

SOCCER CLUB BYLAWS

Sample Template

This edition of the Bylaw template has been revised as of 5/8/2018.

Changes made in the templated dated 3/29/2019:

- Divided Bylaw 101, Section 1 into two parts to separate the corporation's name from the statement of its intention to be a nonprofit corporation.
- Rearranged Bylaw 101, Section 2 and (renumbered) Section 3 to separate Oregon corporation status from IRS tax-exempt status.
- Suggested not including Bylaw 107.
- Noted the requirement of OYSA member clubs to have members prior to Bylaw 201.
- Changed the requirements in the description of the Referee Coordinator position in Bylaw 305, Section 1 to match the USSF requirement that only a certified referee assignor may assign referees.

Changes made in the template dated 5/8/2018:

- Changed Bylaw 103 by adding paragraphs A and B under Section 2 to make that section comply with USSF requirements that its members and the members of its members acknowledge the overriding authority of both USSF and its governing bodies of FIFA and CONCACAF.
- Changed Bylaw 201 by dividing it into 2 sections. Section 1 is the former Bylaw 201 with the text changed to match the changed language in USSF policy.
- Added Bylaw 201, Section 2 which is the Federation's mandated statement opposing physical and sexual abuse.
- Added Bylaw 605 to comply with the Federation's requirement that all of its members and the members of its members have restrictions on the ability of participants to take legal action before using all soccer organization dispute resolution processes.
- Added Bylaw 701, Section 7 to comply with USSF requirements that all Federation members and their members must recognize the disciplinary actions of the Federation and any of its members.

Changes made in the template dated 5/27/2016:

- Changed Bylaw 501, Section 1 to match the voting requirements of Bylaw 301 Section 3 for adopting, amending, or repealing club policies.

Changes made in the template dated 11/21/2013:

- Changed the 3rd paragraph of the overview to make clear that OYSA policy requires its member clubs to be membership corporations.

Changes made in the template dated 2/13/2013:

- Slight wording change in Bylaw 103 to correct the official names of USYS and the USSF.
- Change in wording to the non-discrimination provisions of Bylaw 201 to match the new provisions of USSF Policy adopted by the Federation in 2012.

- Removed “Section 1” paragraph headings from Bylaws that contain a single paragraph statement.
- Modified the explanation to Bylaw 202, Section 1 to make clear that adult players and teams must be registered with USSF.
- Added a sentence to the beginning of Bylaw 203 to make clear that the members of the club are the persons permitted to vote for election of officers and other members of the Board of Directors.
- Added option to Bylaw 301, Section 1 to allow an explicit specification of a different required minimum number of board members.
- Made changes to Bylaw 301, Section 3 to clarify how to specify a quorum of the board.
- Added optional language to Bylaw 303 regarding the creation of the Executive Committee with fewer than all of the elected officers of the corporation.
- Revisions to Bylaw 305, Section 5(G) to clarify the classic coordinator’s role in entering teams into appropriate competitions prior to registration deadlines.
- Added comment to Bylaw 305, Section 6 regarding the possible need to create a separate position of Uniform Coordinator.
- Revised Bylaw 305, Section 8 to clarify the Field Coordinator’s role in obtaining permits and providing field availability information to league and tournament schedulers for the club’s teams.
- Added optional language to Bylaw 308, Section 1 that would allow the board to fill a vacancy on the board for the remainder of the term, instead of until the next AGM.
- Slight modification to Bylaw 401, Section 2 to make clear that notice of a special board meeting is sent to board members, not the club’s general membership.
- Slight modification to Bylaw 401, Section 5 to make clear that a written consent to action without a meeting must be unanimous.
- Bylaws 601-604 have been amended to refer to generic OYSA procedural manuals rather than a specifically titled OYSA manual as the manuals may be changed from time to time by OYSA staff.
- Bylaw 701, Section 1 is modified to include reference to the OYSA Risk Management Manual that provides most of the risk management details for OYSA.

Changes made in the template dated 5/28/2010:

- Slight wording change in Bylaw 101 to make clearer the difference between nonprofit status at the state level and tax exempt status at the federal level. Modified the explanations in Bylaw 101 about obtaining tax-exempt status with the IRS.
- Simplified the wording of Bylaw 104 regarding management of the corporation by the Board of Directors.
- Moved the explanation of Membership Organizations from Bylaw 203 to Bylaw 104.
- Adds Bylaw 301, Section 5 which states that Directors of the corporation are to serve without compensation.
- Adds comment to Bylaw 302, Section 1 advising that the club may designate a different person to be the club’s Risk Management Coordinator.
- Amends Bylaw 306, Section 2 to reflect a recommendation for 2 year terms in office with ½ of the Board elected each year.
- **Completely revised Bylaw 307 to make the sample Bylaws conform to the requirements of ORS 65.324 regarding the removal of elected members of the**

Board.

