

# NORTH CLACKAMAS SOCCER CLUB

## BYLAWS

Adopted *Insert Adoption Date*

### Part I – General

#### Bylaw 101. Name

Section 1. This organization shall be known as North Clackamas Soccer Club, hereinafter referred to as NCSC or the “Club.”

Section 2. The Club will register with the Oregon Secretary of State and the Oregon Department of Justice as a Public Benefit nonprofit corporation. The Board and Officers of the corporation will take all steps necessary to maintain its nonprofit status under the laws of the State of Oregon.

Section 3. The Club shall engage in lawful activity, none of which is for profit. The Club will apply to the Internal Revenue Service for recognition as a tax-exempt charitable organization under §501(c)(3) of the Internal Revenue Code. After receiving that designation, the Board and Officers of the corporation will take all steps necessary to maintain its exempt status under the Internal Revenue Code of the United States.

Section 4. The Club serves the general area of the North Clackamas School District, but membership is not limited to within those boundaries.

#### Bylaw 102. Purpose

Section 1. The Club shall develop, promote and administer a youth soccer program for players under 19 years of age, teams, coaches, referees, parents, and administrators residing within the North Clackamas School District area that is consistent with the bylaws, policies and procedures of Oregon Youth Soccer Association (OYSA).

#### Bylaw 103. Memberships in Other Organizations

Section 1. The Club shall be a member of, and comply with the Bylaws and Policies of, Oregon Youth Soccer Association (OYSA). The Club shall also be an affiliate of United States Youth Soccer (USYS), and the United States Soccer Federation (USSF).

Section 2. The Club shall maintain its bylaws and policies in compliance with the bylaws and policies of OYSA, USYS, and the USSF. In the event of any conflict between the bylaws and policies of the Club and the bylaws and policies of the organizations of which it is a member, the provisions of the organizations of which the Club is a member shall take priority.

- A. To the extent permissible under applicable law, the USSF articles of incorporation, bylaws, its binding rules and policies, including interplay, take precedence over and supersede the governing documents and decisions of the Club, and the Club shall abide by the USSF articles of incorporation, its bylaws, and its approved binding rules and policies.
- B. To the extent permitted by governing law, the Club will respect and enforce the statutes, regulations, directives, and decisions of FIFA and CONCACAF.

**Bylaw 104. Authority**

The governing authority of this Club shall be vested in an elected body known as the Board of Directors (Board), which shall manage all Club affairs.

**Bylaw 105. Laws of the Game**

Section 1. FIFA Laws of the Game as modified for youth and small sided games shall apply and be administered by the club and league rules.

Section 2. The Club may only assign referees to officiate U9 games and higher who are USSF Certified Referees.

**Bylaw 106. Fiscal and Seasonal Soccer Year**

Section 1. The Club's financial year shall be from January 1st through December 31st.

Section 2. The seasonal soccer year begins on September 1 of the calendar year and ends on August 31 of the following calendar year.

**Bylaw 107. Rules of Order**

Section 1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall guide the Club in all cases to which they are applicable and in which they are consistent with the Bylaws and any special rules of order the Club may adopt.

**Bylaw 108. Dissolution of Club**

Section 1. Should the Club be dissolved, all monetary and physical assets remaining after payment of all debts shall be turned over to another IRS tax-exempt charitable organization for programs promoting youth soccer in Oregon.

Section 2. Should the club merge with another, all assets shall be transferred to the surviving entity by the end of the fiscal year.

## **Part II – Membership**

### **Bylaw 201. Equal Opportunity**

Section 1. The Club will comply with all applicable state and federal laws governing non-discrimination and will be open to participation by any individual, without discrimination on the basis of race, color, religion, national origin, citizenship, disability, age, sex, sexual orientation, gender identity, or veteran status.

Section 2. The Club does not tolerate any form of physical, emotional, or sexual abuse.

