

**AMES SOCCER CLUB
P.O. BOX 423
AMES, IOWA
50010-0423**

**THE AMES SOCCER CLUB
BY-LAWS
November 17, 2009**

Article I. TITLE

This corporation shall be known as the Ames Soccer Club, Inc. (hereafter referred to as the "Club"). It is a non-profit corporation of the State of Iowa.

Article II. MISSION STATEMENT

The Club is founded in order to foster the development of local youth through the sport of soccer. It is dedicated to providing participants with a fun, high-quality soccer experience that encourages sportsmanship and a love of the game through the development of player, coach, referee and team. Ames Soccer Club will advocate within Ames for the good of the game of soccer. By promoting and working for soccer, we hope to nurture a love of the game in the children of our club and enrich the community of Ames. We hope the skills and knowledge our members learn will endure, allowing our players to continue to enjoy and participate in this global sport throughout their lives.

Article III. MEMBERSHIP

Section A. Officers and Directors of the Club, coaches, and parents of all players from whom registration and fees have been received or for whom financial assistance is provided shall be considered members of the Club.

Section B. In order to continue membership, members must maintain good standing with respect to payment of all fees due. Registration fees shall be set by the Club. A player is not registered until registration information and fees are received or arrangements for financial assistance are approved by the Registrar of the Club.

Section C. The Ames Soccer Club will be affiliated with the United States Youth Soccer Association (USYSA) and the Iowa Soccer Association (ISA).

Article IV. ORGANIZATION

Section A. BOARD OF DIRECTORS

1. Members of the Board of Directors (hereafter referred to as the "Board") shall consist of all officers and directors of the Club as described in Section IV(C) and (D) of these by-laws.
2. The Board shall have general supervisory powers to run the affairs of the Club. This includes, but is not limited to, conducting regular business meetings, making recommendations to the membership, communicating with ISA and coordinating play by club teams in any leagues, and performing other duties as are specified in the by-laws. The Board shall have the authority to hire, evaluate, discipline and fire any paid professional coach or employee within the Corporation.
3. The number of Directors of the Corporation shall be no fewer than seven (7) and no more than twenty-one (21) individuals, with staggered termination dates, plus ex-officio members (without voting privileges). New members (with the exception of Directors At Large) of the Board shall be elected by the members to a term of two (2) years. Directors At Large shall have a term of one year and shall also be elected by the membership. Board election shall take place at the Club's annual meeting each December. The term of office of an officer or director on the Board begins July 1 and ends July 30 or until a replacement is elected by the Board to serve in the position held by the officer or director. The Board shall have the authority, by majority vote, to extend the term of any board member whose term ends on December 31, 2009 to June 30, 2010.
4. Upon three (3) consecutive absences from Board meetings, an officer or director may be asked to resign. The Board may remove an officer or director who is no longer in good standing and declare a Board position vacant upon a two-thirds vote after notice to the officer or director of the action for removal. A Board-approved replacement shall assume all responsibilities of that office. A vacancy on the Board may be filled by a majority vote of the Board members at a regular or special meeting of the Board.
5. Any person elected to fill a vacancy created by the loss of a Director shall serve the unexpired term of the Director thus replaced and any Director elected to fill a vacancy created by a new Directorship shall serve for the term designated at the discretion of the President and with the advice of the nominating committee, certain positions on the Board of Directors may be filled through the appointment of co-Directors. Positions NOT appropriate for this type of staffing would include President, Vice-President, Treasurer, Secretary, Registrar, U6, U8 and U10 Commissioners. It is understood that if this type of arrangement is

made, the two members filling a position would have only one vote on resolutions. They would have other rights and responsibilities of a board member however.

Section B. PROFESSIONAL STAFF

1. The Board will be assisted by the following non-voting Employee Representatives: Director of Coaching and Player Development and Assistant Director of Coaching. The Director of Coaching and Player Development is expected to communicate with ISA and any leagues as a liaison to our Club and attend regular Board meetings and any meeting as requested by the President.
2. Voting Rights of Employee Representative. An Employee Representative may speak on any issue before the Board, but does not have voting rights at Board meetings. When employee representatives are appointed members of any Club committees, they may participate and vote on issues before the committee.

Section C. OFFICERS and their DUTIES and RESPONSIBILITIES.