- Amends Bylaw 308 to provide for filling a Board vacancy by the Board until the next AGM and election at the AGM to fill the remaining term of the position filled by Board appointment.
- Clarified Bylaw 401, Section 3 by specifying that the President sets the agenda for Board Meetings.
- Adds Bylaw 401, Section 5 which states that the Board of Directors may unanimously consent to an action without holding a meeting
- Corrected Bylaw 402, Section 1 to refer to Bylaw 203, Section 3 for determining eligible voters.
- Corrected Bylaw 402, Section 4 to refer to Bylaw 801, Section 2 for distribution of bylaw changes to members before an AGM.
- Amended Bylaw 502, Section 2 to require a budget to be completed before the beginning of the new fiscal year.
- Corrected the Section numbers for Bylaw 502, Sections 4 and 5
- Amended Bylaw 601 to change the Title to Complaints and uses the term complaints in Section 1 and Section 2
- Renumbered Bylaw 603, Sections 5, 6, and 7 to Sections 4, 5, and 6 to match the correct section order.

Changes made in the template dated 4/29/2009:

- \$ The statement of affiliation in Bylaw 103 corrects the relationship of the club to USOC and to FIFA
- \$ Bylaw 302 and Bylaw 304 have been clarified regarding the option of having an appointed Registrar or an elected Registrar.
- \$ Bylaw 305 was modified to make clearer the choice between a Head Coach or a Coaching Coordinator wherever that choice is relevant.
- \$ Bylaw 308 was clarified as to when Membership ratification of an appointment to the Board should be required.
- \$ Added a new Bylaw 501 regarding the general authority to adopt, repeal, and amend policies

Changes made in the template dated 1/28/2009:

- \$ Modification to the Membership sections to clean up redundant language and make clear the distinction between program participants and voting members
- \$ Making clear which officer positions are legally required as opposed to those which are recommended
- \$ Making clear that the elected officers and directors are the persons with authority to make Board decisions
- \$ Recommend where the registrar position fits in club organization if the position is appointed rather than elected
- \$ Rearranged some sections to put Board, Officers, Executive Committee, Elections, and Removal in a more logical order.
- \$ Explicitly specified how officers are to be elected.
- \$ Renamed Bylaw 501 and added requirement of adopting a Financial Controls Policy.

- § Revised Section VI to refer to the provisions of the new OYSA Policy 701-1 and the GPA Manual.
- § Added a Risk Management section VII that adopts the OYSA Policy 801-1, designates the President as the Risk Management Coordinator, and permits the club to enter into Conditional Approval Agreements with OYSA.

Bylaw Overview

Bylaws are written to provide guidance to an organization. Most youth soccer clubs are managed by volunteers who rotate in and out of positions and onto and off of the board. Bylaws and policies provide management guidance so the club may continue to operate in a seamless manner despite changes in leadership.

NOTE: This sample template contains major changes from previous versions in regard to membership, voting rights, and board structure.

This bylaw template has been developed to offer clubs sample wording for writing their bylaws. The wording is not mandatory, and modifications are encouraged. Some provisions are required. Please review your proposed changes to this template with the OYSA Member Services Coordinator before adopting the changes. Bylaws should not prevent officers and directors from making decisions needed for the betterment of the organization. They should, however, impose prudent restrictions on authority to help avoid improper actions.

OYSA member clubs should be membership organizations operated for the benefit of the youth served by the club's operations. While Oregon nonprofit corporations are permitted by Oregon law to be organized without members, OYSA believes that its member clubs should have members who elect the Board of Directors in a democratic process. Effective February 6, 2012, OYSA member clubs are required to be membership organizations. While existing members will have time to transition to this type of organization, new member clubs are required to be public benefit, membership corporations. This template is for a corporation with members.

Bylaws provide the underlying governance structure of the organization and should only be modified by a vote of the membership at a meeting for which the members have been sent notice. ORS 65.214 spells out notice requirements for membership meetings.

Oregon nonprofit corporations with members are required to hold at least one general membership meeting each year at which the President or other designated officer reports to the members on the finances and activities of the corporation. Such a business meeting is typically called an AGM and is usually also the meeting where board members are elected. While a club is required to have at least one meeting, it may have several membership meetings during a year.

Policies are created by the Board to direct the daily operations of the organization. Board members may generally modify or adopt policies at any Board meeting. Policies should be used to spell out operational details, *e.g.*, how to form teams, while reserving the bylaws for more general governance directions, *e.g.*, "The registrar shall adopt and publish a policy regarding how teams will be formed."

Oregon nonprofit corporation status is obtained by filing Articles of Incorporation with the Oregon Secretary of State - Corporation Division, and filing copies with the Department of Justice as required by their rules and statutes. To be eligible to accept tax deductible contributions you are required to file an application with the IRS for recognition as a qualified charitable organization

under §501(c)(3) of the Internal Revenue Code. Guidelines for these filings are included in the Club Services Manual, but be sure to check with the Secretary of State and the IRS for updated forms and requirements.