### **Bylaw 202. Participation**

Section 1. Participation is open to any youth soccer players ages 5-19, and to coaches, trainers, managers, administrators and volunteers who are not serving a suspension from participation by OYSA or any organization of which it is a member, any of its member clubs, or by any amateur soccer organization in its territory.

Section 2. **Youth Participants** - Are registered players age 19 and under. They shall submit an application to the Registrar in the format prescribed by the Club. An annual fee established by, and payable to, the Club shall accompany all applications, except for players on scholarships who must still submit an application. Acceptance by the Club shall constitute approval of the application provided space is available on a team for the player.

Section 3. **Adult Participants** - Are registered adults who are officers, directors, employees, coaches, trainers, managers, and other elected or appointed administrators who volunteer or work on behalf of the Club. Acceptance of Adult Participants by the Club shall be subject to approval of the application and verification by OYSA that the person's risk status is "Approved". The Club may refuse an individual who is restricted or suspended from participation by any sports organization.

Section 4. Every player, coach, assistant coach, team manager, programs administrator, club officer, board member, club employee, and volunteer who acts as an official representative of the Club shall be registered with the Club and OYSA, complete all required forms and training, and pay all required fees.

Section 5. Both Youth Participants and Adult Participants shall be subject to OYSA's bylaws and policies as well as the Club's bylaws and policies.

Section 6. All Adult Participants must submit to annual background checks in accordance with OYSA policies.

### **Bylaw 203. Membership**

The members of the club are the persons who are permitted to vote in elections for club officers and other members of the Board of Directors. All members have the rights enumerated in ORS 65.144, as amended by SB 360, 2019, as adopted.

Section 1. **Adult Members** - Are the registered Adult Participants of the Club.

Section 2. **Parent Members** - Are the parents or legal guardians of the Youth Participants.

Section 3. **Voting by Members** - At the Annual General Membership Meeting and any Special General Membership Meetings, all Adult Members and Parent Members shall be eligible to vote on matters that are brought before the meeting, subject to the following limitations:

- A. The President shall chair the meeting and may not vote on any issue before the meeting other than election of officers and directors.
- B. Parent Members are limited to not more than 2 voting persons per family.
- C. Each voting person is limited to one vote; regardless of the number of offices that person may hold.

### **Part III – Organization and Board**

#### **Bylaw 301. Board of Directors**

Section 1. The Board of Directors (Board) shall be the representative governing authority of the Club. The Board will conduct the business of the Club and shall be composed of the elected officers, and other elected directors. The number of directors may be modified from time to time, but the number shall never be fewer than 5. Per OYSA policy, no more than one-third ( $\frac{1}{3}$ ) of the Board shall be club head coaches. Any coach who is paid shall not serve on the Board.

Section 2. The Board shall be composed of the officers and three at large directors specified in Bylaw 302. All elected officers and elected directors are eligible to vote on any matter before the Board.

Section 3. Appointed Board Committee Chairs and Co-Chairs may attend meetings, participate in discussions, and provide advice to the Board but shall not have voting privileges at Board meetings.

Section 4. Board members shall not receive compensation for their Board services but may be reimbursed for the actual out of pocket expenses they incur related to Board or Board Committee service.

Section 5. An individual is not eligible to serve as a member of the Board of Directors if the person has:

- A. Not been approved by OYSA after completing an annual background check or
- B. Served a period of ineligibility for a SafeSport Code violation as defined by the U.S. Center for SafeSport.

## **Bylaw 302. Club Officers and Duties**

### **Section 1. Officers**

The club shall have the following elected officers:

- A. President
- B. Vice-president
- C. Secretary
- D. Treasurer

Section 2. No one person may simultaneously hold more than one of the offices of president, secretary, or treasurer.

