

**HAVERFORD SOCCER CLUB  
BYLAWS**

**1:01 NAME**

*1:01:01* This Corporation is incorporated under the name Havertown Soccer Association Inc., and shall be known generally by its registered fictitious name, "Haverford Soccer Club," also referred to as "HSC". The Board of Directors may change the name of the Corporation or adopt such other fictitious names as it may determine and shall notify the Members (as defined in Article 1:07 below) of any change in the name of the Corporation.

**1:02 TERRITORY**

*1:02:01* The territory of HSC shall be the Township of Haverford, Delaware County, Pennsylvania (the "*Territory*").

**1:03 PURPOSE**

*1:03:01* The purpose of HSC shall be to develop, promote and administer the game of soccer among boys and girls under nineteen (19) years of age within the Territory of HSC for all skill and competitive levels of soccer as well as those boys and girls who choose to participate in HSC programs but live outside of the territory. [*Amended April 28, 2011*]

*1:03:02* The purpose of all HSC members shall be to educate, regardless of race, creed and/or ability, youth (under nineteen (19) years of age) in mental and physical fitness, develop pride and community spirit, and teach sportsmanship.

**1:04 COLORS**

*1:04:01* The representative colors of HSC shall be red and black.

**1:05 AFFILIATION**

*1:05:01* HSC is affiliated with the Eastern Pennsylvania Youth Soccer Association, Inc. (EPYSA), the United States Youth Soccer Association (USYSA), and the United States Soccer Federation (USSF) and shall abide by the Constitutions, Bylaws and rules and regulations of these organizations.

**1:06 AUTHORITIES**

1:06:01 This Corporation shall be governed by its Articles of Incorporation (referred to hereinafter as “Articles”), Bylaws and any Rules and Regulations adopted by the Board of Directors, except when these are superseded by EPYSA, USYSA, and/or USSF.

1:06:02 The business and affairs of the Corporation shall be managed by its Board of Directors.

1:06:03 The Board of Directors shall, up until the 2009 election, consist of fifteen (15) voting members and shall include the Corporation’s President, Vice President of Administration, Vice President of Coaching and Training, Vice President of Travel Soccer, Vice President of Intramural Soccer, Secretary and Treasurer. Beginning with the 2009 election, the club shall begin the process of reducing the Board’s size to nine (9) voting members by reducing the number of director positions up for election each year from five (5) to three (3) over the course of the years 2009, 2010 until the permanent size of the Board is nine (9) directors.[Amended October 16, 2008]

## **1:07 MEMBERSHIP**

1:07:01 Regular Membership in this Corporation shall be open to any family or single person that has a family member that is a participant in HSC’s programs as of the date of the AGM. Each such family or single person is referred to herein as a “Regular Member.” No family shall have more than one membership. A family, for the purpose of these Bylaws, is defined as related individuals living at the same address. Membership is not transferable and/or may not be assigned. [Amended April 28, 2011]

1:07:02 Special Membership shall be granted to a legal guardian of a currently registered player, all coaches, and licensed referees residing in the Territory. Other individuals who do not have children in the program, but wish to affiliate with the Corporation, may be granted special membership, after making application to the Board, according to criteria established by the Board. A Special Membership shall be granted to Alumni parents, who are continuing to affiliate with HSC, with uninterrupted service. Each person holding a special membership is referred to herein as a “Special Member.” Regular Members and Special Members are sometimes referred to herein collectively as “Members.” [Amended November 8, 2007]

1:07:03 All Player Participants in HSC will submit yearly the appropriate fee(s) and properly completed registration form(s). All Player Participants shall submit upon registration a copy of their birth certificate, or another form of proof of age that is acceptable to EPYSA.

1:07:04 All member teams, their players, coaches, parents, and referees, shall abide by the Articles, Bylaws, Rules and Regulations of HSC and all applicable rules and regulations of the associations with which HSC is affiliated.

*1:07:05* All Members will be expected to actively support and participate fully in the work of HSC.

*1:07:06* The Board of Directors may, from time to time, establish the procedures, rules and fees required for Player Participants and Membership.

*1:07:07* Membership shall be good for one year.