As you create Bylaws for the club, look at optional wording and the stated reasons for certain provisions throughout this template. These bylaws may be used as written, modified, or used as a guide to creating new methods for handling situations within the Club. There are few wrong answers and many possible correct answers for the way Bylaws should be written. When you find a new solution or a new problem, let us know so it may be shared with others.

- Items written in *Red* need a word inserted.
- Items written in *Blue* are informational and offer suggestions.
- **All comments in Italics should be removed prior to adopting the bylaws.**

Thank you for using this template.

Brian Scott
Member Services Coordinator

***Insert Name* SOCCER CLUB
BYLAWS**

Adopted *Insert Adoption Date*

Part I – General

Bylaw 101. Name

Section 1. This organization shall be known as (*name of club*), hereinafter referred to as the Club.

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

(In Oregon non-profit status is obtained by filing Nonprofit Articles of Incorporation with the Corporation Division of the Oregon Secretary of State and registering with the Department of Justice as required by rules and statutes.)

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

(OYSA policy effective 2/6/2012 requires that its member clubs be tax exempt. Obtaining Tax Exempt status requires filing for exempt status with the IRS. Applying for exempt status is necessary for the club to accept contributions that will qualify as charitable contributions for the donor. See the IRS links in the New Club Resources document on the OYSA website for guidance on filing for exempt status under §501(c)(3))

Section 4. The Club serves the general area of (*name of School District, City or area*), but membership is not limited to within those boundaries.

Bylaw 102. Purpose

*(These are some examples of purposes for the soccer club. Select **one** or more or write others that better fit the intentions of the club)*

Section 1. The purpose of the Club shall be to promote the development of youth through soccer. To teach all aspects of soccer skills, including sportsmanship and fair play.

Section 1. The Club provides opportunities to its youth players, coaches, and officials to learn and experience the game of soccer. This is accomplished through soccer programs as defined by Oregon Youth Soccer Association.

Section 1. The Club shall develop, promote and administer a youth soccer program for players, teams, coaches, referees, parents and administrators consistent with the bylaws, policies and procedures of Oregon Youth Soccer Association (OYSA).

Section 1. The purposes of the Club shall be to promote, develop, and administer the game of soccer among youth (boys and girls under 19 years of age), residing within (the Club's service area) and surrounding areas, and to promote amateur soccer competition for these youth.

Bylaw 103. Memberships in Other Organizations

(This membership statement should be left pretty much as is but may be added to if needed)

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

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

(The affiliations with USYSA and USSF are maintained by the affiliation with and through dues paid to OYSA. The Ted Stevens Amateur Sports Act has given the USOC governing authority over all amateur athletic competitions which are included in the Olympic games. The USOC has in turn appointed USSF as the governing authority of soccer in the United States. The USSF is also a national association member of FIFA. Because of USSF's relationship with the USOC and FIFA, rules of those organizations also apply to OYSA and its member clubs.)

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

Bylaw 104. Authority

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

(OYSA member clubs are required to be membership organizations—the Board is elected in a democratic process by members who have a right to vote more than once for the persons on the Board—that reflect the interests of the community of participants in the club.)

Bylaw 105. Laws of the Game

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

Bylaw 106. Fiscal and Seasonal Soccer Year

Section 1. The Club's financial year shall be from *(select dates for a fiscal year)*.

Section 2. The seasonal soccer year shall extend from September 1st through August 31st of the following year.

(The seasonal year is set by USYS policy. All player and coach registrations are generally valid for a full seasonal year.)

Bylaw ~~107.~~ Colors

~~The colors of the Club shall be~~ *(select colors)* *(Optional section. While designating the club's colors in the Bylaws is permitted, it is better left to policy so the Board may change club colors as desired.)*

Bylaw 108. Rules of Order

Section 1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall guide the Club in all cases to which they are applicable and in which they are consistent with the Bylaws and any special rules of order the Club may adopt. *(Optional - but recommended.) (This section provides general rules of procedure for club meetings. When the bylaws do not specify a different procedure or result, the Rules of Order will provide governing authority.)*

Bylaw 109. Dissolution of Club

Section 1. Should the Club be dissolved, all monetary and physical assets remaining after payment of all debts shall be turned over to *(Name a soccer club, city, parks department, or name a sports or Educational Foundation that is a 501(c)(3) qualified organization)*, or to another IRS tax-exempt charitable organization for programs promoting youth soccer in *(provide name of the city, organization, School District, etc. that includes the Club's service area)*.

(This section is required for any organization that is, or wishes to become, a qualified tax-exempt charitable organization under IRC §501(c)(3).)

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

Part II – Membership

(OYSA Policy requires that its member organizations have members who elect its board of directors. OYSA recommends keeping Bylaws 201-203 unchanged.)

Bylaw 201. Equal Opportunity

Section 1. The Club will comply with all applicable state and federal laws governing non-discrimination and will be open to participation by any individual, without discrimination on

the basis of race, color, religion, national origin, citizenship, disability, age, sex, sexual orientation, gender identity, or veteran status.