### **Section 3. President**

The President shall supervise all activities of the Club and Board. The President shall be the presiding Officer at all Club meetings. The President shall appoint committees and Board Committee Chairs and Co-Chairs as needed or when charged to do so by a majority of the elected officers and shall be an *ex officio* member of all committees. The President shall be the official representative of the Club in all interactions with the public, except when another person has been given that authority by the President with the approval of the Board. The President shall act as the Risk Management Coordinator for the Club.

### **Section 4. Vice President**

The Vice President shall assume the duties of the President in the President's absence and otherwise assist the President as required. The VP shall serve as Club Parliamentarian and be a voting member of the Board.

### **Section 5. Secretary**

The Secretary shall keep and publish an accurate record of all meetings, maintain the files of the Club and be responsible for the preparation of the annual report. The Secretary shall be a voting member of the Board.

### **Section 6. Treasurer**

The Treasurer shall be in charge of the financial affairs and activities of the Club, shall keep an accurate, informative, timely and verifiable record of all monies received and disbursed by the Club, all assets owned or controlled by the Club and all debts owed by the Club. The Treasurer shall maintain a checking account(s) with signature authority vested in no fewer than three (3) Club officers and at least two signatures required on all checks. The Treasurer shall disburse funds for authorized purposes in accordance with authorized procedures, prepare and submit annual financial information to the general membership at the AGM, and shall provide financial statements acceptable to the board at each regular meeting of the Board or as otherwise directed. The Treasurer shall prepare, or cause to be prepared, all documents required to allow the Club to maintain its tax exempt status under the Internal Revenue Code and the laws of the State of Oregon.

### **Section 7. At Large Directors**

At Large Directors are not specifically assigned to a particular officer position. Their responsibilities shall include:

- Attending all Board meetings and voting on all matters before the Board.

- Contributing to the development and implementation of the club's strategic plan.
- Ensuring that the club is in compliance with all applicable laws and regulations.
- Representing the club to the community and other stakeholders.
- Serving on committees and task forces as needed.

In addition to the general responsibilities listed above, At Large Directors may also be assigned specific areas of responsibility by the Board of Directors. For example, an At Large Director may be asked to oversee the club's youth development program or to serve as a liaison to the local parks and recreation department.

#### Section 8. **Attendance**

Upon failure of any Board member to attend three consecutive meetings or four total in one calendar year, the Board may vote to remove the incumbent from the Board and declare the position vacant to be filled in the manner consistent with these bylaws.

### **Bylaw 303. Appointed Board Committee Chairs and Co-Chairs**

Section 1. The Board may appoint Board Committee Chairs and Co-Chairs to manage the programs that the Club provides. Appointed Board Committee Chairs and Co-Chairs shall serve for two seasonal years, starting in the season in which they are appointed, unless another term is set by the Board upon appointment. Appointed Board Committee Chairs and Co-Chairs serve at the pleasure of the Board and may be removed by a majority vote of the Board at any Board meeting. Appointed Board Committee Chairs and Co-Chairs shall attend regular Board meetings, shall advise the Board on all matters pertaining to the programs under their jurisdiction, and may participate in Board discussions. Appointed Board Committee Chairs and Co-Chairs shall not, however, be entitled to vote on issues before the Board and shall not be considered in determining whether a quorum is present for conducting business at a Board meeting.

Section 2. The Board will establish in policy any Board Committee Chairs and Co-Chairs positions and their duties.

### **Bylaw 304. Election of Officers and Directors.**

Section 1. All Board members shall be elected at the AGM.

Section 2. The term of office shall be two years, beginning immediately after the AGM has been adjourned.

- A. The President, Treasurer shall be elected in even numbered years.
- B. The Vice-President, Secretary shall be elected in odd numbered years.
- C. At Large Positions #1 and #3 shall be elected in odd numbered years.
- D. At Large Position #2 shall be elected in even numbered years.

Section 3. No person may serve more than 4 consecutive terms in a single office.

Section 4. A majority of the votes cast in a specific contest shall be required to elect a person to the Board.

