

BYLAWS
ARTICLE I
INTRODUCTION

1.1 Adoption of Bylaws. The Board of Directors (BOD) initially adopted these Bylaws on January 16, 2007.

1.2 Purposes. This corporation will have the purposes stated in its Articles of Incorporation, as they now exist or are later amended by two-thirds vote of the BOD.

ARTICLE II
NOT FOR PROFIT

2.1 Nonprofit Operations. The corporation is a Florida not-for-profit corporation. No dividend will be paid, and no part of the income or assets of this corporation will be distributed, to its directors or officers. However, the corporation may contract in due course of business with its officers or directors for services rendered to the extent permissible under the Articles of Incorporation, under law, and under §501(c)(3) of the IRS code.

2.2 No Stock. The corporation shall not issue shares of stock.

2.3 No Loans to Directors or Officers. This corporation will loan no money to any of its directors or officers.

2.4 No Vested Rights. No director or officer of this corporation has any vested right, interest, or privilege of, in, or to the rights, property, assets, functions, or affairs of the corporation.

ARTICLE III
MEMBERSHIP

3.1 Members. The corporation shall have two classes of membership, voting and nonvoting. Voting members in the RYSC shall be defined as coaches, volunteers, and players properly registered with FYSA; each player shall be represented by one of said player's parent(s)/guardian if player is under eighteen years of age. Nonvoting members shall include club employees, club sponsors and other allied individuals with an interest in furthering the club's objectives.

3.2 Voting Rights. Member voting rights shall only be granted when all team dues, fees, and/or assessments have been paid in full. All members may vote in the Annual General Meeting (AGM), but only BOD members may vote in the monthly meetings. (See Article 6.2 of Bylaws)

3.3 Representation. All members may attend and speak at any meeting of the BOD however only members of the Board are permitted to vote (see Article 6.2 of Bylaws).

3.4 Conduct. All members shall abide by the Club's Articles of Incorporation, Bylaws, and Rules & Regulations as set forth by the Board of Directors, and all applicable rules and regulations as may be required by affiliated sanctioning bodies (e.g., FYSA).

ARTICLE IV AFFILIATION.

4.1 State and National. The Club shall be affiliated with the Florida Youth Soccer Association (FYSA). The Board of Directors will review the Club's affiliation yearly at the Annual General Meeting (AGM) and, if necessary, amend this requirement.

4.2 Primary League. The club will vote on primary league affiliations yearly. A primary league shall be defined as having participation of not less than three (3) club teams. Individual teams are not required to participate in primary league play.

ARTICLE V GOVERNMENT OF THE CLUB

5.1 Governance. The Club shall be governed by its Articles of Incorporation, Bylaws, Rules & Regulations, and Board ratified documents except when these provisions are superseded by the governing authority of the affiliated sanctioning bodies (e.g., FYSA). Should there arise a conflict among any part of the Club's governance the Articles of Incorporation shall have precedence above all others, thence the Bylaws, thence the Rules & Regulations. And thence Board ratified documents.

5.2 Directors Authority. The Board of Directors, whose powers shall be delegated by the Articles of Incorporation and Bylaws, shall be the governing body of the Club.

The Board of Directors shall have the responsibility and authority to:

- a. Interpret and enforce the RYSC Articles of Incorporation, Bylaws, and Rules & Regulations and other Board ratified documents.
- b. Approve and/or suspend teams, club members, coaches and referees.
- c. Budget for and administer the funds of the Club.
- d. Approve primary league affiliation(s) for each year.
- e. Review and authorize the operation of any tournament to be sponsored, operated, or Sanctioned by the Club.
- f. Amend the Articles of Incorporation, Bylaws, and Rules & Regulations and club documents by established procedures.

5.3 Conflicts of Interest. Allegations of conflict of interest involving a member of the club shall be presented to the BOD in writing. The BOD shall review the facts as disclosed to them, and shall vote on whether or not such individual has a financial or special interest with respect to the alleged conflict. Upon affirming by a majority vote that a conflict of interest exist, the BOD may replace said individual or take other action it deems appropriate.