(This statement must be left as is. These terms are required by USSF Policy 601-5, Section 6 and apply to the Club through its affiliation with the USSF. These terms may also need to be included to be eligible for some grants.)

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

Bylaw 202. Participation

Section 1. Participation is open to any youth soccer players ages 5-18, and to coaches, trainers, managers, administrators and volunteers who are not serving a suspension from participation by OYSA or any organization of which it is a member, any of its member clubs, or by any amateur soccer organization in its territory. *(If the club hosts adult teams, this section and Sections 3-5 should be changed to reflect the presence of adult player participants and the registration obligations to the appropriate organizations. Note: Adult players and teams cannot be members of OYSA. Adult players and teams must be registered with USSF and should be registered through the Oregon Adult Soccer Association (OASA))*

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

Section 3. **Adult Participants**- Are registered adults who are officers, directors, employees, coaches, trainers, managers, and other elected or appointed administrators who work on behalf of the Club. Acceptance of Adult Participants by the Club shall be subject to approval of the application and verification by OYSA that the person's risk status is "Approved". The Club may not accept an individual who is restricted or suspended from participation by any sports organization.

Section 4. Every player, coach, assistant coach, team manager, programs administrator, club officer, board member, club employee, and volunteer who acts as an official representative of the Club must be registered with the Club and OYSA, and the appropriate fees paid.

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

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

Bylaw 203. Membership

The members of the club are the persons who are permitted to vote in elections for club officers and other members of the Board of Directors.

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

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

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

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

(The voting participation by Parent Members ensures that athletes are represented in Club governance as required by the Ted Stevens Amateur Sports Act. It also ensures that the Club's actions represents the views of the Club's entire community of users.)

Part III – Organization and Board

Bylaw 301. Board of Directors

Section 1. The Board of Directors (Board) shall be the representative governing authority of the Club. The Board will conduct the business of the Club and shall be composed of the elected officers, and other elected directors. The number of directors may be modified from time to time, but the number shall never be fewer than 5 **(or insert a different number if a larger number if desired)**.

(The board is required by OYSA policy 201-1.Section 1.B.1. to have at least 5 members, no more than 1/3 of whom may be club coaches. Board members should be 5 different individuals. No individual may hold more than one position as an elected officer. The officers typically include the President, Vice President, Secretary, Treasurer, and Registrar. Dual signatures are recommended on all club checks. Check signing authority shall not include two members of the same family signing on the same check, although two members of the same family may have check signing authority. Financial details should be included in a financial policy that is adopted by the Board.)

Section 2. The Board shall be comprised of the officers specified in Bylaw 302 and **(specify number or end the sentence after 302)** directors at large. All elected officers and elected directors are eligible to vote on any matter before the Board.

(Directors representing specific constituencies, such as a representative of coaches and/or a representative of parents, may be appropriate to ensure balanced representation of all points of view of the Club's constituents. In most cases directors elected by all members to represent the club will be sufficient.)

Section 3. A quorum for conducting business at any Board meeting shall consist of **(Specify a percentage, e.g., 60%, or a specific number.)** *(A quorum should be more than half of all Board members in office and eligible to vote.)* of the voting members of the Board, *[Example: the board is set at 7 people and the quorum is 60%. This percentage (4.2) rounds to the next larger whole number, so 5 people would be required for a quorum.]* but in no case shall a

quorum be fewer than 3 board members. *[This last phrase makes sure that a single individual or a deadlocked 2 people are not able to act for the board.]* The affirmative vote of a majority of all eligible voting members of the Board shall be required to adopt or amend Club policies. *[The last sentence of this paragraph makes certain that policies are adopted by a majority of the Board, not just a majority of a quorum.]*

Section 4. Appointed coordinators and other *ex officio* members of the Board may attend meetings, participate in discussions, and provide advice to the Board but shall not have voting privileges at Board meetings.

*(Note: Per OYSA Policy 201-1, Section 1,B, 1. - No more than 1/3 of the board may be comprised of club coaches. If coaches are paid, **no** coaches should serve in a voting position on the board of directors.)*

Section 5. Directors of the corporation shall not receive compensation for their Board services but may be reimbursed for the actual out of pocket expenses they incur related to Board service.

[This section makes the directors Qualified Directors under ORS 65.369 and liable in the role of director only for gross negligence or intentional misconduct. Expenses would include such things as mileage reimbursement, parking, transit fares, long distance charges for phone attendance, and the like.]

Bylaw 302. Club Officers and Duties

Section 1. Officers

The club shall have the following elected officers:

- A. President (Required by ORS 65.371)
- B. Vice-president (Optional but recommended)
- C. Secretary (Required by ORS 65.371 - the title may be changed, but this is the officer responsible for maintaining the books and records of the corporation.)

(optional officers)

- D. Treasurer (Optional. May be combined with Secretary for Secretary-Treasurer)
- E. Registrar (Optional as an elected officer. This function may be filled by a person appointed by the Board or hired as an employee)

[If Treasurer and/or Registrar are appointed positions, the descriptions of their roles and duties should be moved to Bylaw 304 and appropriate language added to state that these positions will be appointed by the Board.]

