

# Greene County Soccer Association

Approved 02-16-2012

## ARTICLE 1 NAME

This organization shall be known as Greene County Soccer Association (hereinafter "GCSA") and shall be affiliated with the Arkansas Soccer Association, Inc. (hereinafter "ASA"), US Youth Soccer (hereinafter "USYS") and the United States Soccer Federation (hereinafter "USSF").

## ARTICLE 2 PURPOSE

GCSA shall develop, promote, foster and administer positive youth and adult development via a youth soccer club for players residing primarily in Greene County Arkansas on behalf of teams, players, coaches, referees, parents and administrators consistent with the bylaws, policies and procedures of ASA, USYS, USSF

## ARTICLE 3 MEMBERSHIP

GCSA will not discriminate against any individual on the basis of race, color, religion, age, gender or national origin. All Members shall live or work in Greene County or a county which is contiguous to Greene County.

### A. Types Of Members/Memberships

1. Members who are Parent(s), Guardians or Representatives of Players, Players and Board Members

- Members are Parent(s) of player(s) under the age of 18 registered with GCSA, Guardians or Representatives of a Player(s) registered with GCSA, Players who are 18 years old or older, registered with GCSA, and Board Members of GCSA.

### B. Adherence to Standards

Each member will adhere to the Bylaws, policies and procedures of GCSA, and ASA, USYS, USSF and USOC where applicable.

### C. Voting Rights

Members that are in good standing with GCSA shall have the right to vote at the Annual General Meeting and any special meeting of the membership of GCSA. Members may attend and must be present to vote. A member may be considered present if they can hear and be heard by others in attendance.

#### D. Membership Meetings

##### 1. Annual General Meeting of Members

GCSA shall have an annual general meeting of its members. The Board Members shall determine the date, time and location of that meeting. Written notification by: mail, e-mail, newsletter, or posting at the playing fields of GCSA to all Members shall be made at least fourteen (14) days prior to the Annual General Meeting.

##### 2. Special Meetings

The Board of Directors may call a special meeting of the membership at any such time, as the Board Members deem necessary. Written notice of the meeting by: mail, e-mail, newsletter, or posting at the playing fields of GCSA must be given to all Members at least seven (7) days in advance of the special meeting.

##### 3. Majority Vote Requirement

Action of the membership shall be by majority vote of members present, unless otherwise provided by these bylaws.

#### ARTICLE 6 BOARD MEMBERS

##### A. General Authority

The business, property and affairs of GCSA shall be managed and controlled by members of the board as from time to time constituted. All authority of GCSA shall be vested in the Board Members unless specified otherwise in these bylaws. The Board Members are responsible for developing and enforcing the bylaws, policies and activities of GCSA, including but not limited to decisions affecting membership status and appeals procedures. The Board Members may delegate responsibility for day-to-day operations associated with these activities.

##### B. Board Composition

There shall be a minimum of three(3) and no more than eleven (11) Board Members, which number may from time to time be increased or decreased by resolution adopted by not less than a

majority of the Board Members, subject to the limitation that the Board Members shall never be reduced to less than 3 (3) nor increased to more than 15 (15) Members. Except as otherwise provided in these By-Laws, all Members of the Board shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

#### 1.Restrictions on Service on Board Members

i. No person convicted of a felony within the previous ten- (10) years may serve as a member of the Board. Notwithstanding the previous sentence, in no event shall a person serve as a member of the Board if he or she has been convicted of a sex crime; a crime involving the sale, manufacture or delivery of a controlled substance; robbery; murder; perjury; burglary or a crime involving the abuse of a child. Any person who is charged with a criminal act shall be suspended from the Board pending outcome of the charges.

ii. Any person missing three (3) consecutive regularly scheduled Board meetings or fifty percent (50%) of regularly scheduled Board meetings in any preceding twelve (12) months can be deemed to have immediately resigned as a member of the Board. Furthermore, the Board may remove or dismiss from office any appointed or elected member of the Board for reasonable cause by due process followed by a two-thirds (2/3) vote of the Board unless otherwise provided in these Bylaws and subject to the rules of ASA, US YOUTH SOCCER, USOC and USSF.

iii. The authority to determine breaches of duties of care, loyalty or candor shall rest with the Board. Generally, no Board member may financially gain as a result of any activity of the Board, or be associated with any company or organization contracting or doing business or potentially in conflict with GCSA in any form, unless the Board member has provided full disclosure of such conflict and received written authorization, approval or ratification to waive such conflict by a majority of non-interested members of the Board.