The Officers of the Club shall be:

1. **PRESIDENT.** The President shall supervise all activities of the Club and the Board; serve as chairperson at all Club and Board meetings and may appoint chairs of committees, committee members and other representatives as may be required. The President shall serve as a director, and shall call all Club annual meetings and Board meetings or Executive Committee meetings as may be needed, or as required by these by-laws. The President shall have responsibility for appointment of a nominating committee to present nominations for all officers at the annual meeting of the Club. The President will be responsible for the management oversight of paid staff and independent contractors. The President shall oversee the long-term planning for the Corporation. The President, or any other officer of the Corporation thus authorized, shall execute on behalf of the Corporation any deeds, contracts, bonds, or other instruments or agreements of any kind which require signature by the Corporation.
2. **VICE-PRESIDENT.** The Vice-President shall assume the duties of the President only in the absence of the President, and shall perform other duties as may be assigned by the President. The Vice-President shall be responsible for overseeing the duties and responsibilities of each committee, serve as an ex-officio member of all committees, and report periodically to the President as to the activity of each committee

in the Club. The Vice-President shall also review the monthly financial statements from the Treasurer for accuracy and accountability.

3. **TREASURER.** The Treasurer shall receive, disburse, and account for all funds of the Club, and keep financial records on all monetary transactions; shall maintain a checking account and savings account, with signature authority by the President and the Treasurer; shall report on the Club financial status, and be prepared to assist in audits of records. All nonrecurring disbursements over \$700 shall be approved by the President. All nonrecurring disbursements over \$1000 shall be approved by the Board. A copy of the Corporation's financial statements shall be provided to the Vice-President for review on a monthly basis.
4. **SECRETARY.** The Secretary shall record and prepare all minutes of Club and Board meetings to be read at subsequent meetings and shall make all such minutes available for Club members and the Board as appropriate. The Secretary shall handle correspondence with any other club or organizations having contact with our Club.
5. **IMMEDIATE PAST PRESIDENT.** This director is the person who served as the most recent President of the Club. The immediate Past-President also serves as a Club representative to the Hunziker Youth Sports Complex Board of Directors, unless otherwise designated by the President. If a vacancy occurs in this the office of Immediate Past President, it shall remain vacant.
6. **REGISTRAR.** The Registrar shall collect registration forms and fees and handle registration of all players, shall organize pre-season registration and set registration dates, shall determine date of final registration, shall conduct correspondence between the Club and ISA and the leagues regarding registrations of all players. He/She shall be responsible for the preparation of rosters for coaches prior to the start of the season, shall verify and record registration of all players, and document registration procedures. The Registrar shall assume responsibility for the risk management obligations of the Corporation.

Section D. DIRECTORS and their DUTIES and RESPONSIBILITIES

In addition to the Officers of the Club the following Directors shall be members of the Board of Directors:

7. **DIRECTOR OF FIELDS.** The Director of Fields shall be responsible for recommendations and approval of improvements and use of all fields, and for maintenance of field equipment; and shall serve as the custodian of all field marking equipment owned by the Club. The

Director of Fields shall be a representative of Ames Soccer Club on the Hunziker Youth Sports Complex (HYSC) Board and will work closely with Corporation employees to provide the best possible playing conditions on our soccer fields.

8. DIRECTOR OF REFEREES. The Director of Referees shall: assign referees to all Club home matches and other sanctioned matches as necessary; maintain a program for the recruiting and training of all referees; schedule clinics as necessary; and provide an updated record to the Treasurer for timely payment to individual referees. The Director of Referees may appoint other persons to assist in assigning referees for Club and League matches.
9. U11 and ABOVE COMMISSIONER. This director shall: organize the U11 and above age group in conjunction with the Director of Coaching and Player Development; work with the Director of Coaching and Player Development to recruit and train coaches for each team in the age group; serve as information director for new players and parents of the age group; and provide a liaison for this age group to the Board.
10. UNDER 10 COMMISSIONER. This director shall: organize the U10 age group; be a member and serve as Chair of the Team Formation/Scheduling Committee to set up game schedules and organize teams in accordance with the guidelines of the Club's policy; work with the Director of Coaching and Player Development to recruit and train coaches for each team in the age group; serve as information director for new players and parents of the age group; and provide a liaison for this age group to the Board.
11. UNDER 8 COMMISSIONER. This director shall: organize the U8 age group; serve on the Team Formation/Scheduling Committee to set up game schedules and organize teams in accordance with the guidelines of the Club's policy; work with the Director of Coaching and Player Development to recruit and train coaches for each team in the age group; serve as information director for new players and parents of the age group; and provide a liaison for this age group to the Board.
12. UNDER 6 COMMISSIONER This director shall: organize the U6 age group; serve on the Team Formation/Scheduling Committee to set up game schedules and organize teams in accordance with the guidelines of the Club's policy; work with the Director of Coaching and Player Development to recruit and train coaches for each team in the age group; serve as information director for new players and parents of the age group; and provide a liaison for this age group to the Board.