*1:07:08* Membership shall be terminated on resignation, death, or moving out of the geographic area served by HSC. Return of membership fees will be determined by policy adopted by the Board of Directors.

## **1:08 ANNUAL AND GENERAL MEETINGS**

*1:08:01* The Annual General Meeting (hereafter AGM) of the Corporation shall be held on a date specified by resolution of the Board of Directors during the month of March or April each year. The AGM ordinarily will be held during the third week of March (preferably on Thursday) each year. The place and time shall be designated by the Board of Directors. The location must be within the Township limits of Haverford. If the AGM is not called by the Board of Directors on or before April 30th of any year, then any Member may call such meeting at any time thereafter. The order of business at the AGM shall include the following:

- A. Call to order by the President.
- B. Acceptance of Minutes of the previous AGM.
- C. Old Business.
- D. Proposals for change(s) of Constitution and Bylaws.
- E. Introduction and election of members to Board of Directors.
- F. New Business.
- G. Recognition and Awards.
- H. Public Comment.
- I. Adjournment

*1:08:02* Additional meetings of the full membership may be held when scheduled by the Board of Directors upon request by the Executive Committee of the Board of Directors or upon request by 10% of the Members upon submission of a written petition.

*1:08:03* Meetings of the full membership must be noticed to all Members at least fifteen (15) days in advance. When a special meeting is called the announcement must clearly state the nature of the business to be transacted. Business that has not been specified in the notice of the special meeting may be discussed but shall not be acted upon at the meeting.

*1:08:04* Each Regular Member (*1:07:01*) and Special Member (*1:07:02*) shall have no more than one vote, regardless of the number of qualifying definitions in this article. Voting by proxy shall not be allowed and only those Members of record, in good standing, shall be entitled to voting privileges. For the purpose of these meetings only, the President shall cast a vote only in case of a tie.

*1:08:05* Parliamentary law shall govern all meetings.

*1:08:06* A quorum shall consist of any number of Members present at the AGM or any other meeting of the membership, and upon verification by the Secretary that proper notice was given. A majority of votes cast shall be necessary for the adoption of any matter, unless a greater proportion is required by the Pennsylvania Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws.

## **1:09 CHANGES**

*1:09:01* These Bylaws may be amended or repealed, or new bylaws may be adopted, either (i) by vote of the Members at any duly organized AGM, or (ii) with respect to those matters that are not by statute committed expressly to the Members and regardless of whether the Members have previously adopted or approved the Bylaw being amended or repealed, by vote of a majority of the Board of Directors in office at any regular or special meeting of Directors. Notwithstanding the foregoing, any Bylaw amendment or other change adopted by the Board of Directors may be reversed or changed by vote of the Members at the next AGM. Any change in these Bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

*1:09:02* Any Member may submit proposed changes to the existing Bylaws for consideration at the AGM. Such proposed changes shall be submitted to the Board of Directors by January 10 preceding the AGM.

*1:09:03* Amendments to the Bylaws that will be presented to the Members at the AGM shall be noticed to the Membership at least ten (10) days prior to the AGM. Such amendments shall be voted on and deemed adopted by an affirmative vote of two-thirds of the Members attending and voting at the AGM.

*1:09:04* Any and all amendments to the Bylaws of this Corporation, adopted at the AGM, shall become effective when adopted unless otherwise provided in the resolution effecting the change.

## **2:01 BOARD OF DIRECTORS**

*2:01:01* The Board of Directors, as a whole, shall be responsible for the following:

A. Interpreting and enforcing the Bylaws, Rules and Regulations and Policies and Procedures of HSC, and all applicable Rules and Regulations of the Associations with which HSC is affiliated.

B. Conducting or delegating all the business of the Corporation between meetings of the full membership.

C. Establishing the Administrative and Operational Policies and Procedures, Rules and Regulations, and Playing Guidelines for HSC.

D. Establishing policy for the proper registration for all players, coaches, and teams. Approving exceptions to player placement policies and the assignment of teams to affiliated leagues.