ARTICLE VI MEETINGS

6.1. Regular Meetings. The Board of Directors meetings shall meet every 2nd Wednesday of every month 6:30-8 p.m., and the agenda for the meeting shall be as outlined below unless stated otherwise (e.g., the month of May in which the AGM is held).

1. Call to Order
2. Roll Call with Guests
3. Read Previous Minutes/Acceptance
4. Officers' Reports (Treasurer, Dir. of Competition, Registrar)
5. Standing Committees' Reports (FOB, Coaching with E&D, SF&E, PF)
6. Old Business
7. New Business
8. Adjourn

6.2 Voting Members. In all voting matters pertaining to the operation of the Club, each member of the Board of Directors, with the exception of the President, shall have one (1) vote. Under no circumstance will a voting member have more than one (1) vote. The President, at his/her discretion, may only cast a vote to resolve a tie.

6.3 Voting Procedures. Votes may be cast in any one of the following methods. Votes cast by one process may not be duplicated or reversed in any other process.

1. In person,
2. An alternate authorized by the Team Representative, defined as a team member that registers with the club's secretary prior to the start of the meeting, or
3. By written proxy presented to the club's secretary prior to the start of the meeting.

6.4 Majority. Approval of any motion requires a simple majority of the voters present at a meeting, provided a Quorum exists (see Article 6.6 of the Bylaws).

6.5 Bound. All teams, players, coaches, referees, and league officials are bound by the vote and no vote is subject to later review or reversal unless motion to reconsider passes by 2/3 vote of the body that originally voted on the motion.

6.6 Quorum. A majority of the BOD then serving shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the BOD, unless a greater number is required by law, by the provisions of the Articles of Incorporation or by these Bylaws.

6.7 Special Meetings. Any Board Member, with sufficient notice of no less than three (3) days, may call special meetings.

6.8 Action by Directors Without a Meeting. Action required by emergency situations may be conducted via electronic mail without a formal meeting provided all members of the BOD are notified and a majority of the eligible votes on the BOD approve of the action. The action will subsequently be evidenced by written consent describing the action taken and signed by each member of the BOD. Any such written consent shall be filed with or

entered on the records of the RYSC. Emergency situations may be introduced by the Club President or alternatively by three sponsoring members from the BOD. Club members may ask any BOD to sponsor an emergency action.

6.9 Rules of Order. Robert's Rules of Order shall be the parliamentary authority for all meetings of this Club unless otherwise agreed to in advance by all participants.

ARTICLE VII

AMENDING THE ARTICLES OF INCORPORATION AND BYLAWS

7.1. Amendments. An amendment shall be deemed adopted by an affirmative vote of a required two-thirds (2/3) majority of the eligible votes of the BOD, not a 2/3 majority of the quorum at any BOD meeting.

7.2 Submission. Proposals to revise or amend the Articles of Incorporation or Bylaws shall be submitted in writing to the Secretary at least thirty (30) days in advance of the BOD monthly meeting. The Secretary shall send copies of all proposals to the Board of Directors at least twenty (20) days before the monthly BOD meeting.

ARTICLE VIII

THE BOARD OF DIRECTORS & OFFICERS

8.1 Board of Directors. The President, Vice President, Secretary, Treasurer, Club Registrar, Director of Coaching, Referee Assignor, Director of Fundraising, Field Coordinator, and all age level coordinators shall constitute the Board of Directors.

8.2 Officers. Officers shall be the President, Vice President, Secretary, Treasurer, and Registrar.

8.3 Election. The BOD shall be elected at the AGM in accordance with the staggered even/odd year designation described in Article 8.4 of these Bylaws. Members are asked to submit or affirm their nomination for an Officer position 2 weeks prior to the AGM to the club secretary; the slate of nominees will be presented at the AGM for a vote.

8.4 Term. Unless removed or replaced, all elected Officers shall hold office for a period of two years, commencing July 1 and terminating at the end of the seasonal year June 30. The President, Secretary, and Registrar shall be elected on an even year cycle (e.g. 2008, 2010...). The Vice President, and Treasurer shall be elected on an odd year cycle (2007, 2009...).