13. DIRECTOR AT LARGE. This director is made by presidential appointment, with approval of the Board, to allow balanced representation of all players with in the Club. Up to five Directors at Large shall be allowed.
14. HUNZIKER YOUTH SPORTS COMPLEX REPRESENTATIVE
This Director is a person who is serving as a Club representative to the Hunziker Youth Sports Complex Board of Directors and who does not hold another position on the Club Board. The President appoints this representative. There may be more than one person appointed to this position, in order to ensure that Ames Soccer Club fulfills its obligation to provide three (3) representative to the HYSC Board.
15. DIRECTOR OF TOURNAMENTS. This Director shall organize any tournaments planned by the Club and serve as chair of the Tournament Committee.
16. DIRECTOR OF MARKETING/EXTERNAL RELATIONS: This Director shall be responsible for the development and/or continuance of a marketing strategy for the Corporation and shall be in charge of the Capital Campaign, a continuing fundraising effort on behalf of the Corporation to provide funding for long-term Capital needs.
17. DIRECTOR OF VOLUNTEERS. This Director shall coordinate the volunteer resources of the Club and work closely with the Registrar and members of the Board and its Committees to identify volunteer needs and available resources.
18. DIRECTOR OF INTERNAL COMMUNICATIONS. This Director shall organize and coordinate the communication needs of the Club including the web page, newsletter, and news releases.

Article V. MEETINGS

Section A. BOARD OF DIRECTORS MEETINGS:

1. The President will call Board meetings as necessary. The Board shall meet at least monthly during the regular league season.
2. A quorum shall consist of one-half of the voting Officers and Directors, provided that vacant positions on the Board are not counted for purposes of determining the necessary quorum. Majority vote of those members present shall decide motions. The Board member presiding over the Board meeting shall not vote unless necessary to create a majority vote to decide a question before the Board.

3. Newly-elected officers may attend but not vote at Board of Directors' meetings until their terms of office commence.
4. Each board meeting shall include, at a specified time, an open forum at which any club member may speak. At the discretion of the chair, or by motion and approval of the directors, time limits may be imposed upon speakers at this forum.
5. Voting. Each member of the Board shall have one vote. No vote shall be cast by proxy. When authorized by the President or three members of the Board, voting may occur by telephone, mail ballot, e-mail, or other reliable methods. When voting takes place outside of a Board meeting, a majority vote of a quorum plus one shall decide motions, except that a meeting shall be called when voting in person is requested by any two or more board members. A minimum of forty-eight (48) hours shall be allowed for voting outside of a meeting.
6. Board meetings shall be open to the public except that the Board may, upon a two-thirds vote of those Board members present at the meeting, meet in closed session to discuss personnel matters, pending or potential litigation, disciplinary matters, or removal of a Board member.
7. At the discretion of the Board President, each meeting agenda item may be assigned a suggested time limit to facilitate meeting efficiency. Such suggested time-limits may be exceeded at the discretion of the Board.

Section B. ANNUAL MEETING

1. The annual meeting shall be held in May or June of each year. One-month notice of this meeting will be given to the membership. The meeting is open to all members of the club.
2. Nomination for Officers and Directors for the forthcoming calendar year shall be presented by the nominating committee. Additional nominations may be made from the floor. Nominees for all offices must have given prior approval for such nomination. Majority vote of those Club members present will govern the election of officers.
3. The presence of a majority of Officers and Directors of the Club shall be required for the transaction of business. Majority vote will decide all motions unless these By-laws or Parliamentary Authority otherwise require a supermajority.

Section C. SPECIAL MEETINGS

The President or any three members of the Board may call a special meeting of the Board for a specific purpose that cannot reasonably wait until the next regularly scheduled Board meeting. Three days notice to the members of the Board is required. The notice shall include the topic to be discussed at the special meeting.

Section D. PARLIAMENTARY AUTHORITY

The rules in the current edition of Roberts' Rules of Order (newly revised) shall govern the Club in all meetings for which applicable and to the extent they are not inconsistent with these by-laws or any other special rules which the Club may adopt.

Section E. ORDER OF BUSINESS

The order of business for Board and Club meetings shall be as follows:

1. Roll Call
2. Minutes of last meeting
3. Officers and/or Committee Reports
4. Unfinished Business - Old Business
5. Proposals - New Business
6. By-law changes (if applicable)
7. Election of Officers or Directors (if applicable)
8. Comments for the good of the Club
9. Adjournment

Article VI. COMMITTEES

Section A. AUTHORITY

The Board of Directors is authorized to form committees to provide recommendations and assist the Board in carrying out the purposes of the organization. All committees shall have a minimum of three members, one of whom shall be designated as Chair of the Committee.