- A. If there are more than 2 candidates for a seat on the Board and no candidate receives a majority of the votes cast, the candidate with the fewest votes shall be eliminated and another round of ballots shall be cast.
- B. Voting shall continue until a candidate receives a majority of the votes cast

### **Bylaw 305. Removal of Officers or Directors**

Section 1. A Board member may be suspended or removed from office for failure to meet attendance responsibilities or for otherwise acting in a manner detrimental to the interests of the Club.

- A. Appointed Board Committee Chairs and Co-Chairs may be removed from office by a majority vote of the eligible voting members of the Board at any Board meeting.
- B. Elected members of the Board may be removed for failure to meet attendance responsibilities outlined in Bylaw 302, Section 8, or may be removed from office under this section following a disciplinary hearing held in accordance with the procedures of the applicable OYSA procedural manual and Section 2, Bylaw 305.

Section 2. If the Board receives a complaint regarding the conduct of an elected Officer or other Board member or otherwise becomes aware of allegations of misconduct regarding a Board member,

- A. The President or Vice President shall appoint an impartial committee of fact-finders to review allegations within 15 days.
- B. The committee shall conduct a hearing in accordance with the procedures outlined in the applicable OYSA procedural manual.
- C. The committee will present a report on the findings of the hearing to the Board within 30 days following appointment.
- D. If the committee's report recommends removal from office, the Board shall vote whether to call a special membership meeting to consider removal of the elected director.
- E. If the Board votes to call for a special meeting of the members, the Board shall set the time and place for the meeting and shall direct the Secretary to send notice of the meeting to all eligible voting members of the club.
  - a. The notice shall be sent at least 7 days prior to the date of the scheduled meeting.
  - b. The notice shall state the date, time, and place of the meeting and shall also state that the purpose of the meeting is to consider the removal of the named officer or director from the Board.

- F. The vote of a majority of the eligible voting members present at the special membership meeting shall be sufficient to remove a person from office.

Section 3. If an elected office is made vacant by the removal of a person from the Board in accordance with either Section 1 or Section 2, above, the vacant office shall be filled as described in Bylaw 306.

Section 4. Any Board member who is barred from participation in OYSA or its member clubs due to a risk management decision of the OYSA Risk Management Coordinator shall not participate in any activity on the Board during the period of ineligibility. If the banned individual does not resign, the Board shall either remove the non-elected Board member or shall call for a special meeting of the members to remove the person from office in accordance with Section 2 E and F, above.

### **Bylaw 306. Filling Vacant Offices**

Section 1. If a Board position becomes vacant more than 60 days prior to the next scheduled election for that position, the Board shall by majority vote appoint someone to fill that position until the next Annual General Membership Meeting held as provided in Bylaw 402.

Section 2. When a Board position has become vacant between scheduled elections for that position, the members at the next Annual General Meeting after the vacancy occurs shall elect a person to the position to serve until the next election scheduled for that position in accordance with Bylaw 305, Section 2.

### **Bylaw 307. Committees**

Section 1. The Board may create committees for the purposes established by the Board. The Board shall establish the duration of such ad hoc committees. The Board may adopt policies that specify details of committee formation, staffing, and reporting to the Board.

Section 2. The President shall be an *ex officio* member of all committees established by the Board, although the Board may appoint another person to serve as a Board Committee Chair or Co-Chair (see Bylaw 303).

## **Part IV – Meetings**

### **Bylaw 401. Board of Directors Meetings**

Section 1. Regular Board Meetings shall be held monthly at the time and place designated by the Board. The Board shall publicize to club members the time and location of regular Board meetings.

Section 2. Executive Committee or Special Board Meetings shall be held at a time and place specified by the President, or by a majority vote of the Board or Executive Committee. Special meetings may be called upon 2 days notice to board members.

Section 3. The President shall set the order of business for all Board Meetings.

