

ST PAULS SOCCER ASSOCIATION INC. BYLAWS

updated 5/13/2022

ARTICLE I

Purpose

1. The purpose of the St Pauls Soccer Association Inc. is as set forth in its Articles of Incorporation. It is the mission of St Pauls Soccer Association Inc. to foster the physical, mental and emotional growth, education, and development of Robeson County youth through the promotion and development of soccer and to protect the rules of the game. The St Pauls Soccer Association Inc. shall provide the governing structure to administer youth soccer in the greater Robeson County area and shall provide a vehicle to communicate information to players, parents, coaches, referees and other interested parties.

ARTICLE II

Membership

1. Types of Members
 1. Voting Members: Voting Members shall consist of the following:
 - (a) all persons then registered and participating currently on soccer teams approved by the Corporation for participation in the Corporation's Recreation, Challenge, Girls Classic or Boys Classic youth soccer divisions, any of the Adult soccer divisions, or any successors to such divisions however denominated (the "Divisions"), who have attained the age of 18 and who have paid the registration fee established for such participation by the Board of Directors of the Corporation (a "participant member");
 - (b) the parents or legal guardians of all then current registered participants on soccer teams approved by the Corporation for participation in one of the Corporation's Divisions who have not attained the age of 18 but with respect to whom the registration fee established by the Board of Directors of the Corporation for such participation has been paid (a "minor participant");
 - (c) each person approved by the Corporation's Board of Directors, and then currently serving, as the head coach of a team participating in a Division, other than the Adult Divisions;
 - (d) each then current member of the Corporation's Board of Directors; and

- (e) such persons as the Corporation's Board of Directors may designate as a member in recognition of current or past service to the Corporation and/or its programs.

Each member of the Corporation (the parents or guardians of a minor participant, being deemed one member for purposes of this Article IV Section 4.02) shall have one (1) vote in the election of each at-large director on motions to remove any at large director and on motions to amend these Articles. No member shall have cumulative voting rights in the election of at large directors or any voting rights on any other matter.

- 2. Team Management: Every St Pauls Soccer Association Inc. team shall have at least one volunteer (coach, assistant coach, or team manager) that is a parent of a child on the team.
- 3. Member Removal: A member may be removed from the association, with or without cause, by an affirmative vote of 66.7% of the voting members present at a regular or special meeting called by the Board of Directors. Removal of any member from the association shall prevent them from participating in any St Pauls Soccer Association Inc. affiliated activity.

ARTICLE III

Board of Directors and Officers

- 1. Board of Directors: The Board of Directors, consisting of members elected in accordance with the Articles of Incorporation, shall be responsible for the operations of the Association and shall make decisions as necessary and in accordance with applicable laws, bylaws, and regulations. Directors shall serve for terms of two (2) years. The Board of Directors shall also preside over the election of the following members. All Officers will be elected by the voting members of the Association.
- 2. Officers:
 - 1. President – The President will be the chief executive officer of the Association and will have general and active management of the activities of the Association. The President will see that all orders and resolutions of the Board of Directors are carried into effect. The President will execute all authorized conveyances, contracts or other obligations in the name of the Association except where required by law to be otherwise signed and executed and except where the signing and execution is expressly delegated by the Directors to some other person. The President will preside at meetings of the Board of Directors; will submit an annual report on the operations of the Association at the Annual Meeting; will enforce the Association's Bylaws, Rules and Guidelines; will be an ex-officio member of all committees and shall be notified of all committee meetings; and shall be responsible, along with the Secretary, for the adding of documents to, the safe keeping of and the storage of the Association's archive materials.

2. Vice President – The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President will serve as the Association’s delegate to the SAYSoccer; and will perform any other duties prescribed by the Board of Directors or the President.
 3. Treasurer – The Treasurer will oversee the financial activities of the Association. The Treasurer will perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed by the Board of Directors. All books, papers, vouchers, money and other property of whatever kind belonging to the Association which are in the Treasurer’s possession or under his or her control will be returned to the Association at the time of his or her death, resignation or removal from office.
 4. Secretary – The Secretary will attend all meetings of the Board of Directors and record the minutes of all proceedings to be kept for that purpose. The Secretary will give or cause to be given notice of all meetings to the Board of Directors for which notice may be required; will serve as the credentials office for Association meetings; will be responsible for the recording of revisions to and publishing of the Association Bylaws, Rules and Guidelines; and will perform any other duties prescribed by the Board of Directors. The Secretary will also be responsible for ensuring that all appropriate records for SAYSoccer, and all other affiliated organizations, are in order.
 5. Division Coordinators – The number of division coordinators will vary depending on the number of active divisions in a given season. If a new division is created, the President shall appoint a division coordinator until the next annual meeting. Division Coordinators are responsible for the general operation of their age division as outlined by the Board of Directors. Duties include coach recruitment, roster assignments, maintaining practice and match schedules, and other such duties as prescribed by the Board of Directors.
 6. Referee Coordinator – The Referee Coordinator will oversee all aspects of officiating for the league. This includes recruiting officials, coordinating training, scheduling officiating crews for matches, and ensuring officials are paid. The Referee Coordinator will also chair the Rules Committee.
3. Indemnification: The Association will, to the fullest extent now or hereafter permitted by law, indemnify any Director or officer of the Association (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee or agent of the Association) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Director, officer, volunteer, employee or agent of the Association, or is or was serving at the request of the Association as a director, trustee, officer, partner, volunteer, employee or agent of another Association, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys’ fees (which expenses may be paid by the Association in advance of a final disposition of the action, suit or proceeding as provided by law),

judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association or its Members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. This indemnification will continue as to a person who has ceased to be a Director or officer of the Association. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Association to the extent provided in a resolution of the Board of Directors or in any contract between the Association and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, volunteer, employee or agent of the Association will inure to the benefit of the heirs and personal representatives of that person. The Association, acting through its Board of Directors, shall have the authority to indemnify or advance expenses to any director, officer, employee, or agent of the Association, when the said director, officer, employee, or agent has incurred expenses or liabilities (including attorneys' fees), which, in the absolute discretion of the Board of Directors, are considered to have been incurred on behalf of the Association. The rights set forth in this section shall be in addition to any rights for indemnification provided by applicable law. The Association may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the Association, or who is or was serving at the request of the Association as a director, officer, employee, or agent of another Association, partnership, joint venture, trust, or other enterprise against any liability asserted against and incurred by that person in any such capacity or arising out of that person's status as such, whether or not the Association could indemnify that person against such liability under the provisions of this Section.

4. Conflicts of Interest: Any contract or other transaction between the Association and an officer, or between the Association and any firm, organization or corporation of which an officer is a member, employee, director, or officer, or in which the officer has an interest, shall be valid for all purposes, if the fact of such interest was disclosed or known to the Board of Directors and if the Board of Directors authorizes or ratifies the contract or transaction, or if the contract or transaction is fair to the corporation. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under applicable law.

ARTICLE IV

Committees

1. Discipline and Appeals Committee:
 1. Scope - The Discipline & Appeals Committee shall have jurisdiction over matters evolving out of the day-to-day operation of the St Pauls Soccer Association Inc. program deemed by the St Pauls Soccer Association Inc. President not to warrant consideration of the full St Pauls Soccer Association Inc. Board of Directors. Decisions and other

actions by the D&A Committee will be appealed to the full St Pauls Soccer Association Inc. Board of Directors. Any appeal of a decision of the Board of Directors shall be to the Protest and Appeals Committee of the SAYSoccer. The committee chair shall be appointed by the St Pauls Soccer Association Inc. Board of Directors.

2. Membership - This committee shall have a minimum of 3 members, appointed by a majority of the Board of Directors. The committee must consist of one representative from each of the following groups: active St Pauls Soccer Association Inc. referees, active St Pauls Soccer Association Inc. recreational coaches, active St Pauls Soccer Association Inc. select coaches, and parents of an active St Pauls Soccer Association Inc. player.
 3. Voting - The chair of the committee shall NOT vote on matters before the committee. Decisions are decided by a simple majority vote. Tie votes shall be the same as a NO vote.
2. Rules Committee:
 1. Scope - The Rules Committee shall be responsible for drafting and maintaining match rules governing play in all league sanctioned events. These rules must remain in compliance with USYSA, and USSF rules unless specified exempted. The Referee Coordinator shall serve as the chair of this committee. The committee will also assist the Referee Coordinator in the recruitment of match officials, maintenance of officiating schedules, coordination of official training/certification, payment of officials, and any other duties prescribed by the Referee Coordinator.
 2. Membership - The Rules Committee shall consist of all the division coordinators plus four (4) at large members appointed by a majority of the Board of Directors.
3. Events Committee:
 1. Scope - The Events Committee shall be responsible for organizing and conducting events as directed by the Board of Directors. These shall include but are not limited to fundraisers, camps, training clinics, and tournaments.
 2. Membership - This committee shall have a minimum of 4 members, including a chair, appointed by a majority of the Board of Directors.
4. Facilities Committee:
 1. Scope - The Facilities Committee shall be responsible for overseeing the scheduling and maintenance of all facilities in coordination with the facility owners. The committee shall also ensure all facility and league equipment (goals, field markers, etc) are in good condition and ready for use. The committee shall also make recommendations to the Board of Directors regarding field conditions and match play during inclement weather

even though any decision to cancel play rests with the Board of Directors and facility owner.

2. Membership - This committee shall have a minimum of 2 members, including a chair, appointed by a majority of the Board of Directors.
5. Special Committees: A majority of the Board of Directors may, at their discretion, charter special committees to handle special projects, or tasks as necessary. When a special committee is proposed, the purpose, scope, chair, membership, and length of time the committee will exist must be outlined in the charter before it is voted upon. Special Committees may be dissolved by the affirmative vote of sixty-six percent (66%) of the Board of Directors or when their work is complete in accordance to their charter.
6. Removal and Replacement of Committee Members: Committee members serve at the pleasure of the Board of Directors and may be removed for any reason by an affirmative vote of sixty-six percent (66%) of the Board of Directors. Committee members wishing to resign their positions must notify the Board of Directors and committee chair in writing. Any committee vacancy shall be filled by the Board of Directors in accordance with said committee's Membership Rules.

