

**GETTYSBURG YOUTH SOCCER CLUB
BYLAWS as of 8/21/13**

Article I
Name

- Section 1 The name of this organization shall be the Gettysburg Youth Soccer Club (herein referred to as GYSC).
- Section 2 The organization shall be incorporated under the laws of the Commonwealth of Pennsylvania.

Article II
Purpose

- Section 1 The purpose of this organization is to promote, foster, and perpetuate the game of soccer for youth, providing them with the opportunity to experience the game, learn and develop soccer skills, and participate in a controlled competitive environment, and foster the physical, mental, and emotional growth of the participants through the sport of soccer.
- Section 2 This organization shall be a non-profit, non-political and non-sectarian educational soccer program.
- Section 3 This organization shall promote sportsmanship and character in its players, coaches, parents, and fans.
- Section 4 This organization shall promote the laws of the United States Youth Soccer Association (USYSA), United States Soccer Federation (USSF), and the Eastern Pennsylvania Youth Soccer Association (EPYSA), and any other affiliated organizations of the above and uphold the rules and regulations established by these organizations.

Article III
Board of Directors and Officers

- Section 1 The business of the organization shall be managed and conducted by a nine-member Board of Directors to be elected by the GYSC Voting Members. Board members must be Members of GYSC as defined in Article IV, Section 1 below. Board members shall serve three-year terms and may be re-elected for up to three additional terms for a maximum total twelve years' of concurrent service. Elections shall be held at the annual meeting of the Members or as otherwise provided herein, and shall be scheduled so that only three board member positions are up for election at any annual meeting, to provide for staggered terms of service. All Board members will hold the title, "Director". "Officer's" of the

corporation include the President, Vice-President, Treasurer and Secretary, which compose the core element of the Executive Committee.

Section 2 At the first Board meeting after the annual Membership meeting, or at such other time as the Board decides, the Board of Directors shall elect from among its members, the following officers to serve for one-year terms. Specific duty responsibilities will be delegated by the President and provided in written club policy to be voted on by each new board. These elected officers shall be members of GYSC as defined in Article IV Section 1 below:

1. President
2. Executive Vice President
3. Director of Tournament Operations
4. Secretary
5. Treasurer
6. Registrar
7. Director of Training and Coaching
8. Director of Fundraising and Sponsorship
9. Member at Large

Section 3 No individual elected shall hold more than one Board position during any one term.

Section 4 A quorum of the Board shall be more than 60% of the Board members and a simple majority vote of the Board members present shall pass any motion unless provided otherwise hereinafter. Participation in any Board meeting may be by conference call or such other method that allows all Board members to speak and hear each other. The Board may execute all powers of the organization as authorized by statute or contained in these Bylaws.

Section 5 Vacancies on the Board shall be filled by appointment by the President to fill the remainder of the current annual term ending at the next annual Membership meeting for election of Board members. Vacated position and associated remaining term, be it one or two remaining years will be elected at the annual Membership meeting to elect Board members. If a member resigns in third year, position will be slated for a full three year term election.

Section 6 A Board member may resign at any time by delivering written notice to the Board President. A Board member may be removed for cause by a three-quarter (3/4) majority vote of the entire Board less the Board member proposed for removal. Cause for removal shall include, but is not limited to, breach of fiduciary duty, violation of the conflict of interest provisions of these By-laws, and failure to attend or participate without reasonable excuse in three consecutive board meetings. If the President resigns or is incapacitated in any way, the Vice President will assume all duties and roles of the President until the Board of Directors reorganizes the officer positions at the annual meeting or at such time a

motion is carried by the Board to reorganize selected officer positions. Vacated non-officer positions may be appointed by the President from within the Board of Directors.

Section 7 The Board may delegate such powers and authority as it determines appropriate to committees appointed by the Board, to individual officers or Board members, or to employees of GYSC as the Board decides. Additionally, the Board may adopt written policies and procedures governing certain Club functions, including but not limited to, sponsorships, fundraising, employee positions and job descriptions, fee assessments and payment of expenses. The Board shall have the authority to enforce said policies and procedures as they apply to Members and the Club in general.