Section 1. **President**

The President shall supervise all activities of the Club and Board. The President shall be the presiding Officer at all Club meetings. The President shall appoint committees as needed or when charged to do so by a majority of the elected officers and shall be an *ex officio* member of all committees. The President shall be the official representative of the Club in all interactions with the public, except when another person has been given that authority by the President with the approval of the Board. The President shall act as the Risk Management Coordinator for the Club. *[The club may designate a different officer to act as the Risk Management Coordinator. If another officer is designated, the club must inform the OYSA Risk Management Coordinator who the club risk contact should be.]*

Section 2. **Vice President**

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

Section 3. **Secretary**

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

Section 4. **Treasurer**

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

(NOTE: The number of persons with check signing authority should be greater than two, because if one person is gone, getting dual signatures on checks becomes rather difficult. Three - five persons are adequate, and more than 5 is not recommended. A Fidelity Bond is recommended for the club officers with check signing authority. Such a bond lists all members with check signing authority. The higher the \$ amount of the bond and the higher the number of signers, the higher the cost of the bond. The amount of the bond is typically recommended to be about equal to the annual average of the club treasury.)

Section 5. **Registrar**

The Registrar shall be responsible for registering all accepted applicants within the Club, and registering those individuals with Oregon Youth Soccer. The Registrar shall certify birth dates as necessary and accept required forms and fees from Club participants. All fees shall be given to the Treasurer for deposit. The Board may appoint assistant registrars to help in performing the Registrar's duties.

(If the club's registrar is not an elected officer, this section describing the office should be moved to Bylaw 304 as an ex-officio, but non-voting member of the Board.)

Bylaw 303. Executive Committee

*(This Bylaw is **OPTIONAL**. An Executive Committee is only needed when the number of voting members of the Board exceeds a number that can readily meet to conduct business.)*

Section 1. The Executive Committee shall consist of the elected officers of the club. (*or, replace the words "elected officers of the club" with the following language: following elected officers: President, Vice President, and Secretary(specify any other officers to be included)*). The Executive Committee may conduct business on behalf of the Board between meetings of the full Board. Such actions shall be subject to ratification by the full Board at the next regular business meeting.

Section 2. The Executive Committee shall:

- A. Consider such matters of management or operational interest to the Club or Board as are brought before it.
- B. Appoint the members of any required hearing committee(s) for protests or complaints regarding conduct of coaches, spectators, parents, and/or players.
- C. Report all of the Committee's actions to the full Board for ratification at the Board's next regular meeting.

Section 3. A quorum of the Executive Committee shall consist of *(select a number or %)* members.

Bylaw 304. Ex-officio Members of the Board

(Ex-officio members of the board are on the board because of the position to which they have been appointed or for which they were hired. Appointed board members are non-voting.)

Section 1. Head Coach

The Board may appoint a Head Coach to manage the Club's coaches. If appointed, the Head Coach shall attend regular meetings of the Board and shall advise the Board on all issues relating to player and coach development. The head coach shall not be a voting member of the Board. The Head Coach shall be responsible for establishing a program of player and coach development and will be responsible for the following functions:

- A. Develop and carry out a Coach Development Program including scheduling and/or providing coaching clinics, conducting meetings for the coaches, setting policy and providing training related to acceptable behavior and other activities as appropriate to facilitate the training of the coaches and the players.
- B. Communicate to coaches information on programs, Club policies and general information relating to Club activities and team organization.
- C. Coordinate the recruitment and selection of coaches, subject to approval by the Board.
- D. Coordinate with the Registrar the assignment of coaches to teams.
- E. Report to the Board on all matters relating to coaching.

(If elected, the Head Coach may be a voting member of the Board. It is a better approach to have the Head Coach appointed by the Board and be subject to removal by the Board should circumstances warrant replacement of the coach. If the Head Coach is elected, move this paragraph to be Bylaw 302, Section 6.)

(Include the following section ONLY if the Registrar is appointed rather than elected.)

Section 2. Registrar

The Registrar shall be responsible for registering all accepted applicants within the Club, and registering those individuals with Oregon Youth Soccer. The Registrar shall certify birth dates as necessary and accept required forms and fees from Club participants. All fees shall be given to the Treasurer for deposit. The Board may appoint assistant registrars to help the in performing the Registrar's duties.

Bylaw 305. Appointed Coordinators

Section 1. The Board may appoint coordinators to manage the programs that the Club provides. Appointed Coordinators shall serve for the seasonal year in which they are

appointed, unless another term is set by the Board upon appointment. Appointed coordinators serve at the pleasure of the Board and may be removed by a majority vote of the Board at any Board meeting. Appointed Coordinators shall attend regular Board meetings, shall advise the Board on all matters pertaining to the programs under their jurisdiction, and may participate in Board discussions. Appointed Coordinators shall not, however, be entitled to vote on issues before the Board and shall not be considered in determining whether a quorum is present for conducting business at a Board meeting.