8.5 Resignations. Board members shall give two (2) weeks written notice in the event of Resignation.

8.6 Removal of Officers. Any officer elected or appointed to office may be removed by an affirmative vote of at least two-thirds of all eligible directors (not quorum) at a duly called meeting, whenever in their judgment the best interests of the corporation will be served.

8.7 Other members of the BOD shall consist of the Director of Coaching, the Director of Fundraising, Referee Assignor, the Fields Coordinator, and all age level coordinators. These positions shall be elected at the AGM in the even odd year cycle (2007, 2009,...) and shall serve 2 year terms.

8.8 Vacancies. Vacancies occurring within the Board Officers shall be filled at the discretion of the majority vote of the remaining members of the BOD. The replacement officer or director, upon his or her election by the BOD, will immediately assume that vacancy until the end of the position's term.

8.9 Duties and Responsibilities.

The Board of Directors shall be elected to three (3) terms and it is recommended that they serve no more than three (3) consecutive terms. However if the AGM approves by majority vote a third, fourth, or fifth term the official may run for election.

- A. **PRESIDENT:** Shall conduct all of the meetings of the Board of Directors and the AGM. The President shall be the chief executive officer of the Club and shall be responsible for the operation of the Club. The President shall be an ex-officio (non voting) member of all committees. The President shall appoint committee chairmen from the slate of committee members elected by the Board. The President shall appoint all other committees as may be needed from time to time. The President shall conduct monthly BOD meetings and give a State of the Club Report at the AGM. The President will not have a vote in Board of Directors or Committee decisions, except in a tie-breaking capacity.
- B. **VICE PRESIDENT:** Shall perform all duties and exercise all powers of the president when the president is unable to act. The Vice-President will perform any other duties as may be prescribed from time to time by the BOD. The Vice-President shall have his/her signature on file at the bank as an alternate signee for the Club banking account.
- C. **SECRETARY:** Shall maintain accurate records of BOD meetings (minute books), handle all correspondence, provide notice of monthly meetings, and maintain the files of the Club, as required. The Secretary shall keep a record of all members of the Board of Directors, including the Team Representatives. The Secretary shall be responsible, along with the President and Treasurer to file all Corporation, Federal and State Forms as required. The Secretary position may not be combined with any other Board of Directors position, with the exception of Treasurer or Team Representative.
- D. **TREASURER:** Shall maintain records and receipts of all moneys to be deposited in a bank in the name of the Club, receipts of all bills paid with cash, and shall assure that all accounts are paid by check and bear the signature of the Treasurer. The Treasurer shall produce all financial records when required by the BOD and submit, in writing, a financial report at all monthly board meetings. The Treasurer shall be

responsible, along with the President and Secretary to file all Corporation, Federal and State Forms as required. The Treasurer shall develop and present an annual budget, with the assistance of the Financial Operations and Budget (FOB) committee, to the BOD in August for approval during the September BOD meeting. The Treasurer shall be chairman of the FOB committee. The Treasurer shall have his/her signature on file at the bank as the primary signee for the Club banking account. The Treasurer position may not be combined with any other Board of Directors position, with the exception of Secretary or Team Representative.

- E. REGISTRAR: Shall be responsible for the registration of all players, volunteers, coaches, and verify team numbers or designations within the Club. The Club Registrar shall keep a complete list of all teams, players, volunteers, and coaches. Shall update the membership of changes to teams during the monthly BODs. The Club Registrar must review all registrations and coordinate fee payments with the treasurer before submission to the ADC/DC or FYSA. The Club Registrar is not responsible to review team entry forms for any tournaments, including Region Cup and State Cup. The Club Registrar may appoint up to three (3) assistants to aid in said duties.
- F. DIRECTOR OF COACHING: Shall be responsible for all coaching related issues with the RYSC including being the chair of COACHING, ETHICS AND DISCIPLINE (CE&D) COMMITTEE.
- G. FIELDS COORDINATOR: Shall be responsible for all issues related to the fields used by the RYSC including the assigning of fields, and the maintenance of the fields. The FIELDS COORDINATOR shall also chair the SAFETY, FIELDS, EQUIPMENT (SF&E) COMMITTEE.
- H. DIRECTOR OF FUNDRAISING AND PUBLICITY: Shall represent the RYSC to the community including the securing sponsorships of teams, fields, and events. The Director shall also be responsible for the chair of the FUNDRAISING AND PUBLICITY (F&P) COMMITTEE.
- I. AGE LEVEL COORDINATORS: Each age level for the RYSC shall have a coordinator who oversees the teams, sponsors, and activities for the level. They shall be a liaison between the BOD and the Teams in their respective age levels.
- J. REFEREE ASSIGNOR: Shall be responsible for all issues related to the referees including: recruiting, training, assigning, and compensation. Shall keep an updated list of referees that are approved by the club and shall use the referees to make sure all games are covered. In the event there are not enough referees U6 games may not have refs.