Section 4. A quorum for conducting business at any Board meeting shall consist of a simple majority of the voting members of the Board, but in no case shall a quorum be fewer than 3 board members. The affirmative vote of a majority of all eligible voting members of the Board shall be required to adopt or amend Club policies.

Section 5. Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a unanimous consent in writing, setting forth the action to be taken or so taken, is signed by all of the Directors.

### **Bylaw 402. General Membership Meeting**

Section 1. The Annual General Membership Meeting (AGM) shall normally be held each December. At this meeting election of officers will occur. Voting shall be by the eligible voters as specified in Bylaw 203, Section 3.

Section 2. Special Membership Meetings may be scheduled or called by a majority vote of the Board.

Section 3. The Board must provide at least 7 days notice to eligible voting members prior to any membership meeting.

Section 4. The Board shall set the order of business for General Membership Meetings. Bylaw revisions shall be submitted to the eligible voting members as provided in Bylaw 801, Section 2.

Section 5. A quorum for action at a membership meeting shall consist of the eligible voting members present at the meeting. A majority vote of those eligible members present at any membership meeting shall be required for approval of any issue brought to a vote at such meeting

## **Part V - Administration**

### **Bylaw 501. Policies**

Section 1. The Board may adopt policies to govern the operations of the Club at any Board meeting. A majority of all eligible voting members of the Board is required to adopt, repeal, or amend a policy.

Section 2. Once adopted, a policy will govern the operations of the Club until amended or repealed.

Section 3. The Board shall make appropriate provisions to inform its members of Club policies.

#### **Bylaw 502. Financial Policies**

Section 1. The Board shall adopt financial control policies that provide details for the handling of the club's financial affairs. Such policies shall be reviewed annually and modified as required by the club's auditors.

Section 2. The Board shall establish a budget for each year prior to the beginning of the new fiscal year.

Section 3. The Board shall cause tax reports to be prepared and submitted to the IRS in accordance with IRS rules for non-profit and tax exempt organizations.

### **Part VI – Grievance, Protest, and Appeals**

#### **Bylaw 601. Complaints**

Section 1. The Club and its Board of Directors shall follow procedures for handling complaints in accordance with the principles of due process.

Section 2. Submission of a complaint shall be in writing and shall indicate the specific charges or alleged violation, and resolution desired.

Section 3. All club procedures shall comply with Oregon Youth Soccer Association policies and procedural manuals.

Section 4. The Board shall adopt policies that specify any additional procedures not provided in applicable OYSA manuals, including any fees that will apply to initiating claims with the Club.

#### **Bylaw 602. Hearing Procedures**

Section 1. Hearings will be conducted under the rules of the applicable OYSA procedural manual.

Section 2. The Board will adopt policies as needed to supplement applicable OYSA manuals.

Section 3. Grievances will be heard by the Board as scheduled by the President. The Board will set procedures for conducting the hearing based upon the nature of the issues presented in the Grievance.

#### **Bylaw 603. Hearing Procedures - Sponsored Competition**

Section 1. The Board shall approve Rules of Competition for any tournaments or leagues sponsored by the Club.

Section 2. Copies of the Rules will be distributed to participating teams upon registering for the event.

Section 3. The event director (or designee) will hear any protests or complaints arising from the sponsored event in accordance with the Rules. The Rules will provide for a final decision on any complaint or protest before the next scheduled match of the affected parties.

Section 4. The decision of the event director shall be final and shall be verified in writing and retained in the club records.

Section 5. Complaints of referee abuse or assault will be promptly forwarded to Oregon Youth Soccer Association.

Section 6. The event director shall submit a complaint to the Club regarding the conduct of any Club member participating in the event if the event director believes that the conduct that is the basis of the complaint merits disciplinary action greater than a ban from participation in the current event session. Referrals from the event director will be handled as a misconduct complaint in the manner specified in the applicable OYSA manual.