The Board is authorized (but not required) to appoint coordinators to manage the programs described in the following sections.

(The following positions should be “Appointed” rather than “Elected” positions. Appointments help keep the Board meetings smaller and simpler to administer. If elected, they would have a vote at all Board meetings. While this would provide a broader scope of ideas for discussion, it can make the Board unwieldy and will boost quorum requirements. If these positions are elected to the Board, they should not be part of the Executive Committee. Coordinators may also be addressed in Policies rather than bylaws, which simplifies the bylaws. Coordinator positions created by policies would be appointed and not part of the board.)

(The positions listed below provide an indication of the variety of positions that could be formed to serve the club. Additional positions may be needed to meet club demands.)

(NOTE: Your bylaws should only include descriptions for those positions you actually create for programs that you will definitely operate. You can always add more positions later as you start new programs.)

Section 1. Referee Coordinator

The Referee Coordinator shall establish acceptable qualifications for game officials hired by the Club. The Referee Coordinator shall arrange training to develop referees for the club. The Referee Coordinator will either be a USSF certified referee assignor or will arrange for the services of a certified assignor to schedule referees for Club games. The Referee Coordinator will maintain records for referee payroll as needed. The Referee Coordinator shall report to the Board on all matters and activities concerning referees.

(USSF Policy requires that all referees used by its members and affiliates be certified by the Federation. USSF Policy also requires that only a USSF certified referee assignor may assign USSF certified referees.)

Section 2. Coach Coordinator

(The Coach Coordinator position is frequently used if there is no Head Coach Position. The Coach Coordinator would fulfill the same duties as the Head Coach but would generally be a parent volunteer without the level of coaching qualifications as a Head Coach. OYSA strongly encourages every club to have a technical director, head coach, or coach coordinator who has a USSF coaching license appropriate for the play levels of the club’s teams. The OYSA Technical Director will coordinate coaching education with that person.)

The Coach Coordinator shall be responsible for the coordination of player and coach development and will be responsible for the following functions:

- A. Develop and carry out a Coach Development Program including scheduling and/or providing coaching clinics, conducting meetings for the coaches, setting policy and providing training related to acceptable behavior and other activities as appropriate to facilitate the training of the coaches and the players.
- B. Communicate to coaches information on programs, Club policies and general information relating to Club activities and team organization.
- C. Coordinate the recruitment and selection of coaches, subject to approval by the Board.
- D. Coordinate with the Registrar the assignment of coaches to teams.
- E. Report to the Board on all matters relating to coaching.

Section 3. **Recreational Soccer Coordinator**

The Recreational Soccer Coordinator in coordination with the **(Head Coach or Coaching Coordinator)** is responsible for recreational soccer play at U5-U18 and shall:

- A. Develop and carry out the Club's Recreational Soccer Program in compliance with the rules and team formation policies for recreational teams.
- B. Communicate information on programs, Club policies, and general information relating to Club activities and team organization to recreational team coaches.
- C. Coordinate the recruitment and selection of coaches with the **(Head Coach or Coaching Coordinator)**, subject to Board approval.
- D. Coordinate with the Registrar and **(Head Coach or Coaching Coordinator)** assignment of coaches to teams.
- E. Report to the Board on all matters relating to recreational soccer.
- F. Develop and carry out a Micro Soccer Program.

The Board may assign assistants to the Recreational Soccer Coordinator help manage specific age groups. *[This position may be split up among a number of age-group coordinators that have responsibility for a smaller segment of the recreational soccer players.]*

Section 5. **Classic Soccer Coordinator**

The Classic Soccer Coordinator shall be responsible for soccer play in competitive leagues and in coordination with the **(Head Coach or Coaching Coordinator)** shall:

- A. Develop and carry out a Classic Soccer Program in compliance with OYSA rules and team formation policies for competitive teams.
- B. Establish the dates and times for tryouts for competitive players
- C. Identify and schedule evaluators to assist the coaches with evaluating players at the tryouts.
- D. Communicate information on programs, Club policies, and general information relating to Club activities and team organization to team coaches.
- E. Coordinate the recruitment and selection of coaches with the **(Head Coach or Coaching Coordinator)** and identify Team Managers within each team, subject to Board approval.
- F. Coordinate with the Registrar and **(Head Coach or Coaching Coordinator)** the assignment of coaches to teams.
- G. Ensure that all players and teams are timely registered with OYSA and that all teams are properly entered into appropriate leagues and tournaments prior to registration deadlines.

- H. Report to the Board on all matters relating to classic soccer.