E. Establishing policy for the accounting of fiscal transactions.

F. Making available a variety of levels of competition for all registered players with HSC.

G. Approving coaches selections; a closed meeting will be permitted for this purpose.

In addition to the powers and authorities conferred upon them by these Bylaws, the Board of Directors may exercise all powers of the corporation and do all lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by the Members.

*2:01:02* The Board shall have the right and authority for violations of the Bylaws, Rules and Regulations or Policies and Procedures of HSC to suspend, bar completely or otherwise discipline any team, player, coach, manager, team assistant, HSC official, HSC member or any other person associated with the operation of HSC.

*2:01:03* Election of the Board of Directors shall be by the general membership at the AGM of HSC. The Board of Directors (hereafter Board) shall consist of not more than sixteen (16) members elected in the following manner:

A. Not later than sixty (60) days prior to the date of the AGM, the Board of Directors shall give notice to the HSC general membership (i) of the Board of Directors positions which are to be subject to election at such upcoming AGM; and (ii) that any Member who is interested in being a candidate for election as a Board Director must submit his or her name to the Board's Nominating Committee on or before a date set forth in the notice, which date must

be at least thirty (30) days after the date that such notice is given. In addition to submitting his or her name, each prospective candidate must provide, in writing, information regarding his or her background including whatever soccer experience he or she has and why they think they should be elected as Board Director. The Board may adopt additional procedures regarding nominations, so long as they are not inconsistent with the provisions of the Bylaws. *[Paragraph added November 20, 2003; amended February 22, 2007]*

B. The Nominating Committee shall provide a list of candidates for the open positions on the Board to the Board at the monthly meeting prior to the AGM. The list may exceed the number of positions. The Board, by resolution, may add to the list of candidates. Each such candidate must consent to his or her nomination before his or her name is placed on an official ballot. Nominations shall be accepted from the floor at the AGM only for prospective candidates whose names have been submitted to the nominating committee in accordance with 2:01:03(A) except as provided for in 2:01:03(D). *[Amended November 20, 2003; November 8, 2007; October 16, 2008]*

C. Each candidate for office must be a Member in good standing of HSC and can have no voting or board affiliation with any other EPYSA club or team.

D. If there are no more than three (3) candidates for election to the Board of Directors, voting may be by voice vote en masse unless otherwise required by law, or unless any Member shall file with the Secretary of the meeting a written request that such election or vote shall be by ballot. Otherwise, election of Board members shall be by secret ballot. The ballot will include the names of the official list of candidates and in the event that there are more open Director positions than candidates who have submitted their names to the nominating committee in accordance with 2:01:03(A), a place shall be provided for additional nominations or write-in candidates. *[Amended October 16, 2008]*

E. In advance of the AGM, the Board of Directors shall appoint Judges of Election, who need not be Members, to act at such meeting or any adjournment thereof. If Judges of Election are not so appointed, the President shall make such appointment at the AGM. The number of Judges shall be one or three, as determined by the Board of Directors or the President, as the case may be. No person who is a candidate for the Board of Directors shall act as a Judge. If there are three Judges of Election the decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all. The Judges of Election shall (i) determine the number of Members present at the AGM, (ii) hear and determine all challenges and questions in any way arising in connection with the right to vote, (iii) distribute, count and tabulate all votes, (iv) determine the result and (v) do such acts as may be proper to conduct the election or vote with fairness to all shareholders. The Judges of Election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three Judges of Election, the decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all. On request of the presiding officer of the

meeting, or of any shareholder, the Judges shall make a report in writing of any challenge or question or matter determined by them, and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated therein. The election results shall be announced to the membership at the AGM.