ARTICLE IX FISCAL MATTERS

9.1 Fiscal year. For purposes of administration the fiscal/seasonal year for RYSC operations and activities shall commence on August 1 and end on July 31, annually.

9.2 Fiscal Oversight. The Financial Operations and Budget (FOB) committee shall provide oversight of all club related fiscal issues (see Article XI).

9.3 Fiscal Budget. An annual club budget will be developed and presented to the BOD, by the FOBC committee, for approval during the August BOD meeting. A schedule of fees, dues and fines shall also be proposed for Board approval.

9.4 Club Expenditures. A BOD approval will be required for all expenditures in excess of \$200.00 that does not appear in the August approved annual budget.

9.5 Bids. Proposed expenditures exceeding \$2000 annually shall require the following materials, compiled by the FOB committee: (i) a description of scope of work, (ii) list of identified bidders and their responses (if any), and (iii) a proposed contract or agreement for completing said work.

ARTICLE X COMMITTEES

10.1 Authorized Committees. The club shall have the following Standing Committees to assist in operation of the club: Financial Operations and Budget (FOB); Coaching, Ethics and Discipline (CE&D); Safety, Fields and Equipment (SF&E); Publicity and Fundraising (PF). Committee actions are subject to ratification of the BOD, unless stated otherwise.

10.2 Appointment. Unless otherwise explicitly stated, the BOD shall appoint all committees by simple majority vote and the Club President shall appoint the committee chairman from the slate of elected committee members.

10.3 Term. Committee members shall serve for the Club fiscal year (August 1 to July 31) unless removed by 2/3 vote of the BOD or resignation.

10.4 Vacancies. The BOD shall appoint substitute committee member(s).

10.5 Ad Hoc Committees. The Club President may, from time to time, appoint additional committees to aid in the operation of the club.

10.6 Authority. No committee will have the authority of the BOD or club officers in reference to affecting any of the following:

- a. Filling of vacancies in the board of directors or other committees.
- b. Adoption, amendment or repeal of the Bylaws.
- c. Adoption, amendment or repeal of any resolution of the Board of Directors
- d. Action on matters committed by the Bylaws or resolution of the Board of Directors to

another committee.

ARTICLE XI

FINANCIAL OPERATIONS AND BUDGET (FOB) COMMITTEE

11.1 Members. The BOD shall appoint 2 members to the FOB committee. The Club Treasurer shall be the third member and shall serve as chair of the committee.

11.2 Duties. The FOB committee shall develop and present an annual club budget to the BOD for approval during the August BOD meeting. A schedule of fees, dues, and fines shall also be proposed for BOD approval. The FOB committee shall provide the following items for proposed expenditures exceeding \$200 annually: (i) a description of scope of work, (ii) list of identified bidders and their responses (if any), and (iii) a proposed contract or agreement for completing said work. The FOB committee shall develop and present for adoption by the BOD a budget template for required team quarterly financial statements.

ARTICLE XII

COACHING, ETHICS AND DISCIPLINE COMMITTEE

12.1 Members. The BOD shall appoint a Coaching Committee no later than August 31st of each year. The Director of Coaching and Referee Assignor shall be an ex-officio (non-voting except in tiebreak scenarios) member of the committee, and at least two (2) other committee members shall be active club coaches.