Section 6. **H.S. Coed Coordinator**

The High School Coed Coordinator shall:

- A. Organize a High School Coed Program
- B. Establish a program to distribute information about the program to high school students and coaches in the Club's service area.
- C. Communicate to coaches' information on programs, Club policies, and general information relating to Club activities and team organization.
- D. Coordinate the recruitment and selection of coaches with the **(Head Coach or Coaching Coordinator)**
- E. Coordinate with the Registrar the assignment of coaches for teams, depending on approval.
- F. Create teams using applicable recreational guidelines

Section 7. **Equipment Coordinator**

The Equipment Coordinator shall be responsible for the purchase, distribution, and management of uniforms and equipment for the Club. The Equipment Coordinator shall conduct inventories, and maintain appropriate records regarding distribution and storage of all uniforms, and equipment belonging to the Club. *[The club may wish to separate the roles of uniform coordinator and equipment coordinator. If that is done, add a provision for Uniform Coordinator. Adjust details of the role depending on the way in which the club acquires and distributes its uniforms.]*

Section 8. **Field Coordinator**

The Field Coordinator shall be responsible for arranging with facility owners for access to and use of fields for practices and games, including applying for and obtaining field permits from park departments and/or school districts for all fields that will be used by the club's teams. The Field Coordinator will also be responsible for providing an inventory of available game times and locations to the game schedulers for all leagues and tournaments in which the club's teams will be hosting any home games. If the club is responsible for maintaining fields used by the club, the Field Coordinator is responsible for purchasing field maintenance equipment and supplies, organizing, and overseeing field maintenance activities, including field lining and goal placement. The Field Coordinator will provide for goal maintenance and replacement, nets, and goal anchoring needs. The Field Coordinator will arrange for fields to be lined and set up for matches with goals, nets, and flags in place, and will inspect goals and field equipment for condition and safety.

Section 9. **Communication Coordinator**

The Communication Coordinator will publish a club newsletter and prepare flyers and communications announcing registration, leagues and seasons to members and potential members. The Communication Coordinator will maintain a current mailing file to include Board members, coaches, assistant coaches, referees, and players.

Section 10. **Fund Raising Coordinator**

The Fund Raising Coordinator shall be responsible for carrying out any and all fund-raising activities approved by the Board.

Section 11. **Team Parent Coordinator**

The Team Parent Coordinator will work with the Team Parents selected to represent each team and coordinate activities and information distribution to the team coaches, players and parents.

Section 12. **Parent/Player Liaison**

The Parent Liaison shall enhance communications between the parents and the coaches, Team Parents, and the Board by relaying information, concerns and needs among those concerned.

Section 13. **Tournament Coordinator**

The Tournament Coordinator coordinates all aspects of club tournaments and paperwork required for travel to tournaments hosted by other organizations.

(Create additional sections for other coordinator positions as deemed necessary for club operations. Be sure to remove all sections for positions that are not being used.)

Bylaw 306. Election of Officers and Directors.

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

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

- A. The President, Treasurer[, and Director at Large #1] shall be elected in even numbered years.
- B. The Vice-President, Secretary, Registrar[, and Director at Large #2] shall be elected in odd numbered years.

(Terms of longer than 1 year and staggered terms so that there is always continuity on the Board are recommended. A typical arrangement is for 2 year terms with ½ of the terms expiring each year. The distribution of which offices are elected in which year is optional. The division of offices above is a suggestion, but the required offices of President, Vice-President, and Secretary should not all be elected in the same year when staggered terms are used.)

Section 3. No person may serve more than 4 consecutive terms in a single office. *(Term limits are optional. One should balance the difficulty of finding replacement officers and the need for developing new volunteers to serve on the Board)*

Section 4. A majority of the votes cast in a specific contest shall be required to elect a person to the Board. *(This is not necessarily the same number as a majority of the eligible voters present. A voter may abstain.)*

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

Bylaw 307. Removal of Officers or Directors

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

- C. Appointed Coordinators may be removed from office by a majority vote of the eligible voting members of the Board at any Board meeting.
- D. Ex officio members of the Board may be removed from office by a majority vote of the eligible voting members of the Board at any Board meeting unless the terms of an applicable employment agreement provides for a different method of terminating the employment relationship.
- E. Elected members of the Board may only be removed from office under this section following a disciplinary hearing held in accordance with the procedures of the applicable OYSA procedural manual and Section 2 of this Bylaw 307.

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

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

Section 3. If an elected office is made vacant by the removal of a person from the Board in accordance with either Section 1 or Section 2, above, the vacant office shall be filled as described in Bylaw 308.

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

[The procedures stated in this Bylaw, specifically Section 2, are required to make the Bylaws comply with ORS 65.324]

Bylaw 308. Filling Vacant Offices

Section 1. If a Board position becomes vacant more than 60 days prior to the next scheduled election for that position, the Board shall by majority vote appoint someone to fill that position until the next Annual General Membership Meeting held as provided in Bylaw 402. *[Alternative to Section 1 that allows the appointment to serve until the next scheduled election for the position: "If a Board position becomes vacant more than 60 days prior to the next scheduled election for that position, the Board shall by majority vote appoint someone to fill that position until the next scheduled election. If the remainder of the term exceeds 400 days, the term will be considered a full term for the purpose of the term limits of Bylaw 306, Section 3." If this alternative is used, Section 2, below, must be removed. Only use the alternative when there are term limits and the terms are 2 years or longer.]*

Section 2. When a Board position has become vacant between scheduled elections for that position, the members at the next Annual General Meeting after the vacancy occurs shall elect a person to the position to serve until the next election scheduled for that position in accordance with Bylaw 306, Section 2.