ARTICLE V

Meetings

1. Board Meetings: The Board of Directors shall meet no less that every two months at a time and date chosen by a majority of the Board. These meetings shall be open to the public and are the preferred forum for association members to raise issues, ideas, and concerns with the Board. Officers shall also be expected to attend all Board Meetings. Association members must be given 30 days notice of the time and place of each Board Meeting.
 1. Order of Business – Board Meetings should cover, but are not limited to, the following:
 1. Adoption of Minutes
 2. Committee Reports
 3. Officer Reports
 4. Financial Update
 5. New Business
 2. Parliamentary Authority - Board meetings shall be presided at by the current association President and shall be governed by Robert's Rules of Order. Proxy votes will also be accepted from members who cannot attend, in accordance with Section 55A-7-24 of the General Statutes of North Carolina.
 3. Quorum - A quorum of sixty-six percent (66%) of the board shall be required to conduct official association business.

2. Special Meetings: Special Meetings may be called by a majority vote of 66.7% of the Board of Directors to deal with association business of a time critical nature that cannot wait until the next regularly scheduled board meeting. Association members must be notified of all special meetings no later than 14 days prior to the meeting. A quorum of sixty-six (66%) percent of the board shall be required to conduct official association business.
3. Annual General Meeting: The Annual General Meeting (AGM) shall be held once a year to allow for the election of board members by the voting members of the association.
 1. Date - The date of the AGM shall be set by a majority of the Board of Directors and must take place no more than 13 months after the previous AGM. The Secretary must notify all members of the scheduled AGM no less than 30 days prior. The Agenda for the AGM shall be published no less than 7 days prior.
 2. Parliamentary Authority - The AGM shall be presided at by the current association President and shall be governed by Robert's Rules of Order. Proxy votes will also be accepted from members who cannot attend, in accordance with Section 55A-7-24 of the General Statutes of North Carolina.
 3. Quorum - A quorum of at least twenty (20) percent of the eligible voting members must be present to conduct business at the AGM.
 4. Order of Business –
 1. Roll Call
 2. Presentation and acceptance of previous minutes
 3. Committee and Officer Reports
 4. Old Business
 5. Consideration of changes to Articles of Incorporation and Bylaws
 6. New Business
 7. Budget Presentation and Approval
 8. Election of Board Members (as outlined in the Article of Incorporation)
4. Committee Meetings: All committee meetings shall be held at a time and place designated by the committee chair. The chair must notify all members of the meeting time no less than 7 days prior.

ARTICLE VI

Records

1. All association records shall be maintained and stored by the Secretary except as noted below. All records should be stored in a manner that allows easy access to association members. Any records stored on computer systems must be backed up regularly.

2. All financial records (checks, drafts, account statements, etc) shall be executed and recorded by the Treasurer or a designee approved by a majority of the Board of Directors. All records shall be reconciled at the end of every fiscal year which runs from July 1st through June 31st. An annual budget shall be prepared by the Treasurer, approved by a majority of the Board Members and presented at the Annual General Meeting. The Treasurer shall also present an annual report on the state of the association's finances at the AGM and distribute it electronically to all association members.
3. Any association member may request to see the association records. The Secretary must make such records available at a time and place that is convenient to the requestor.

ARTICLE VII

Affiliations

1. The Corporation shall be affiliated with the North Carolina Youth Soccer Association (NCYSA), the United States Youth Soccer Association (USYSA), the United States Soccer Federation (USSF), US Club soccer, SAYSoccer, and such other associations or organizations as the Corporation may deem beneficial to its Members of the game of soccer. The Corporation, in conducting its business and administering the soccer leagues(s) and teams governed by the Corporation, shall at all times comply with the authority, laws, and rulings of the NCYSA, USYSA, USSF, US Club Soccer, SAYSoccer, and the authority, laws, and rulings of the NCYSA, USYSA, USSF, US Club Soccer, and SAYSoccer shall prevail in the event of a conflict between the same and the Corporation's Bylaws, Rules and/or Guidelines. Notwithstanding the foregoing, if NCYSA, USYSA, USSF, US Club Soccer, and SAYSoccer permit the Corporation or affiliating leagues to make rules, bylaws, rulings, or take any other actions which may be different and/or more or less stringent than the authority, laws and rulings of NCYSA, USYSA, USSF, US Club Soccer, and SAYSoccer, the Corporation is empowered to take such actions and the same shall not be deemed to be in conflict with the authority, laws, and rulings of NCYSA, USYSA, USSF, US Club Soccer, and SAYSoccer.

ARTICLE VIII

Amendments

1. Amendments to these Bylaws shall require an affirmative vote of 66.7% of the voting members in attendance at the Annual General Meeting or a Special Meeting called by the Board of Directors. Proxy votes will also be accepted from members who cannot attend, in accordance with Chapter 55A of the General Statutes of North Carolina. All amendments shall take effect at the beginning of the soccer year (August 1st) unless otherwise specified in the amendment proposal. All proposed amendments to the Bylaws must be sent to all voting members no less than 30 days prior to their consideration.