F. The term of office shall be for three (3) years. The Board shall be divided into three (3) classes not to exceed three (3) Directors' seats per class. In all elections of Directors beginning with the 2008 AGM, Board Members will serve staggered three-year terms and be eligible for reelection in accordance with these Bylaws. New Board Members will assume office immediately following the AGM. Each Board Member shall hold office until a successor has been selected and qualified or until his or her earlier death, resignation or removal.  
*[Amended October 16, 2008]*

G. The three (3) candidates receiving the most votes shall be elected to the Board. In voting for Directors, each member may cast only one vote per candidate. Unless the Board of Directors determines otherwise prior to any AGM, Members shall be required to vote for exactly three (3) candidates in order for their ballot to be valid. *[Amended October 16, 2008]*

2:01:04 A Director may resign at any time, either by oral tender of resignation at any meeting of the Board or by giving written notice to the President. Such resignation shall take effect on receipt or at the time specified in the notice of tender. A Director may be removed by the Board whenever in its judgment the best interest of this Corporation would be served by such removal. A Director may only be removed after receiving written notice that a meeting is to be held to discuss their removal. A special Board meeting may be held for this purpose. A vote of two-thirds of the Board members present shall accomplish a removal. The Director being considered for removal may participate in the vote.

2:01:05 Vacancies on the Board arising from resignation, death or incapacitation or removal shall be filled with an appointment by the President and with the approval of a majority of the remaining Board to complete the remainder of the term. In the event that resignations/ removals leave the Board with less than a quorum, the remaining members shall constitute a quorum. Vacant positions on the Executive Committee shall be filled from the existing Board by a majority vote of the Board. The President's position shall be filled by the Vice President of Administration.

2:01:06 No individual may hold more than one office concurrently. If there are vacancies on the Board, then an individual may temporarily perform the duties of more than one office

2:01:07 Voting members on the Board shall not receive compensation for their services as such; however, a Board member may be a salaried employee of, or paid consultant to,

the Corporation. Reasonable expenses incurred in connection with performance of a Board Director's official duties shall be reimbursed on approval thereof by the President and Treasurer.

2:01:08 The executive officers of HSC shall be President, Vice President of Administration, Vice President of Intramural Soccer, Vice President of Travel Soccer, Vice President of Coaching and Training, Secretary, and Treasurer. The officers of HSC shall be elected annually by the Board from the membership of the Board for a term of one year at the initial meeting of the Board following the AGM.

A. Executive Committee: The Executive Committee shall be composed of the officers of HSC. No two (2) members of the same family can serve on the Executive Committee. The Executive Committee shall serve between Board of Directors meetings for either emergencies or to dispose of duties bestowed upon the Executive Committee by the Board of Directors. Five (5) Officers will constitute a quorum. The committee may meet on issues referred to them by the Board. The Committee will also handle potential disciplinary and legal issues for which closed sessions are authorized. Decisions of the Executive Committee, which must be reached with at least three (3) concurring votes, are subject to ratification by the Board of Directors at the next regular Board meeting.

B. President: The President is the principal officer of HSC and shall preside at all meetings of the members, the Board of Directors, and the Executive Committee of this Corporation and may cast a vote. The President shall appoint the chair and all members of all standing committees of the Board with approval of the Board of Directors. The President shall be an ex-officio member of all committees. The President shall be charged with the general supervision, management, and control of all the business and affairs of the Corporation. The President shall sign, along with the Secretary or any other proper officer of the Corporation all contracts or other instruments the Board has authorized to be executed, except in cases where the signing and execution thereof shall be especially delegated by the Board or required by law to be otherwise signed and executed. The President shall exercise and perform such other powers and duties as may be designated by the Board. The President shall act as the duly authorized representative of the Board in all matters in which the Board of Directors has not formally designated some other person to act.

C. Vice Presidents: In the absence of the President, the Vice President of Administration shall preside at meetings of the Board. In the absence of both the President and Vice President of Administration, the Vice President of Travel Soccer shall preside at meetings of the Board. The Vice Presidents shall perform the duties of President and when so acting shall have all the powers and be subject to all restrictions upon the President. The Vice President of Administration shall be directly responsible for issues relating to the administrative operations of HSC. The Vice President of Coaching and Training will be directly responsible for all aspects relating to the development of Coaches and Players of HSC. The Vice President of Travel Soccer will be directly responsible for all aspects relating to boys and girls travel soccer. The Vice



President of Intramural Soccer shall be responsible for the intramural program (shirt league) for HSC. The Vice Presidents shall exercise and perform such other powers and duties as may be designated by the Board.