#### **Bylaw 604. Appeals Process**

Section 1. Appeals of the results from any hearing conducted by the Club must be submitted to Oregon Youth Soccer Association as required by the applicable OYSA procedural manual. There shall be no appeals of Club hearing decisions heard by the Club.

Section 2. The decisions or sanctions imposed shall remain in effect until the time limit of the sanction has expired, or the decision is overturned by an appeal.

#### **Bylaw 605. Exhaustion of Remedies**

Section 1. No member or participant of the Club, be it an official, league, team, player, coach, administrator, or referee may invoke the aid of the courts in the United States, or of a state, without first exhausting all available remedies within the Club and organizations of which the Club is a member.

Section 2. For violation of this bylaw, the offending party shall be subject to suspension and fines, and shall be liable to the Club for all expenses incurred by the Club and its officers and members of the Board of Directors in defending each court action, including the following:

- (A) Court costs
- (B) Attorney's Fees
- (C) Reasonable compensation for time spent by Club officials and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances
- (D) Travel expenses
- (E) Expenses for holding special Club meetings necessitated by court action

## **Part VII - Risk Management**

### **Bylaw 701. Risk Management Policy**

Section 1. The Club will comply with the provisions of the OYSA Risk Management Policy and the OYSA Risk Management Manual.

Section 2. The President shall be the Club's Risk Management Coordinator.

Section 3. The President shall have authority to enter into a Conditional Approval Agreement with the OYSA Risk Management Coordinator only upon approval of the Board.

Section 4. The President will consult with the OYSA Risk Management Coordinator regarding any concerns about the criminal history of any person who is, or has applied to become, a registered Adult Participant in the Club.

Section 5. The President shall promptly notify the OYSA Risk Management Coordinator upon learning that any Adult Participant in the club has been formally charged with, or has been convicted of, a crime.

Section 6. The Board will adopt policies that follow the USSF Safe Sport Framework, USSF Policy 212-3, and OYSA Policies 801-4 through 801-8.

Section 7. The Board may adopt a risk management policy that provides guidance to the club regarding the suitability of accepting a person to be a club Administrator. Any such policy shall not allow acceptance of a person who is disqualified by OYSA, but it may provide for the disqualification of a person who has been Approved by OYSA.

Section 8. The Board recognizes that the SafeSport Code published by the U.S. Center for SafeSport on April 15, 2019, and as it may be amended in the future, is binding on the Club. The Club will comply with all applicable provisions of the Code.

Section 9. The Club will recognize, and enforce, the disciplinary actions of SafeSport, USSF and other organizational members of the Federation that have been included in a Disciplinary Action Report.

## **Part VIII – Amendments**

### **Bylaw 801. Bylaw Changes and Amendments**

Section 1. Changes or amendments to these bylaws may be adopted at any General Membership Meeting upon two-thirds (2/3) majority vote of the accredited voting members present. Each eligible person may only cast one vote, regardless of the number of offices held.

Section 2. A proposed change or amendment must be submitted in writing to the President or Secretary of the Club not later than thirty (30) days before the General Membership Meeting.

Such changes shall be transmitted to Board Members and eligible voting members of the Club not later than fifteen (15) days prior to said meeting.

**Bylaw 802. Provisional Bylaw Changes**

Section 1. The Board, by a two-thirds (2/3) majority vote, may create temporary bylaw changes for governing specific cases or occasions not provided for in the Bylaws, but which may be necessary for the Club to meet required objectives. Provisional changes so adopted will be submitted to the membership in accordance with Bylaw 801 as a proposed Bylaw amendment at the next General Membership Meeting.

**Bylaw 803. Severability and Precedence**

Section 1. Any section of these bylaws considered to be in violation of applicable laws shall not affect the remaining sections that are in compliance with those laws.

Section 2. The bylaws and policies of the organizations of which the Club is a member shall take precedence over these bylaws. The Board shall submit an amendment to these Club bylaws at the Club's next General Membership Meeting to eliminate the cause of any conflict.