12.2 Duties. The Coaching Committee shall:

- a. Review, screen and evaluate each prospective Head Coach's qualifications and may request an interview with the prospective Head Coach. The committee will make a recommendation to the Board of Directors to accept, or offer an alternative assignment, or reject such coach for a position in the Club (see Article 16.2). Selection of Head Coaches shall occur at a minimum of 7 days prior to the August Tryout Combine.
- b. Serve as the point of contact for issues related to concerns, conflicts and/or reassignments, disputes or disciplinary actions involving any coaches. Any coach ejection from an event shall be reviewed by the full Coaching committee within one week of receipt of an official report. The committee will recommend appropriate disciplinary actions in accordance with the rules and regulations of FYSA, RYSC, and other sanctioning bodies (e.g., FHSAA).
- c. Review, and as needed, submit changes to the BOD for approval of RYSC club coaching policies, evaluation forms (i.e., player, coach, and tryout), or other documents under their supervision.
- d. The committee will investigate alleged episodes of misconduct by club members. The committee shall have the necessary authority to conduct hearings, gather information, and impose and/or administer penalties in accordance with existing guidelines from RYSC and/or FYSA without ratification of the BOD.
- e. Timely Disposition. The Committee will attempt expeditiously investigate the alleged episodes of misconduct and will attempt to meet within 5 days of notification of a concerning event. The involved parties will be notified and will be given the opportunity

to present themselves before the Committee.

f. Cards. Alleged incidences of misconduct, such as violent conduct, multiple game suspensions, or repeated accumulation of cards, will be referred to the C,E&D committee for investigation and possible additional disciplinary actions.

g. Penalties. The E&D Committee shall have the authority to reprimand, suspend, dismiss, fine or otherwise discipline, any player, parent or other club member (except Coaches, see 13.6) for violations of the rules of the Club and its affiliations (e.g., FYSA, USSF). All Committee hearings and rulings must follow outlined procedures and all involved parties will receive their full due process. Sanctions may be appealed to the BOD

h. Coaches Misconduct. Allegations of coaching misconduct shall be heard and ruled upon by the Coaching Committee. However, the affected party may appeal rulings of the C, E&D to the Board of Directors.

i. Litigation. The BOD and club members shall seek remedies other than litigation to resolve conflicts, including arbitration or sanctioning body intervention.

ARTICLE XIV

SAFETY, FIELDS, EQUIPMENT (SF&E) COMMITTEE

14.1 Members. The BOD shall appoint a Safety, Field and Equipment (SF&E) committee. It is recommended that at least one (1) member be a health care professional.

14.2 Safety Duties. The SF&E committee shall develop and maintain a BOD ratified Club Safety Policies Handbook. They shall receive and evaluate reported injuries to club members and our guests. They shall present recommendations or action items to the BOD as deemed necessary to ensure the safety of all participants. The committee shall be responsible for communicating good safety and health practices to the club through periodic newsletters, and by facilitating safety and health education seminars or workshops, such as, First Aid, CPR or other course offerings. The SF&E committee shall also be responsible for providing and facilitating first aid services at major club hosted events such as tournaments, camps, and Tryout Combines.

14.3 Field & Equipment Duties. The SF&E committee shall develop policies and procedures, for ratification by the BOD, to ensure club venues are safe, playable and maintained to a degree required for competitive soccer activities. They shall assist to investigate and resolve issues surrounding field and equipment usage and conditions at venues utilized by the club. They shall interface with other soccer organizations and local government authorities to plan and resolve issues of joint field usage and maintenance requirements. They shall provide recommendations to the BOD, as deemed necessary, for improvement, maintenance, and modification to club equipment and fields at club practice and game venues.

ARTICLE XV

PUBLICITY AND FUNDRAISING

15.1 Members. The BOD shall appoint a Publicity and Fundraising Committee.

15.2 Duties. The committee shall develop publicity and fundraising plans for the club

detailing identified outlets for enhanced public exposure and fundraising projects to be undertaken by the club. The committee will develop five year and ten-year club planning documents to guide and focus the club's goals and objectives.