D. Secretary: The Secretary shall keep, or cause to be kept, an accurate record of all meetings, give notice of meetings, and obtain a meeting place for monthly board meetings. The Secretary shall distribute copies of prior minutes and agenda to all Board members prior to the next meeting of the Board. The Secretary shall conduct the voting at the AGM as specified in 1:08:06 and 2:01:03 D. The Secretary shall handle all correspondence as directed by the Board. The Secretary shall maintain control over incoming mail and e-mail. The Secretary shall exercise and perform such other duties as may be designated by the Board. The Secretary shall maintain the appropriate files relative to the duties outlined above, and relinquish them to the incoming Secretary or the Vice President of Administration upon leaving the office.

E. Treasurer: The Treasurer shall have charge and custody of all Corporate Funds and shall keep full and accurate accounts of all receipts and disbursements. The Treasurer shall deposit all moneys in a bank recognized by the Board, in the name of this Corporation. The Treasurer shall have authority to sign all checks; provided that any check in excess of \$5,000.00 shall bear two (2) signatures from the Executive Committee (one of which may from the Treasurer). The receipt book and vouchers shall be produced when required by the Audit Committee, properly balanced according to the bank book or statement, whichever is up to date. The Treasurer shall be responsible for preparing any and all papers pursuant to the Articles of Incorporation and tax exemption status of this Corporation. The Treasurer shall be responsible for preparing any forms needed for Income tax purposes. The Treasurer shall prepare a yearly budget and present it to the Board for approval. The Treasurer shall maintain the appropriate files relative to the duties outlined above, and relinquish them to the incoming Treasurer or the Vice President of Administration upon leaving the office. The Treasurer need not be an elected member of the Board of Directors. The Board shall have the authority to appoint a Treasurer who is not a Board member. *[Amended October 16, 2008]*

F. Chairman. If the Board of Directors determines that it is desirable that there be a Chairman of the Corporation, the Board of Directors may elect a Chairman of the Corporation. The Chairman need not be a voting member of the Board of Directors. The Chairman (i) shall preside at functions of the Corporation, (ii) in consultation with the President, shall represent the Corporation to the public, and (iii) shall perform such other functions as may be requested by the Board of Directors.

G. Other Officers. The Board of Directors may also choose one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers and agents as it shall deem appropriate, who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board.

2:01:09 Other Board members or Members shall be appointed to positions by the President with the concurrence of the majority of the other elected members of the Board. Members not elected to the Board but appointed to positions shall be known as Associate Board Members. The positions may include but are not limited to the following:

A. Registrar/Registrars: The Registrar (or each Registrar, if there is more than one) shall keep a complete record of all teams and players for the purpose of player registration, team affiliation and player passes. The Registrar shall keep a complete record of all coaches' registration and coaches' passes. The Registrar shall keep an up to date file of Proof of Age. The Registrar shall notify the membership of registration time and location and be responsible for staffing the registration tables. The Registrar shall be responsible for assisting HSC in obtaining sanctioning for out of state travel from EPYSA.

B. League Delegates: The League Delegates shall represent HSC at all DELCO and PAGS affiliated league meetings, and act as liaison between HSC and other soccer clubs and organizations. The Delegates shall attend league meetings and report information back to the Board and HSC teams promptly after each meeting. Where matters are anticipated to come up for a vote at a league meeting, the applicable Delegate will discuss the matter with the Executive Committee prior to the meeting.

C. Director of Boys Travel Soccer and Director of Girls Travel Soccer: The Directors of Boys Travel Soccer and Girls Travel Soccer shall assist the Vice President of Coaching and Training and Vice President of Travel Soccer in administering the travel soccer programs and shall advise the Board on matters pertaining to their respective program. They shall supervise the assignment of coaches and coordinate training programs for coaches.

D. Intramural Soccer Coordinator: The Intramural Soccer Coordinator shall direct the activities of the HSC intramural soccer program (shirt league).

E. Publicity Coordinator: The Publicity Coordinator shall direct the publicity program. The Publicity coordinate shall evaluate, recommend and implement publicity strategies and campaigns, prepare press releases, prepare materials for posting on the HSC website, and in general work with the HSC Executive Committee and individual teams to promote HSC and its teams.