Section 8. A Director of GYSC shall stand in a fiduciary relation to the corporation and shall perform his/her duties as a Director, including duties as a member of any committee of the corporation upon which director may serve, in good faith, in a manner director reasonably believes to be in the best interest of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

Section 9. In performing duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) one or more officers or employees of GYSC whom the Director reasonably believes to be reliable and competent in the matters presented.
- (b) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such persons.
- (c) a committee of GYSC upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

Section 10. In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of GYSC, consider the effects of any action upon employees, upon suppliers and players of GYSC and upon communities in which offices or Members of GYSC are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of Section 8 of this Article.

Section 11. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the corporation.

Article IV
Members

Section 1 Members of this organization shall include all parents/guardians of the youths registered and participating in the GYSC program, coaches, coordinators, and active volunteer committee members as determined by the President. Contractors of GYSC and their staff are not considered members. Only those Members designated, as "Voting Members" shall be entitled to a vote as provided in this Article IV. A "Voting Member" is defined as one parent/guardian for each officially registered/carded player and each registered/carded coach, assistant coach, and team manager within the Gettysburg Youth Soccer Club. Two carded players in a family equal two votes. Carded parent coaches with a carded player equal two votes. Contracted employees, trainers and coaches are not eligible to vote as paid staff. Board members are only entitled to their carded votes as described above.

Section 2 Each Voting Member is entitled to one (1) vote per motion and/or one (1) vote per open Board position presented for election at a Membership meeting. A majority vote of the Voting Members present along with official Voting Member absentee ballots received by the published deadline and validated by the Board of Directors must meet the quorum requirement in Article V, Section 5 to elect the Board of Directors and/or pass Membership motions. Unless otherwise provided in these Bylaws, the voting authority of the Voting Members is limited to election of the Board of Directors and approving or disapproving Bylaw amendments as described in Article VII below. Any individual motion up for vote by the Voting Members at a Membership meeting may be conducted by mail or electronic (email) ballot in lieu of attendance at a Membership meeting as the Board determines appropriate, provided notice of such ballot voting is delivered to the Voting Members at least thirty (30) days prior to the date of the Membership meeting and the results of such ballot voting are counted and confirmed at the Membership meeting.

Section 3 Membership shall not be restricted by virtue of race, sex, creed, religion, national origin, or ethnic group.

Section 4 Each Member accepted agrees to support and adhere to the purposes and regulatory authority of the By-Laws of the GYSC.

Article V Meetings

- Section 1 All meetings of the Board of Directors and the Membership shall be conducted pursuant to Robert's Rules of Order.
- Section 2 The meetings of the Board of Directors may be held at such times and places as selected by the Board.
- Section 3 Special meetings of the Board may be called by the President or by three (3) members of the Board making such a request to the Secretary. No notice of a regularly scheduled Board meeting need be given. Notice of a special meeting, shall be given at least five (5) days prior to all members of the Board. All regularly scheduled Board meetings shall be open to the Members.
- Section 4 The annual Membership meeting for election of Board members shall be held in September of each year. Time and location of each meeting will be determined by the Board and communicated to the Membership at least thirty (30) days prior to the meeting. Special meetings of the Membership may be called by a quorum of the Membership as described in Section 5. Requests must be presented to the President of the Board by written petition and signatures of the Membership quorum and scheduled by the Board within thirty (30) days of petition receipt. The Board of Directors may schedule a special Membership meeting at any time in accordance with the guidelines in Article 5, Section 6.
- Section 5 A quorum at a Membership meeting shall equal the greater of 10% of the number of players currently registered in the GYSC soccer program, or twenty-five (25) voting Members.
- Section 6 For purposes of notice of Special Board or any Member meetings, written notice mailed to the last known address of the individual, electronic mail with delivery confirmation, or facsimile with delivery confirmation, shall satisfy the notice requirement.

