMITTEES

The Committees of the SSC, Inc. shall be defined and have duties as presented below.

a. *Public Relations Committee*

1. Actively promote positive name recognition of SSC, Inc. within the area.
2. Handle media communication including team press releases.
3. Maintain club web site and oversee and coordinate any individual team web- sites.
4. Develop and maintain a quarterly club newsletter and an ongoing program of electronic mail communication to members.

b. *Ways and Means Committee*

1. Coordinate all fund raising activities of the SSC. Inc.
2. Prepare an annual fund raising plan to include the revenue categories of sponsorship, donations, and contributions. Project the annual return of such a program of revenue enhancement.
3. Conduct the annual fundraising program, including sponsorship sales and assuring that donors, contributors, and sponsors realize appropriate benefits.
4. Develop and conduct an ongoing club merchandise program.
5. Evaluate for approval or rejection any sponsorship efforts proposed by individual teams. Ensure that all team sponsorship efforts benefit the entire club.

c. *Equipment and Uniform Committee*

1. The Equipment and Uniform Committee will oversee all equipment and uniform selection and purchasing by the club.
2. The committee will maintain an inventory of all equipment including a record of the assignment of equipment to coaches.
3. The Equipment and Uniform Committee shall submit club logos and trademark to the Board for approval. Individual teams shall be advised what use of club logos and trademarks are deemed appropriate.
4. The committee will advise all team managers regarding adequate first aid supplies for all practices and games.

d. *Competition and Discipline Committee*

1. The Competition and Discipline committee will maintain a record of the league standings of each team.
2. Administrate yellow/red card discipline as mandated by the applicable league and/or association in which a team competes.
3. Recommend to the Board additional club mandates that may be imposed due to yellow/red card infractions.
4. Review complaints of parents and/or players and report findings to the Board.
5. Advise the Board of actions by parents, players, coaches that may be detrimental to the accomplishment of the Club mission.
6. Advise all players and rostered personnel that alcohol, tobacco or drug use or possession during any club activity is subject to disciplinary action up to and including immediate dismissal from the Club.

7. Maintain a current contact list of teams and team contacts within reasonable day-trip distance for the purpose of scheduling friendly games.

e. Coaches Committee

1. Establish roster of eligible coaches.
2. Conduct team try-outs.
3. Recommend compensation plan for coaches.

ARTICLE XI

TEAM MANAGEMENT

1. Team managers will oversee the ongoing activities of each team. Team managers will insure that all teams compete under the rules and restrictions of leagues and tournaments chosen by individual teams for competition.
2. Each team may designate as many team offices as it deems necessary to conduct team business. At the least, each team must designate a team manager and a separate team treasurer is encouraged. Each team manager or their designee is invited to attend all Board meetings.
3. Applications for player scholarship, beyond what is provided by an individual team, may be made to the Board by recommendation of the team manager.
4. Team managers are responsible for negotiating wages with the head coach. Final wages are approved by the Board of Directors.

ARTICLE XII

FINANCE

Section 1

Funding

- a. SSC, Inc shall incorporate as a non-profit Alabama corporation.
- b. SSC, Inc. shall fund itself through player registration fees; contributions from members, participants, sponsors, and interested parties; and through specific fundraising functions.
- c. All contributions received and funds raised shall be used only to further the specific purposes of SSC, Inc. as outlined in Article II.
- d. In the event of dissolution of SSC, Inc., all assets, real and personal, shall be distributed only to organizations that qualify as tax-exempt under Section 501 (c) (3) of the Internal Revenue Code, or under corresponding provisions of future United States Internal Revenue Laws.

Section 2

Banking

All funds and money of the corporation shall be deposited, handled and disbursed, and all bills, notes, checks and like obligations and endorsements, for deposit or collection, shall be signed by the Treasurer or such officers as the Board of Directors shall from time to time designate. Any officer or person performing said functions shall account therefore to the Treasurer as and when the Treasurer may require. All money, funds, bills, notes, checks and other negotiable instrument coming to the corporation shall be collected and promptly deposited in the name of the corporation in such depositories as the Board shall select. Checks written on the SSC, Inc. account, in an amount in excess of five hundred dollars, shall require two signatures of any of the following officers: President; Vice-President; Treasurer; Secretary; or Registrar.

Section 3

Fiscal Year

The fiscal year of the corporation shall be the January 1 through December 31 each year, unless otherwise provided by the Board of Directors.

ARTICLE XIII

ELECTIONS

1. Selection of Board Members shall take place at the annual meeting of SSC, Inc.
2. Prior to the appropriate annual meeting, The Board of Directors shall appoint a nominating committee that shall consist of: the President; two (2) additional Board members; and two (2) members-at-Large.
3. All nominees for office must be club members in good financial standing with both the club and with the team(s) with which they are affiliated.

4. To be eligible for election to the office of President, a member must have served a term as a Board member and, or, be approved by the nominating committee.

5. Board Members shall be elected to terms as follows: The President and Secretary shall be elected to a two (2) year term each year ending in an odd number. The Vice- President, Treasurer and Registrar shall be elected to a two year term each year ending in an even number.

6. Newly elected Board Members shall assume office no later than January 1 following their election or as designated by the Board.

ARTICLE XIV AMENDMENTS

1. The initial by-laws of the corporation shall be adopted by the incorporators/members. The powers to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors; provided, however, that a majority of the members may alter or amend such by-laws at any meeting of the members called for that purpose.

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