Bylaw 309. Committees

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

Section 2. The President shall be an *ex-officio* member of all committees established by the Board, although the Board may appoint another person to chair the committee. *(If the club will have standing committees, they can be specified in this Bylaw. It is generally easier to modify policies than to amend bylaws.)*

Part IV – Meetings

Bylaw 401. Board of Directors Meetings

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

(You may wish to specify a specific date and time for meetings - for example, Oregon Youth Soccer Board Meetings are held on the first Monday of each month at 6:30 PM at the Oregon Youth Soccer Offices. Meetings may be rescheduled due to holidays or conflicts. It is simpler to leave specific days and times out of the bylaws and just publicize the regular meetings to the membership through the club's website or other publication.)

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

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

Section 4. A quorum for the board meeting shall be *(select a number, fraction or % of the board members. This should be equal to a majority of the board.)* of the voting members of the board. *[For example: A quorum for a board meeting shall be 60% of the elected members of the board who are in office, but in no case fewer than 3.]*

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

Bylaw 402. General Membership Meeting

Section 1. The Annual General Membership Meeting (AGM) shall normally be held *(select month, during the month of, or before stated date annually)*. At this meeting election of officers will occur. Voting shall be by the eligible voters as specified in Bylaw 203, Section 3.*(Correct the reference as needed.)*

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

Section 3. The Board must provide not less than 7 days notice to eligible voting members prior to any membership meeting.

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

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

Part V - Administration

Bylaw 501. Policies

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

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

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

Bylaw 502. Financial Policies

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

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

Section 3. The Board shall cause an annual review of financial statements by an independent source.

(This may or may not include a full audit of the books. A review may be done by a responsible individual while preparing the tax statement for filing with the IRS, or it may include an actual audit, which is recommended at least every 3-5 years to ensure current accounting practices are being met. IRS tax filing is due annually on the 15th day of the 5th month after the close of the corporation's taxable year - May 15th for organizations that have a December 31 fiscal year end.)

Section 4. The Board shall cause tax reports to be prepared and submitted to the IRS in accordance with IRS rules for non-profit and tax exempt organizations.

Section 5. The Treasurer shall provide financial statements acceptable to the board at each regular meeting of the Board or as otherwise directed.

Bylaw 503. Referees

(This should be a policy rather than a bylaw, but every club should strive to achieve a certified referee base to help reduce liability exposures)

Section 1. Referees selected by the Club shall serve as independent contractors.

Section 2. Any individual referee receiving more than \$600 in a calendar year shall be issued a 1099 tax form which shall be filed with the IRS.

Section 3. All referees shall be USSF certified.

Part VI – Grievance, Protest, and Appeals

Bylaw 601. Complaints

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

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

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

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

Bylaw 602. Hearing Procedures

Section 1. Hearings will be conducted in accordance with the rules of the applicable OYSA procedural manual.

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

Section 3. Grievances will be heard by the Board as scheduled by the **(President/Executive Committee - pick one)**. Procedures for conducting the hearing will be set by the Board based upon the nature of the issues presented in the Grievance.

Bylaw 603. Hearing Procedures - Sponsored Competition

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

Section 2. Copies of the Rules will be distributed to participating teams when they register for the event.

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

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

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

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

Bylaw 604. Appeals Process

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

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

Bylaw 605. Exhaustion of Remedies

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

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

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

Part VII - Risk Management

Bylaw 701. Risk Management Policy

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

Section 2. The President shall be the Club's Risk Management Coordinator. *(If another officer, e.g., the Vice-president, is to serve as the risk management coordinator, that office should be identified here and OYSA's risk manager must be notified of the office that will serve in that capacity and contact information for the person who occupies that position. Changes in the individual filling the office must be promptly provided to OYSA.)*

Section 3. The President shall have authority to enter into a Conditional Approval Agreement with the OYSA Risk Management Coordinator only upon approval of **(the Executive Committee/Board - select one)**.

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

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

Section 6. The Board may adopt a risk management policy that provides guidance to the club regarding the suitability of accepting a person to be a club Administrator. Any such policy

shall not allow acceptance of a person who is disqualified by OYSA, but it may provide for the disqualification of a person who has been Approved by OYSA.

Section 7. The Club will recognize, and enforce, the disciplinary actions of USSF and other organizational members of the Federation that have been included in a Disciplinary Action Report.

Part VIII – Amendments

Bylaw 801. Bylaw Changes and Amendments

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

Section 2. A proposed change or amendment must be submitted in writing to the President or Secretary of the Club not later than thirty (30) days before the General Membership Meeting. Such changes shall be transmitted to Board Members and eligible voting members of the Club not later than fifteen (15) days prior to said meeting.

Bylaw 802. Provisional Bylaw Changes

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

Bylaw 803. Severability and Precedence

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

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