Article VI Registration of Players

- Section 1 Players who are officially participating in the Gettysburg Youth Soccer Club, U19 division and below, will be registered as Primary Players unless special Board exception is granted. Secondary Player roster additions to another GYSC team or to another club outside GYSC must be coordinated by the player's primary coach, and forwarded to the Board for approval.
- Section 2 The Board of Directors may make exceptions or considerations for players in the event they cannot fit the guidelines as written in Article VI, Section 1. The Board must review any exceptions or considerations each season.

Article VII
Governance and Amendments to Bylaws

- Section 1 This organization shall be governed by its By-Laws as presently constituted or as they may, from time to time, be amended and/or altered, and by such rules and regulations, policies and procedures which may, from time to time, be promulgated by the Board of Directors; except only when these conflict with or are supplemented by the rules and regulations of the United States Youth Soccer Association (USYSA), United States Soccer Federation (USSF), and the Eastern Pennsylvania Youth Soccer Association (EPYSA), and any other affiliated organizations..
- Section 2 Amendments to the By-Laws must be adopted or repealed by the vote of two thirds (2/3) of the Voting Members present at the annual Membership meeting or a special meeting called for the purpose of considering the amendment(s), after a quorum has been established. Notice of the impending amendment must be given to the general Membership thirty (30) days prior to the annual Membership meeting or the special Membership meeting.

Article VIII
Dissolution of GYSC

- Section 1 Upon dissolution of the organization as determined by the Board of Directors or as otherwise required by law, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the organization, dispose of assets in such a manner as to reflect a like purpose provided said organization qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Article IX
Committees

- Section 1. An Executive Committee, which shall come into existence when it is deemed necessary by the Board of Directors, composed of the officers of GYSC and the Chairman of any committees, shall plan actions for the consideration of the Board of Directors, help committees to coordinate their inter-related activities, make recommendations to the Board of Directors, generally act as the governing body of the corporation between meetings of the Board of Directors, and carry out such other duties, responsibilities and authorizations as shall be specifically assigned by the Board of Directors. All members shall have the power to vote. The President shall act as Chairman of the Executive Committee. The minutes of the Executive Committee shall be distributed to the Board of Directors.
- Section 2. The Board of Directors shall designate such other committees as the Board of Directors shall deem necessary. Membership of such committees shall be

appointed by the President from among the Board of Directors or such other interested and qualified person as may be available subject to approval of the Board of Directors. Committee members may be non GYSC members, volunteers or experts chosen by the Board of Directors to facilitate a Board objective.

Section 3. The duties of committees, other than the Executive Committee, shall be as designated in these Bylaws or as designated by the Board of Directors.

Article X Fiscal Matters

Section 1. The Board of Directors may purchase, hold, sell or invest the assets of the corporation as determined to be in the best interests of the corporation for amounts less than \$100,000. Major investment motions over \$100,000 require Membership notification by mail and a 45-day feedback period prior to Board approval. The President will share all feedback with all Board members after the 45-day period ends and proceed to call a Special Membership meeting to vote on the motion in accordance with procedures in Article V, Meetings within these by-laws. The Board or a committee delegated with such authority may develop and implement an investment policy for corporate assets as needed.

Section 2. Unless it is determined by the Board of Directors that an independent, annual audit is not required, the income and expenses of the corporation shall be annually audited by an independent auditor to be appointed by the Board of Directors and paid as a part of the expenses of the corporation.

Section 3. There shall annually be published in such form as the Board of Directors may direct, a report of its proceedings during the preceding year which shall state the income of the corporation and its sources, the disbursements made pursuant to the direction of the Board of Directors and the purposes for which the same were made. The cost of the publication of such report shall be regarded as part of the expenses of the corporation.

Section 4. The Board of Directors will draft and approve a written annual operating budget, tax return and timeline in accordance with Board of Directors approved fiscal policy and Internal Revenue Service requirements. All new or un-approved budget items presented during the budget year under \$100,000 will require submission to the Board for approval.