Section B. Standing Committees shall consist of the following committees:

1. EXECUTIVE COMMITTEE.
The members of the Executive Committee shall be the Officers of the Club (President, Vice-President, Treasurer, Secretary, and Immediate Past-President.) The President shall be the Chair of the Executive Committee and may call meetings of this committee. The Executive Committee shall have the power of the Board to act in an emergency which requires immediate action and to bind the Corporation by such

action between meetings of the Board, to perform such other functions to the extent provided by the Board, and to study and make recommendations to the Board on matters to be considered by the Board; except that the Executive Committee shall not have the authority to amend the Corporation's Articles of Incorporation, to adopt a plan of merger or consolidation, to recommend the sale, lease, exchange or other disposition of substantially all of the assets of the Corporation, or to amend these By-Laws.

- a. Meetings shall be held at the call of the President, who shall also call a meeting of said Committee upon the request of any two (2) members of said Committee.
- b. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.
- c. The affirmative vote of a majority of those present and voting at a meeting at which a quorum of the members of the Executive Committee is present shall be necessary for the passage of any resolution or action.
- d. The Board shall be advised as to any action taken by the Executive Committee and shall be so advised at the meeting of the Board next occurring after any action is taken by the Executive Committee.

2. NOMINATING COMMITTEE

The Nominating Committee shall consist of three Board members appointed by the President. The Vice-President shall be a member and serve as Chair of the Nominating Committee.

3. TOURNAMENT COMMITTEE.

The Director of Tournaments shall be a member of the Tournament Committee and shall serve as its chair. The Director of Volunteers shall also be a member of this committee.

4. MARKETING COMMITTEE.

The Director of Marketing shall be a member of the Marketing Committee and shall serve as its chair. The Director of External Communications shall also serve on this Committee as "Chair" of the committee.

5. FIELDS COMMITTEE

The Director of Fields shall be a member of the Fields Committee and shall serve as its chair.

6. UNIFORM COMMITTEE.

The Uniform Committee shall develop a plan for the uniforms Club players wear.

7. CONDUCT COMMITTEE.

The Immediate Past-President will serve as the Chair of the Conduct Committee. The U11, U10, U8 and U6 Commissioners will also serve on this Committee. This Committee will be charged with development and updating of the Corporation's conduct policies and will be available to the Director of Coaching and Player Development to discuss issues related to discipline of Corporation members. In matters of discipline, the Conduct Committee will meet in closed session.

8. TEAM FORMATION COMMITTEE

This committee will be composed of the U10 Commissioner as "Chair" and the U8 plus U6 Commissioners as well as the Registrar and Director of Coaching and Player Development. The role of the committee will be to form teams for the U6-10 age groups through use of the policies and procedures of the club. This committee is intended to operate by consensus.

Section C. SPECIAL COMMITTEES may be appointed by the President for any purpose.

Article VI. FISCAL YEAR

The fiscal year of the Club shall be from July 1 of any year through June 30 of the same calendar year.

Article VII. BY-LAWS CHANGES OR AMENDMENTS

Section A. The Ames Soccer Club, at either the annual meeting or a Board meeting, may make changes or amendments to these by-laws by a majority of the voting membership of the Board then in attendance.

Section B. Proposed changes or amendments to the by-laws must be submitted in writing to the Secretary of the Club two weeks before the meeting at which they are to be considered. The Secretary shall read the changes at the meeting. The changes shall be voted on as written and read by Secretary.

Section C. Changes or amendments approved shall be effective immediately and no change shall be retroactive.

Article VIII. CLUB RECORDS

Confidentiality of Club records. Computer database information will be for ISA, Greater Des Moines Junior Soccer League (GDMJSL), Iowa Premier Soccer League (IPSL) and Club use only. Persons or organizations wishing to obtain the names of players shall submit a request in writing for such names to the Board.

- A. The Club policy is to distribute names of coaches, players, officers and referees only when it would not be detrimental to those individuals and only when it would be educational or beneficial and in the interest of betterment of our soccer program.
- B. Names of players, coaches, officers or referees shall not be distributed for commercial solicitation purposes.

Article IX. NON-PROFIT STATUS - DISSOLUTION

This corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates or stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, trustee or individual. The balance, if any, of all money received by the corporation from its operation, after payment in full off all debts and obligations of the corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purpose or purposes of the corporation, as more particularly set forth herein above. Upon the dissolution of the corporation, the Executive Board shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organizations or organizations under Section 501(c)(3) of the Internal Revenue Code, as the disposed of by the District Court of the County in which the principal office organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes, provided further that in its dissolution, go or be distributed to any member or individual either for the reimbursement of any sums subscribed, donated or contributed by such member or individual, or for any other purpose