#### C. Meetings

##### 1.Regular Meetings

The Board shall hold regular meetings at least once each calendar quarter. The President shall determine the date, time, and location of these meetings and give reasonable notice of the meetings. Reasonable notice as it relates to "regular meetings" shall mean not less than seven (7) business days. Such notice shall include but not be limited to the agenda, date, time and place of the meeting. If the meeting is by a means other than in person, the notice shall also include the means by which the membership may observe the meeting.

## 2.Special Meetings

Meetings for a special purpose may be called by the President or upon written application by one quarter of the Board Members. A minimum twenty-four (24) hour notice of meetings for a special purpose shall be given and this notice shall state the purpose.

## 3. Written Consent In Lieu Of Meetings

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if, prior to such action, consent thereto is approved by two-thirds (2/3) of the members of the Board and such consent is filed and disclosed in the minutes of a proceedings of the Board.

## 4.Teleconferencing

A Board Member may participate in any meeting by, or conduct any meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

## 5. Meeting Minutes

Minutes of all meetings shall be maintained in the association minute books or electronically.

## D. Quorum and Voting Requirements

### 1.Quorum

A quorum shall consist the greater of five (5) or two thirds of board members in order to conduct business at any given time.

### 2. Votes

A board member shall have one (1) vote.

### 3.Vote Required

A majority vote of the board members present shall be required for any action of the Board, unless otherwise specified in these Bylaws.

## E. Officers

The Officers of GCSA shall consist of the President, Vice President, Secretary, Treasurer and Registrar. Officers shall be elected by vote of the Board of Directors following the Annual General Meeting. Officer terms shall be two year terms. All officers of GCSA shall be residents of Arkansas, unless otherwise specified in these Bylaws.

### 1. President

The President of GCSA shall have the following duties and responsibilities:

- a) To oversee and coordinate the activities of GCSA, the Board of Directors, and designee(s) of the Board Members.
- b) To preside at all Board and membership meetings.
- c) To appoint special or ad hoc committees, subject to Board approval.
- d) To sign money disbursements made in the name of GCSA.
- e) To appoint, subject to ratification by the Board, Chairs and other members of all standing committees, except where otherwise provided.
- f) To perform all other duties as shall be necessary to promote and uphold the welfare of youth soccer and to positively affect "the good of the game" within the State of Arkansas.

### 2. Vice President

The Vice President of GCSA shall have the following duties and responsibilities:

- a) To assume the duties of the President in the case of the resignation of the President until the next Annual General Meeting following the resignation or during a temporary absence; or during the inability of the President to perform the functions of that office.

### 3. Secretary

The Secretary of GCSA shall have the following duties and responsibilities:

- a) To oversee communication between GCSA and its Members to insure that all are kept informed of the activities of GCSA.
- b) To maintain the official records of GCSA.
- c) To be responsible for recording the minutes of all GCSA's meetings except for

committee meetings and to report such actions taken at these meetings to all Club Members.

d) To be responsible for informing members of meetings, handling correspondence of GCSA, and carrying out such other duties as shall be delegated.

#### 4. Treasurer

The Treasurer of GCSA shall have the following duties and responsibilities:

a) To ensure the sound financial operation of GCSA.

b) To oversee the financial (including budget process) policies and procedures for GCSA.

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c) To sign money disbursements made in the name of GCSA.

d) To present a statement of account at every regular meeting of GCSA or the Board and at other times when requested by the Board and make a full report at the Annual General Meeting.

e) To serve as Chair of the Finance Committee.