Section 5. The Attorney General of the Commonwealth of Pennsylvania, or such other law officer having similar jurisdiction as may hereafter be appointed with another title, and any officer, Director or duly authorized representative of the corporation shall have, at all reasonable times during business hours, the right to inspect the books, vouchers and records of the corporation, including with which GYSC has a

Management Agreement, in anyway appertaining to the assets of the corporation, their management or their distribution.

Article XI

Indemnification of Directors, Officers, Coaches, Team Managers, Trainers and Employees

- Section 1. GYSC shall indemnify each person, his heirs, executors and administrators, who is or was a Director, officer, coach, team manager, trainer, employee or member of a committee of GYSC against any and all liability and reasonable expense that may be incurred by him/her in connection with or resulting from any claim, action, suit or continued proceeding (whether brought by or otherwise), civil, criminal, administrative or legislative, or in connection with an appeal relating thereto in which he/she may become involved, as a party or otherwise, by reason of his/her being or having been a Director, officer, coach, team manager, trainer, employee or member of a committee of GYSC, or by reason of any past or future action taken or not taken in his/her capacity as such Director, officer, employee or member of a committee, whether or not he/she continues to be such at the time such liability or expense is incurred, provided such person acted in good faith, in what he/she reasonably believed to be the best interest of GYSC, as the case may be, and, in addition, in any criminal action, or proceeding, had no reasonable cause to believe that his/her conduct was unlawful.
- Section 2. As used in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, penalties against, and amounts paid in settlement by, a Director, officer, coach, team manager, trainer, employee or member of a committee, other than amounts paid to GYSC itself.
- Section 3. Any such Director, officer, coach, team manager, trainer or employee, or member of a committee, who has been wholly successful, on the merits or otherwise, with respect to any claim, suit or proceeding of the character described herein, shall be entitled to indemnification as of right.
- Section 4. Indemnification pursuant to this Article shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
- Section 5. The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent shall not create a presumption that a Director, officer, coach, team manager, trainer, employee or member of a committee did not meet the standards of conduct set forth in Section 1 of this Article, except where there shall have been a judgment rendered specifically finding that the action or conduct of such Director, officer employee or member of a committee referred to in this Article constituted willful misconduct or recklessness.

- Section 6. Any indemnification under this Article, shall be made at the discretion of the Board of Directors, but only if (i) the Board of Directors, acting by a majority vote of a quorum consisting of Directors who are not parties to (or have been wholly successful with respect to) such claim, action, suit or proceeding, shall find that the Director, officer, coach, team manager, trainer, employee or member of a committee has met the standards of conduct set forth in Section 1 of this Article, or (ii) independent legal counsel (who may be the regular counsel of GYSC), shall deliver to it their written advice that, in their opinion, such Director, officer, employee or member of a committee has met such standards.
- Section 7. Expenses incurred with respect to any claim, action, suit or proceeding described in Section 1 of this Article may be advanced by the Board prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he is entitled to indemnification under this Article.
- Section 8. The rights of indemnification provided in this Article shall be in addition to any rights to which any person concerned may otherwise be entitled by contract or as a matter of law, by the Board of Directors, or otherwise, both as to actions of Directors, officers, coaches, team managers, trainers, employees or members of a committee in their official capacity or in another capacity while in office and whether or not the indemnified liability arises or arose from any threatened, pending or completed activity by or in the right of GYSC.
- Section 9. The Board of Directors may authorize the purchase of a policy or policies of insurance to cover its indemnification obligations hereunder.

Article XII Conflicts of Interest

- Section 1. No Director, officer or member of a committee, of GYSC shall maintain substantial personal or business interests which conflict with those of GYSC. In addition, any Director, officer, employee or committee member having an interest in a contract or other transaction presented to the Directors or a committee for authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contract or transaction. Such person may not be counted in determining the existence of quorum at any meeting where the contract or transaction is under discussion or is being voted

upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and, where applicable, the abstention from voting and participation, and whether a quorum was present.