ARTICLE XVI

COACHES

16.1 Selection. The club shall be responsible for the selection of Head Coaches for all teams. The Assistant Coach may be assigned by the club, or selected by the Head Coach. If selected by the Head Coach the club must approve the Assistant.

16.2 Recruitment: Head Coaches are to be selected to by the club. A process is to be developed by the CE&D Committee and approved by the BOD.

16.3 Applicants. Any individual regardless of sex, race or religion may apply to be Head Coach of a team. In the event of a conflict, the Coaching Committee may reassign the coach to another team.

16.4 Team Information. All Head Coaches are required to clearly articulate team and Club policies and procedures to all players and their parents. This includes but is not limited to: contact information, game and practice schedule, and all league material.

16.5 Passes. Per FYSA rules, all head coaches, assistants, and team volunteers shall possess an FYSA pass, and are subject to background checks.

16.6 Responsibilities. Head coaches shall be responsible for all aspects of the team management abiding by club rules and regulations.

16.7 Removal. Upon the recommendation from the CE&D Committee the Board of Directors upon a two-thirds (2/3) majority vote of the Board may remove a Head Coach and/or an Assistant Coach and such removal shall be immediate unless a date is stated. Any Head Coach or Assistant Coach whose public or private actions do not reflect the best interest of the Club as determined in the sole discretion of the Board of Directors shall be removed. Removal shall be at the unfettered discretion of the Board of Directors.

16.8 Resignation. A Head Coach shall give a minimum of two (2) weeks written notice in the event of resignation. Upon resignation the CE&D Committee will provide a new coach for the team.

ARTICLE XVII

TEAM REQUIREMENTS

17.1 Player Assessments will be held before any players may be registered to a team for U-10 and above. The Club shall host an assessment in August where all teams shall be represented. Selection information shall be distributed to players and their parents during tryouts.

17.2 Player Selection. The Selection of a player to the team is based partially upon evaluation by coaches at the player assessment but is ultimately the decision of the coaching staff of the team to which the player is selected and the club registrar. The selection will be made by draft selections for U-10 and up. The Club Registrar will assign the players to the U8 and U6 teams.

17.3 Rosters. No more than eight players (8) in U6, nine (9) in U8, twelve (12) U10, fourteen (14) in U12, eighteen (18) for U14 and twenty-one (21) for U18 shall be assigned to one team. In the case of more players being available, a second team shall be formed, provided there is a minimum number of players available for the second team's roster and so on. The Club Registrar shall be responsible for keeping track of the number of players to be assigned to teams.

17.4 Player Movements. Players selected are expected to commit for an entire seasonal year. Players may only be dropped from an active roster if they meet the requirements and complete the FYSA Change of Status Form (COS). The Club's Registrar must process the player/roster movement, and all FYSA COS regulations must be followed.

ARTICLE XVIII

ANNUAL GENERAL MEETING

18.1 Date. The Annual General Meeting (AGM) shall occur on the third Saturday of May and the agenda for the AGM shall be as outlined below unless stated otherwise.

1. Call to order
2. Roll call
3. Club Recognition Awards (Outstanding Achievements in soccer)
4. State of the Club Report
5. Review proposed revisions to the Articles of Incorporation, Bylaws, and Rules & Regulation.
6. Election of Officers for the next seasonal year (President, VP, Director of Competition, Secretary, Treasurer, and Registrar)
7. New Business
8. Open Comments
9. Adjournment

State of the Club Report. The President shall present the State of the Club Report, which is a summary of the current year's activities. The Report shall include input from the Club Officers. Club Officers shall submit their reports to the President by the end of the

June BOD meeting.

Awards. An ad hoc committee, appointed by the President, shall choose outstanding individual and team achievements for recognition at the AGM.

ARTICLE IXX

DISSOLUTION OF ASSETS.

19.1 Dissolution. Should the Ridge Youth Soccer Club be dissolved, all assets remaining after payment of all debts shall be transferred to a non-profit organization with similar interests in youth soccer.

ADAPTATION AND AMENDMENTS OF BYLAWS

These Bylaws were initially adopted by the Board of Directors (BOD) on sixteenth day of January in the year 2007.

President

Vice President

Treasurer

Secretary

Registrar