F. Referee Coordinator: The Referee Coordinator shall supervise the assignment of referees for all games. The Coordinator shall coordinate training classes for licensing and meetings to keep Referee's informed of changes in the laws of the game.

G. Equipment Manager and Purchasing Agent. The Equipment Manager and Purchasing Agent ("*Manager*") shall work with HSC officers and teams to identify and evaluate

equipment and related needs, identify and select vendors, and order same. Examples include first aid kits for teams, field equipment, balls, cones, etc. The Manager shall purchase and ensure that field related equipment is available for the season and maintained properly. The Manager shall maintain and keep a list of equipment owned and locations of such. The Manager shall provide to the Board a report of equipment inventory and condition at the end of each playing season. The Manager shall issue an equipment box key or lock combination to approved personnel. The Manager shall act as the purchasing agent for HSC and arrange for distribution of equipment to the teams.

H. Team Parent Coordinator: The Team Parent Coordinator shall coordinate an annual Team Parent meeting for the purpose of educating parents concerning their responsibilities as parents and the expectations and requirements of HSC and affiliated leagues in this regard. The Team Parent Coordinator also will monitor complaints about sideline behavior and report all known incidents to the Board. The Team Parent Coordinator also will be in charge of team photos for HSC teams. He or she will select a photographer (or photographers) and work with them with respect to dates, ordering and distribution.

I. Tournament Director: The Tournament Director shall be responsible for filing all applications to host tournaments and all other related reports with the State Association. The Director shall be responsible for the acceptance of teams into a tournament and the tournament rules. The Tournament Director also shall identify and obtain information regarding tournament options both within EPYSA boundaries and beyond, share such information with teams, and share information among teams regarding tournament choices made by teams to promote tournament participation and club presence at tournaments. The Tournament Director also will assist teams with tournament registration, including EPYSA requirements, and assist teams desiring to sponsor small “mini” tournaments.

J. Facilities Coordinator: The Facilities Coordinator shall be responsible for field use by HSC teams. The Facilities Coordinator shall work in cooperation with Haverford Township and the Haverford Township School Board and obtain all required permits, licenses and other approvals necessary for field use or facility use by HSC teams. The Facilities Coordinator shall make recommendations to the Board on field use and maintenance.

K. Ex-Officio Community Members: The Board may appoint one or more ex-officio Associate Board Members from the HSC Territory. Ex-officio members may be elected officials, Township employees, Haverford Township School Board members, or business, civic or religious leaders.

*2:01:10* Associate Board Members: Associate Board members shall be non-voting members of the Board of Directors.

2:01:11 Upon leaving office all Board members and Associate Board members should relinquish information and files pertaining to their jobs to the incoming Board member, out of courtesy and for the sake of continuity in the operations of HSC.

2:01:12 Bonding. The Corporation may secure the fidelity of any or all of its officers by bond or otherwise.

## **2:02 STANDING COMMITTEES AND SPECIAL COMMITTEES**

2:02:01 Committees of HSC shall be Standing or Special. Each committee shall exercise such power and carry out such functions as are designated by these Bylaws or as delegated by the Board of Directors. Each committee shall be advisory only and subject to the control of the Board, except as herein otherwise provided. The chairperson and all members of a committee, except as herein otherwise provided, shall be appointed by the President, subject to approval by the Board, and vacancies shall be filled in the same manner. All committees shall include at least one member of the Board of Directors and may include other Members of this Corporation.

2:02:02 Standing Committees: The following standing committees, appointed annually, will have powers and duties described.

A. Rules and Regulations Committee: The committee shall be composed of three (3) or more persons, and shall have the responsibility for the development of policies and procedures for the general operation of HSC.

B. Nominating Committee: The committee shall be composed of three (3) or more persons and appointed anytime prior to but no later than the November meeting of the Board. The committee shall consist of Directors whose terms do not expire with the elections for which nominations are to be made and of other Members of HSC.

C. Financial Review Committee: The committee shall be composed of three (3) or more persons, not including the Treasurer, and shall have the responsibility for reviewing the books of HSC at least once a year. The Review committee shall prepare a report, which shall be mailed to each Director and a copy thereof shall be provided to any Member on request. The committee may retain, at its own discretion, a Certified Public Accountant to assist them in conducting the review.

D. Protest and Appeals Committee: The committee shall be composed of five (5) persons (including, at a minimum the Vice President of Coaching and Training, the Vice-President of Travel Soccer and one (1) Coach). The Committee shall have the responsibility for hearing matters pertaining to violations of the Bylaws, Rules and Regulations, and Policies and Procedures of this Corporation.

2:02:03 Special Committees: Special committees may be appointed for special tasks as needed, and on completion of the tasks for which appointed, shall be discharged.

## **2:03 MEETINGS**

2:03:01 Regular meetings of the Board of Directors will be held on the third Wednesday of each month. Time and place to be determined by the Board. All regular meetings shall be open to the membership except as noted in 2:01:01 G. The Board may adjourn to closed session for disciplinary, legal issues, and other sensitive personnel issues. The agenda for regular meetings shall include the following:

- A. Call to Order
- B. Roll Call
- C. Acceptance of Minutes
- D. Correspondence
- E. Treasurer's Report
- F. Committee Reports
- G. Old Business
- H. New Business
- I. Public Comment
- J. Adjournment

*[Amended April 28, 2011]*

Program heads must submit verbal reports at each meeting. Written reports may be submitted in their absence. *[Amended February 22, 2012]*

Board meeting attendance by officers of the board is assumed unless notice is verbally provided to the president versus e-mail or text messaging. Early dismissal or late arrival should also be stated. Three unreported absences/fiscal year (August 1 – July 31) are grounds for removal from the board by board vote. *[Amended February 22, 2012]*

2:03:02 Special Meetings of the Board of Directors shall be called by the Secretary upon the request of the President or any four (4) or more Directors for a specific item(s) only. Business which has not been specified in the agenda shall not be considered until the next regular Board Meeting.

A. An Organizational Meeting shall be held within thirty (30) days after the AGM of the Membership. The New Board shall meet for the purpose of organizing the Board and the election of Officers. The New President will then appoint with the approval of the Board, the remaining Board and the Associate positions. With proper notice other business may come

before the Board if it pertains to the operations of HSC for the up coming seasonal year (2:05:01).

B. Notice of Meetings shall be given to each Director, either in writing, by e-mail or orally at least three (3) days prior to the meeting.

## **2:04 QUORUM**

*2:04:01* Quorum present: A majority of the Board of Directors then in office shall constitute a quorum at any meeting of the Board. The act of the majority of the voting power present at any meeting at which a quorum is present shall be considered the act of the Board.

*2:04:02* Quorum not present: The transactions of any meeting of the Board duly noticed at which a quorum was not present are as valid as if a quorum were present providing that a majority of the members of the Board approve and sign the minutes of the meeting. The Secretary will keep on file the record of who attended and the signed minutes to attest to the validity of the action taken.

## **2:05 YEARS**

*2:05:01* The Seasonal year for membership/registration shall be from September 1 through August 31. Insurance coverage through EPYSA shall be for the same period of time.

*2:05:02* The Fiscal year of HSC shall be from August 1 through July 31. *[Amended November 16, 2006]*

## **2:06 PROTEST AND APPEALS**

*2:06:01* Only violations of the Bylaws, Rules and Regulations, and Policies and Procedures of HSC shall be proper subjects to be considered for action. Protest and Appeals are to be in writing and delivered to the Chair of the Protest and Appeals committee within two (2) calendar days of the action being protested or appealed. The fee of \$25.00 must accompany the Protest and Appeal and will be returned if the committee votes to uphold the Protest and Appeal. Any decision rendered by the Committee may be appealed to the full Board of Directors.

*2:06:02* In the matter of Protest and Appeals, no person associated with the operation of HSC shall invoke the aid of the courts of any state or of the United States without first exhausting all available remedies within the appropriate soccer organization, including final appeal to the annual general meeting of the USYSA.

## **2:07 DISSOLUTION**

2:07:01 In the event Haverford Soccer Club, Inc. ceases to exist as a nonprofit corporate entity, all funds or other property held by this Corporation shall be distributed as follows:

A. If the existence of HSC terminates by merger with another like corporation, resulting in a new or successor nonprofit corporation equally qualified in nonprofit tax exempt status, then to the new or successor corporation.

B. Should HSC be dissolved, all assets remaining after payment of debts shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for the purpose of development of youth soccer.

## **2:08 CONTRACTS AND BANK RELATED ITEMS**

2:08:01 Contracts: The Board may authorize any officer, agent, or agents, to enter into any contract or execute or deliver any instrument in the name of or on behalf of HSC, and such authority may be general or confined to special instances.

2:08:02 Deposits and Checks: All funds of HSC not otherwise employed shall be deposited in such banks, savings institution, or trust companies which are insured by the FSLIC and FDIC as the Board may select. All checks or other orders for the payment of money issued in the name of HSC shall be signed by such officer or officers, as shall be determined by resolution of the Board. The term of deposit shall be no longer than twelve (12) months.

2:08:03 Loans: No loans shall be made to HSC unless authorized by a resolution of the Board. No loans shall be made by HSC to its Officers, Directors, Members or Employees.

2:08:04 Gifts - Funds - Investments: The Board may accept on behalf of HSC any gift, grant, bequest or devise for the general purposes or for any special purpose of HSC. They shall be deemed irrevocable unless terms expressly provide otherwise. All such property received and accepted by HSC may be commingled with other assets of HSC, unless specific instructions are given, by the giver. All funds and investments shall be administered by the Treasurer.

2:08:05 Annual Report: The Board shall send, or cause to be sent, within 120 days after the close of the fiscal year, an annual report to the Members. The annual report shall contain a balance sheet and an income-expense financial statement for the fiscal year just ended, and such other information as determined by the Board.

2:08:06 Conflict of Interest: No member of HSC, the Board, the Audit Committee, or any committee administering any funds or accounts of HSC shall knowingly participate directly or indirectly in any discussion or vote on any transaction wherein the member, or any person intimately connected to them by blood, marriage, personal relationship or business relationship, might directly or indirectly derive a material advantage, financial or otherwise. Such member shall announce the possible conflict of interest to the members of the Board or committee(s), and may participate in discussions concerning the matter, but shall not vote on the matter.

2:08:07 Indemnification: Subject to the last sentence of this Section 2:08:07, to the fullest extent permitted by law,

(a) no officer, member of the Board of Directors, Associate Board member, member of any committee, and no other representative of the Corporation (each a



“*Representative*”) shall be personally liable for any conduct in their capacity as a Representative; and .

(b) the Corporation shall indemnify and hold harmless each such Representative against any and all losses, liabilities or damages, including attorneys’ fees in the defense of any litigation or threat of litigation, arising out of any act or omission in their capacity as a Representative. .

The foregoing provisions shall apply and be given full effect so long as the Representative acted in good faith and a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

### **3:01 NOTICES**

*3:01:01*        Notices to Members. Whenever notice is required to be given to Members hereunder, it shall be deemed given when posted on the website of the Corporation ([www.haverfordsoccer.org](http://www.haverfordsoccer.org)).

*3:01:02*        Notices to Board Members and Officers. Whenever notice is required to be given to members of the Board of Directors or officers hereunder, it shall be deemed given when either (i) the notice is sent by e-mail to the last known e-mail address of the Director or officer, or (ii) the notice is posted on the website of the Corporation ([www.haverfordsoccer.org](http://www.haverfordsoccer.org)).

*3:01:03*        Notices via Website. Notices shall not be given by posting them on the Corporation’s website if the website is malfunctioning at the time of the posting. If the website experiences outages after a notice is posted, the time for notice shall be extended by the period of such outages. Each such posting that is intended to constitute notice shall be dated and either the notice itself or a clear link to the notice shall be posted on the home page of the website.

*3:01:04*        Other Forms of Notice. Notices may be given – but are not required to be given (i) by hand delivery or (ii) by sending a copy thereof through the mail, charges prepaid, to the last known address of the intended recipient(s), as it appears in the records of the Corporation. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail.