



As Amended Jan 2009

## BY LAWS

### ARTICLE I MEMBERSHIP

#### 1.01 VOTING MEMBERSHIP:

Members are all parents or guardians of boys and girls properly registered to a competitive travel team that have paid a seasonal or annual Club fee to participate in the RIVER SOCCER CLUB ("the Club") Programs, and all adults who are registered with the Club as a coach, assistant coach, athletic trainer, team manager, sponsors, skill trainers and committee members or referees. Parents or guardians of boys and girls properly registered to recreational programs shall qualify to become a member if they pay a seasonal or annual Club fee with said fee amount being established by a vote of the Board of Directors. Each Member shall have one vote. Each Member of the current Board of Directors (BOD) shall be considered a voting member entitled to (1) vote at the Annual General Meeting (AGM), as long as they are not paid employees of the Club.

#### 1.02 TERM OF MEMBERSHIP:

The term of membership for all members shall be one seasonal year, which begins on July 1<sup>st</sup> and expires on the following June 30<sup>th</sup>. Persons who become qualified for membership during a seasonal year shall become a member seven days after the date of qualification.

#### 1.03 REMOVAL OF A MEMBER:

Any member who has not fulfilled his financial obligations to the Club or whose conduct is detrimental to the purpose of this organization shall be subject to disciplinary action by the Club. Disciplinary action could result in expulsion from the Club, subject to a 2/3 majority vote of the Board of Directors.

### ARTICLE II. BOARD OF DIRECTORS

The duties, power and authorities of the Directors shall include, but not be limited to, the following:

#### 2.01 PRESIDENT:

In general management and superintendence of the affairs of the Club. The President shall preside at all meetings of the members and directors. In all cases where (and to the extent that) the duties of the other directors of the Club are not specially prescribed by the Bylaws, Rules or Regulations of the Board of Directors, the President may prescribe such duties subject to approval by the Board of Directors.

The President shall oversee the performance of the following duties:

- The proposal of Club missions, goals and objectives to the BOD
- The establishment of an annual business plan and calendar
- Presiding over the annual general meeting and elections
- Nomination of new Board members in the event of a vacancy
- Presiding over all Board meetings and establishing monthly Board agendas

- Addressing issues of customer service
- Implementing and monitoring risk management policies and insurance
- Involvement in club outreach programs
- Participation in DYSA activities

Candidates for President shall been a voting member of the Club for the year immediately preceding the election. This stipulation may be waived in the case when no viable candidate meeting this requirement presents themselves for consideration.

## 2.02 **VICE PRESIDENT:**

The Vice President shall attend all sessions of the Board and all meetings of the members and be responsible for all administrative functions of the Club as defined in the duties set forth below:

- Assist the President as needed; represent the President in his/her absence
- Sit as a member of the Discipline and Review Committee
- Supervise the Directors at the discretion of the President

If the office of the President becomes vacant, the Vice President shall become the President for the remainder of the elected term, if he/she meets the requirement to be a candidate for President at any election as of the date of the vacancy. Otherwise, the Vice President shall retain his office and an election for President shall be held in accordance with filling a vacancy. Candidates for Vice President-Administration at any election for that office shall have been a voting member of the Club for the year immediately preceding the election. This stipulation may be waived in the case when no viable candidate meeting this requirement presents themselves for consideration.

## 2.03 **TREASURER**

The Treasurer shall perform all duties as may be prescribed by the Board of Directors. The Treasurer shall have custody of all of the corporate funds and security and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, or whenever they require, an account of all his transactions as Vice President-Finance and of the financial condition of the corporation.

The Treasurer shall oversee the performance of the following duties, unless the specific duty has been assigned by the BOD to a finance committee:

- Chart of Accounts & Financial Accounting
- Financial Reporting (Annual Report and Monthly Reports)
- Propose annual budget for adoption
- Accounts Payable
- Purchasing and Inventory Management
- Uniform and equipment supplier relationship
- Accounts receivable and collections

- Internal audit when deemed necessary as determined by a vote of the BOD
- Investments
- Payroll

Candidates for Treasurer shall have been a voting member of the Club for the year immediately preceding the election.

#### 2.04 SECRETARY

The Secretary shall attend all sessions of the Board and all meetings of the members and be responsible for all administrative functions of the Club as defined in the duties set forth below:

- Provide Secretarial assistance for minutes at BOD, AGM and other meetings
- Assist the President as needed
- Oversee the management of all Club-related records
- Perform other tasks as directed by the BOD

#### 2.05 DIRECTORS:

Director positions within the Club may be established as needed to perform specific scopes of work.

Directors may be appointed by a 2/3 majority vote of the Board of Directors, with said Directors scope of responsibility being clearly defined at the time of the vote.

#### 2.06 DIRECTOR OF COACHING:

The Director of Coaching shall attend all sessions of the Board and all meetings of the members and be responsible for all River Soccer Club Competitive Programs of the Club as defined in the duties set forth below:

- **Develop written guidelines for the selection of players for traveling teams, to be approved by the RSC Board of Directors.**
- **Oversee tryouts and the formation of teams sponsored by the Club.**
- **Develop guidelines for the selection and evaluation of coaches, with said guidelines being subject to approval by the BOD.**
- **Recommend the assignment of any and all persons to a coaching or technical training position within the Club, with all said positions being subject to the approval of the BOD on an annual basis.**
- **Develop coaching manuals and a coaching education program.**
- **Oversee seasonal coaches meetings**
- **Provide technical support to coaches.**
- **Develop written guidelines and oversee a program of player training and development.**
- **Provide training session and assessments for Club teams/players.**
- **Provide technical support for the in-house youth recreational program.**
- **Assist with tournament planning and the operations.**
- **Perform other tasks as directed by the BOD**

This position will be appointed by the Board of Directors and managed by the President or his/her designee. The Director of Coaching shall be a voting member of the Board, unless the Director is a paid employee of the Club. In that case, the Director shall not be granted voting rights.

**2.07 OFFICERS AT LARGE:**

The Board of Directors as required may assign Officers at Large. With the Board's approval, an Officer at Large may hold more than one position, as requested by the Board, and will be a voting member of the Board. Candidates for this position at any election for that office shall have been a voting member of the Club a minimum of one (1) year immediately preceding the assignment.

**2.08 TERM OF OFFICE:**

Officers of the Board of Directors shall be elected by ballot to hold office for the term of two (2) years. The term of office shall begin at the conclusion of the AGM. The President shall have a term of two (2) years. The Director of Coaching shall have a term approved by the Board of Directors. Whenever possible, terms shall be staggered to avoid a mass turnover of leadership resulting from a single election.

**2.09 VACANCY:**

Should any Officer or Director resign or otherwise vacate his or her office during the elected term, the office may be filled for the remainder of the term by election by a majority of the Board of Directors provided that the candidate meets all requirements needed to hold that office.

By a 2/3 majority, the Board of Directors may remove an Officer not performing the duties of the office for which he or she was elected.

An Officer OR Director of the Board shall automatically lose his voting privileges on the Board if he/she misses four consecutive meetings or if he/she accumulates eight absences during a given business year. In such a case, the Board of Directors may consider taking action against the violation of the requirements for attendance by taking a written ballot vote to determine whether the Officer or Director should be removed from the Board of Directors. A record of attendance at meetings shall be maintained by the BOD.

**2.10 ADDITIONAL POWERS:**

In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by Articles of Incorporation or by these Bylaws otherwise prohibited.

**ARTICLE III. MEETINGS**

**3.01 LOCATION OF MEETINGS:**

All meetings of the members shall be at the RSC Clubhouse, or any other location within the service area of the Club, with the date, time and location to be determined by President.

### 3.02 ANNUAL GENERAL MEETINGS:

The Annual General Meeting of the members shall be held in compliance with the River Soccer Club Soccer Club Constitution. The meeting date shall be established by a 2/3 majority vote of the BOD, and all members shall be notified by two of the following means: by a direct mailing, by publication in the Club newsletter or by a notice listed in the Club website, at least thirty (30) days in advance as to the date, time and location of the meeting.

Proposals of business to be submitted at the AGM by a member shall be submitted to the President, in writing, at least seven days before the meeting date.

Nominations of Office shall be from the floor. Any candidate for Office unable to attend the meeting shall state his intention to the Vice-President or President, in writing, at least 24 hours before the AGM.

Elections shall be by ballot for all officers. When there is only one (1) candidate for an Office, a vote must still be taken in accordance with the normal guidelines for electing an officer.

### 3.03 REGULAR MEETINGS OF THE BOARD OF DIRECTORS

Regular meetings of the Board of Directors shall be held on the fourth (4th) Wednesday of each month. The Board of Directors may change the time and date of such monthly meeting by a majority vote of such Directors at any regular monthly meeting of such Board. Notification of the new time and location shall appear in the Minutes of the latest meeting, and be posted on the website, Club calendar or newsletter.

The President or his/her designee shall prepare an agenda for each monthly meeting, and distribute said agenda to the BOD and directors at least 3-days prior to the meeting. All issues to be resolved shall be debated in an informal fashion and finalized by Robert's Rules of Order, current edition.

There may be times when members or non-members of the Club who wish to attend Board meetings will be asked to leave so that internal and private matters may be discussed. This shall be described as an Executive Session, and should be listed on the agenda as such. The option to exclude a member from a Board meeting is solely at the discretion of the Board, as decided by a majority vote.

### 3.04 SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

Special meetings of the Board of Directors may be called by the President (or other Director performing his or her duties), or at the request of three (3) members of the BOD.

Such request shall state in writing the purpose or purposes of the proposed meeting. Notice of special meeting shall be given by the President personally, or by telephone, or in writing. Such notice shall be given no less than five (5) days before the meeting.

The business transacted at a special meeting shall be confined to the purposes stated in the Notice.

### 3.05 QUORUM AT BOARD OF DIRECTORS MEETINGS

In accordance with the Articles of Incorporation, one-half (1/2) of the number of Directors then serving shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. If a quorum is not present at any meeting of the BOD, the Board members entitled to vote thereat shall have power to adjourn the meeting, until the requisite amount of Board members shall be present. At any adjourned meeting at which the requisite number of Board members shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

### 3.06 SPECIAL MEETINGS OF THE MEMBERS

A Special Meeting of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or Vice President-Administration, at the request in writing of a majority of the Board of Directors or at the request in writing of Eight (8) members. Such request shall state the purpose or purposes of the proposed meeting. The business transacted at a Special Meeting shall be confined to the subject stated in the Notice. The Board of Directors shall make all decisions concerning any proposal brought to it at a Special Meeting.

### 3.07 EMERGENCY MEETINGS

An emergency shall be defined as an unusual circumstance or event not covered by the Club policies and requiring immediate attention. Only the President, or in his or her absence, his designated replacement, has the authority to call an emergency meeting.

Notification: All procedures of notification shall be waived and the President, with the help of available Directors shall contact by phone, e-mail or in person, all Directors, if possible, and proceed with the meeting. A quorum must be present to render a decision.

Any decision rendered at such emergency meeting shall be of temporary nature if not presented to and approved by the Board of Directors at its next regular monthly meeting, and shall expire as of the next regular monthly meeting (following the emergency meeting) unless otherwise presented to and approved by the Board.

## ARTICLE IV. COMMITTEES

4.01 Standing Committees may include but shall not be limited to:

- Executive Committee (comprised of the President, Vice-President, Treasurer and Director of Coaching). The primary role of the Executive Committee shall be administrative, employee, financial, risk management, and business development issues and concerns.
- Team Management Committee
- Recreational Program
- Discipline Committee (Misconduct, Policies violations, etc.)
- Tournament Committee
- Facilities/Equipment and/or Construction
- Finance/Treasury Committee

- Fundraising Committee
- Uniform Committee
- Scholarship Committee

Standing Committees once established shall operate in place until dissolved by a 2/3 majority vote of the Board of Directors.

- 4.02. At any regular meeting of the Board of Directors, the Chair of each committee may submit for approval the names of his or her committee members. Each Committee Chair, with the assistance of his or her committee members, shall have the authority to take actions to complete the mission of the Committee and make recommendations to the BOD to establish guidelines or policies for issues being reviewed by the Committee. The BOD may adopt said guidelines or policies by a simple majority vote.
- 4.03 The Board of Directors shall appoint other special committees as may be necessary to assist the BOD in the performance of its duties. Special committees can be assigned to remain in place for a specific term or remain in place pending the completion of its mission. Special committees may be dissolved at anytime by a simple majority vote of the Board of Directors, or automatically dissolve when a set term expires.
- 4.04 All operating policies, procedures, and guidelines must be approved by majority vote by the Board of Directors.

**ARTICLE V. RECORDS AND REPORTS**

- 5.01 The Club shall maintain correct accounts, books, and records. The President, or his/her designee, shall be responsible for the maintenance of the administrative records. The Treasurer shall be responsible for the maintenance of the financial records and have the books available for inspection in accordance with the Bylaws.
- 5.02 The money of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate and shall be drawn out only by a check signed by the Treasurer or the President, or the both of them. All receipts and expenditures shall be presented and approved at the regular monthly meetings. The Board of Directors in compliance with the Articles of Incorporation shall execute contract and indebtedness. No one other than the Board can make binding financial commitments on the Club's behalf, and no one other than the Board has the right to use the River Soccer Club Tax I.D. Number associated with the River Soccer Club, Inc. without the prior written approval of the Board.
- 5.03 AUDIT: The President may appoint an Audit Committee to review the books and records of the Club. In addition, thereto, the Audit Committee shall establish rules, regulations, and procedures, as it deems necessary or proper for the checks and balances relating to the audit of the books and records of the Club.
- 5.04 FISCAL YEAR: The fiscal year of the corporation shall begin January 1<sup>st</sup> of each year.

- 5.05 ANNUAL REPORT: At the Annual General Meeting, the Treasurer shall have available for distribution to the general membership a written financial report of the corporation.

#### **ARTICLE VI. INSURANCE**

The Corporation shall provide an umbrella liability policy covering the Board of Directors, coaches, assistant coaches and referees, or insure that such coverage is provided by other means.

#### **ARTICLE VII. RULES AND REGULATIONS**

- 7.01 By a two thirds (2/3) majority, the Board of Directors shall have the authority to adopt or amend temporary rules and regulations which shall expire at the conclusion of the Annual General Meeting if not adopted by the membership, to become a Standing Rule or Regulation. The Board of Directors as a Temporary Rule or Regulation shall not reinstate any Temporary Rule or Regulation not adopted by the membership.
- 7.02 Standing Rules and Regulations shall have been adopted by the General Membership and shall be subject to amendment by the membership only in the fashion prescribed in the Rules and Regulations.

#### **ARTICLE VIII. AMENDMENTS TO THE BYLAWS**

- 8.01 The Bylaws of the Club may be amended by three fourths (3/4) vote of the membership present at the Annual General Meeting. The method for tallying said vote shall be established by the President at the Meeting prior to bringing any question to a vote, i.e. written ballot or a general show of hands..
- 8.02 Any proposal to amend the Bylaws of the Club may be made by any member of the Club.
- 8.03 Any proposal or motion to amend the Bylaws must be made in writing to the President at least 30-days prior to the AGM and notice of the proposals or motions shall be published in writing or posted on the Club website, to all members at least 14-days in advance of the Annual General Meeting.
- 8.04 Any amendment to these Bylaws adopted at the Annual General Meeting shall become effective at the adjournment of the Annual General Meeting.
- 8.05 Amendments passed at the Annual General Meeting of the current calendar year affecting the following four organizations: River Soccer Club, Delaware Youth Soccer Association, United States Youth Soccer Association, and the United States Soccer Federation, shall, when appropriate, be distributed to the affected members, and shall become effective on the dates established by the respective organizations.

#### **ARTICLE IX. PARLIAMENTARY AUTHORITY**

The Rules contained in the current edition of Robert's Rules of Order shall govern the organization in all cases to which it is applicable.

**ARTICLE X. ADMINISTRATIVE DOCUMENTS**

The President or his designee shall provide all newly elected board members with a copy of the Constitution, Bylaws, and Rules and Regulations.

**ARTICLE XI. RATIFICATION**

The ratification of these Bylaws shall be accomplished by a 2/3 majority vote of the Board of Directors. BOD members voting in the affirmative shall execute the document as noted below.

In Witness whereof, we have hereunto subscribed our names this [date].

- 1. Michael D'Arzo
- 2. Donny Ayth
- 3. Howard Gorkun
- 4. Rebecca Main
- 5. Jeffrey W. Whelan
- 6. Ben R. Dally
- 7. Paul H. Hickey
- 8. \_\_\_\_\_
- 9. \_\_\_\_\_
- 10. \_\_\_\_\_
- 11. \_\_\_\_\_
- 12. \_\_\_\_\_