#### 5 . Registrar

The Registrar of GCSA shall have the following duties and responsibilities:

a) To be responsible for the registration of players to include adding data to the registration website and updating insurance information.

b) To be responsible for enforcing all State and National Rules, Bylaws, and policies and procedures governing player registration and team assignment.

c) To be responsible for the storage and maintenance of records of GCSA regarding the registration of teams and players within GCSA, and ensure the confidentiality of player information.

d) Inform GCSA of the activities of the ASA as it relates to tournaments, clinics, rule changes, and other matters of interest to GCSA

#### 6. Referee Coordinator

The Referee Coordinator of GCSA shall have the following duties and responsibilities:

- a) Oversee all referee issues
- b) Acquire and assign referees for all scheduled games
- c) Pay referee fees
- d) Provide opportunities for referee courses, both by GCSA and licensed programs.

#### F. Terms of Office

Board Members shall take office at the close of the meeting at which they are elected by the Membership at the applicable Annual General Meeting, or immediately upon appointment by the Board in order to fill a vacancy. Board Members may serve two-year staggered terms of office before being voted back in. Approximately half (50%) of Board Members in order to provide for staggered terms, will be elected each year. An initial term schedule, approved by the members of the board, will be used to establish staggered terms. Board Members may serve unlimited consecutive full terms.

#### G. Vacancies

Vacancies during the term of any Member shall be filled by appointment by the President, subject to ratification by a majority vote by the Board. However, the Vice President shall fill a vacancy in the Office of the President and the Board will then elect a new Vice President. Any person appointed to fill a Director vacancy shall serve for the balance of the term of the vacating Director.

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#### H. Nominations and Elections

Each year, at the Annual General Meeting, all Board Member positions needing to be filled will be elected in accordance with these Bylaws. Any member in good standing may offer a self-nomination at the Annual General Meeting, or nominate another member in good standing. Each Member shall be elected by a majority vote of those members present and voting.

#### 1. Committees

GCSA may have standing committees and may establish special committees. The Board President shall appoint all standing and special committee chairs, subject to Board approval, except that the Treasurer shall serve as the chair of the Finance Committee. The Chair of the committee may select the other members of the committee. The Chair of the committee serves at the pleasure of the

President of GCSA. GCSA has the following standing committees:

a) Fundraising

The Board may create special committees or task forces as needed for the effective oversight of GCSA'S operations.

ARTICLE 7 INDEMNIFICATION

To the extent not inconsistent with the laws of the State of Arkansas

, every person (and the heirs

estate, executors, administrators and personal representatives of such person) who is or was a Member, officer of paid staff of the GCSA shall be indemnified by GCSA as provided in the act.

ARTICLE 8 PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised, most recent edition, shall govern GCSA in all cases where they are not inconsistent with these Bylaws and any special rules of order GCSA may adopt, as well as Arkansas law.

ARTICLE 9 AMENDMENTS TO BYLAWS AND THE CONSTITUTION

A. Any proposed amendments of GCSA'S Bylaws or Constitution (if a constitution is applicable) shall be submitted in writing to the Board prior to the membership meeting at which the proposed amendments will be submitted for a vote.

B. Notice of any proposed Bylaw amendment must then be given to Members prior to any meeting of the board called or held to consider such proposed amendment. In order to adopt the proposed Bylaw, two-thirds (2/3) of the votes cast at said meeting must vote in favor of the proposed

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modifications.

C. Any proposed Bylaw amendment or Constitutional amendment (if a constitution is applicable) which is approved in accordance these bylaws will become effective on the date specified by the Board in the notice given to members, or at such later date as the Board may propose at the time of the vote, or unless as otherwise adopted by amendment and approved at the time of the vote.

ARTICLE 10 EXEMPT STATUS

Any and all assets of GCSA are permanently dedicated to exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws).



GCSA shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends to its members, Directors, officers or persons having a private interest in the activities of GCSA, except that GCSA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

No substantial part of the activities of GCSA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and GCSA shall not participate in, or intervene in (including the publishing or distribution or statements) any political campaign on behalf of any candidate for public office. In the event GCSA is dissolved, the Board shall pay, satisfy and discharge all liabilities and obligations of GCSA or make adequate provisions therefore and distribute all remaining assets of GCSA to an organization or organizations engaged in activities substantially similar to those of GCSA and organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws).