

- I. **Organization:** The Butler County Soccer Association, hereinafter referred to as BCSA, is a non-profit Membership Association organized in the form of a non-profit corporation incorporated in the Commonwealth of Pennsylvania.

As a membership organization, all authority to act on behalf of BCSA as a whole is vested in the Board of Directors and its Executive Board as governed and directed by these by-laws and the Articles of Incorporation of BCSA.

As a non-profit corporation, all authority to act on behalf of the corporate entity is vested in the Officers of the Corporation as governed and directed by these by-laws and the Articles of Incorporation of BCSA.

- II. **Membership:** Membership in BCSA shall be comprised of the following categories of members and all of their otherwise eligible individuals.

Honorary Members – Honorary Membership may be extended by the Board of Directors to individuals who have rendered outstanding or extraordinary service in the promotion of youth soccer in Butler County. Such designation shall be for the life of the individual except as provided herein.

Participating Members – Participating Members are comprised of players enrolled in the current soccer session and their parents or legal guardians along with coaches, referees, and other active volunteers and officials currently serving BCSA in any recognized capacity.

Associate Members – Associate Members are individuals who have supported BCSA financially during the previous twelve months in the form of a direct donation of at least fifty dollars.

Affiliated Members – Affiliate Membership may be extended by the Board of Directors to individuals from other areas or organizations who have demonstrated a commitment to youth soccer and who have asked or been invited to be affiliated in some capacity with BCSA. Such affiliate membership shall be valid for the term of the current fiscal year and will automatically extend to additional terms for as long as such affiliation continues unless otherwise revoked.

Voting Members – The voting members of BCSA for the purpose of general elections and other matters that are subject to ratification of the Association shall include all of the classes of members identified above. Eligibility to vote in certain corporate matters may be restricted by law or reason to those members who have reached the age of majority.

Quorum – IN votes requiring the participation of the voting membership at large, a quorum shall consist of those voting members present plus a simple majority of the Executive Board. As provided by these by-laws, a proxy vote or ballot vote may also be permitted as directed by the Board of Directors. In such a case, the votes shall be compiled by a tally clerk or team designated by the Board and the results and actual ballots made available for review at the next regular Board Meeting. General meetings of the Association may be scheduled from time to time as determined by the Board.

Removal from Membership – It shall be within the authority of the Board of Directors to remove any member from Voting Membership with or without cause by majority vote at any regular meeting of the Board, provided written notice of the action is mailed to the individual subsequent to the action and the individual is then afforded a reasonable opportunity to request review and repeal of the action at the next Board meeting, at which time the decision shall be considered binding. Such an act of censure shall not be reversed by qualification for membership via another category.

III. Directors and Officers: The BCSA shall be operated and managed by a Board of Directors as follows:

Board of Directors – A Board of Directors shall be elected from the BCSA at large and shall consist of the following directors: Chairman, President, Executive Vice President, Secretary, Treasurer, Director of Traveling Teams, Director of Officiating, Director of Coaching, Director of Publicity, Director of Facilities Development, Director of Fund Raising, Director of Field and Grounds, Director of Registrations, and Director of Age Group Commissioners. In addition, it shall be within the authority of the Board to add additional positions on a temporary or permanent basis and to appoint to the positions until the next general election.

Officers of the Board – The Officers of the Board and the Corporate Officers of the Corporation are the Chairman, President, Executive Vice President, Secretary, and Treasurer.

Executive Board – The Executive Board consists of the same individuals identified as Officers of the Board.

Voting Members – All Directors are empowered with full and equal voting rights in all regular board meetings and shall likewise be fully empowered to speak to any matter brought before the Board for discussion. The Chairman may only vote in the case of a tie vote, but may participate fully in any discussion or proceeding.

General Functions of the Board – The general responsibilities of the Board shall be to 1) Establish by-laws 2) Establish rules and regulations for the operation of a soccer program and facilities 3) Establish and administer an operating budget for the current fiscal year 4) Perform all organizational and facilities management 5) Supervise the registration of players and coaches 6) Assign players and coaches to teams in such a manner to seek a proper balance of teams within one age division within a reasonable geographical area 7) Locating, securing and maintaining appropriate playing facilities 8) Qualifying and assigning referees and other officials 9) Approving and releasing publicity and information about the organization and its goals and programs 10) Assuming the duty to appoint, elect or hire an appropriate staff to carry out the operation of the BCSA and to uphold its philosophy, rules, and regulations and 11) Other business that it may determine from time to time is in keeping with these general principles. In furtherance of these functions and objectives, the Board is empowered to form committees, affiliations, etc. and to enter into contracts, obligations and other legal instruments that it deems necessary or appropriate.

IV. Responsibilities of the Directors: The following responsibilities of the various directors shall be as follows:

Chairman of the Board – The chairman of the board shall assume the duties and responsibilities normally associated with the position, or those assigned by the president.

President – The president shall be the chief executive and presiding officer of the Organization. He shall preside, when present, at all meetings of the Organization, shall appoint committees as and when needed, and shall, in general, perform such duties as are customary for presiding officers. He shall have the power to call meeting of the corporation. He may, subject to the approval of the Board of Directors, appoint and discharge employees of outside agents of the Organization, prescribe their duties, and fix their compensation; he shall, also subject to the approval of the Board of Directors, sign contracts and make agreements in the name and on behalf of the Organization.

Executive Vice President – The executive vice president shall assume the duties of the president in the latter's absence. If the executive vice president must be absent while acting as president, the executive vice president shall designate in writing another officer to act as president.

Secretary – The secretary shall keep the minutes of the proceedings of all meetings of this Organization, certify official records, maintain a list of names and addresses of all members, and issue notice of meetings to the members; he shall also conduct the correspondence of the Organization.

Treasurer – The treasurer shall have custody of all funds, securities, evidence of indebtedness and other valuable documents, and shall deposit funds and securities in the name and to the credit of the Organization in a bank or depository. He shall keep in appropriate books, an accurate account of all money received and paid out. He shall render an annual report of the funds, the receipts and disbursements of this Organization, or at such other times as requested. He shall have charge of all funds, collect fees and pay expenses of this Organization.

Director of Traveling Teams – The director of traveling shall preside over all traveling team functions, assign coaches, players, and assistants to maintain a functional organization within an organization.

Director of Officiating – The director of officiating shall maintain close liaison with the section referees representatives and coordinate activities. He shall be the chairman of the Referee's Committee and be generally responsible for the development and welfare of the referees within the framework of the Organization's Rules and Regulations.

Director of Coaching – The director of coaching shall maintain close liaison with section coach representatives and coordinate activities. He shall be responsible for the preparation of a Coach's Manual and the organization and distribution of coach's training material. He shall be generally responsible for the education and training of the coaches within the framework of the Organization's Rules and Responsibilities.

Director of Publicity – The director of publicity shall be in charge of the development and distribution of publicity and generally conduct such promotional activity required for BCSA expansion and recognition. The director shall be responsible for assisting in the internal growth of BCSA soccer and promoting the growth of BCSA. He shall maintain close liaison with the Board on potential coaches and referees.

Director of Facilities Development – The director of field’s development is responsible for the long-range planning functions and recommendations concerning the future development of the Organization and its facilities.

Director of Fund Raising – The director of fund raising shall be in charge of raising funds to support the Organization. He shall recruit and assign committee members to head fund raising activities.

Director of Fields and Grounds – The director of fields and grounds shall be responsible for maintaining the fields and for assigning assistants to maintain the fields and grounds.

Director of Registrations – The director of registration is responsible for planning, organizing, maintaining and distributing team and Organization rosters in accordance with the guidelines as developed by the Board of Directors of the Organization.

Director of Age Group Commissioners – The director of age group commissioners is responsible for recruiting and assigning assistants within each of the age group divisions and for coordinating communication between the coaching staff, players, parents and the Board of Directors. The director of age group commissioners works closely with the director of coaching in the areas concerning staffing and training of coaches.

Other Directors – It shall be within the authority of the Board of Directors to establish positions which are not set forth within the By-laws and to appoint directors to fill those positions.

- V. Election of Board Members – Board members shall be elected annually from among the voting members in accordance with the following procedure:

Nominations – A nominating committee shall be elected by the board based on a recommendation of the Executive Board at the beginning of the Spring Soccer Session. The Nominating Committee shall be responsible for soliciting names of interested nominees from the eligible membership at large. The Nominating Committee shall submit a slate of willing candidates to the Board of Directors no later than the regular May meeting. At that meeting, the Board shall approve the slate with additions if it deems appropriate. Such slate should contain at least one name for each available position wherever possible and shall be published either publicly or in a newsletter or circular widely distributed among the Association Members.

Vote – The vote to elect the Board of Directors shall be done in a place, time and form as designated by the current Board and published in companion with the aforementioned slate. All ballots shall be verifiable, but secret whether vote be made in person, by ballot or proxy. Votes shall be tallied as specified above and the names of elected Directors and Officers published in the next newsletter or circular.

- VI. Meetings – The Board of Directors shall hold Regular, Special and Executive Committee meetings as follows:

Regular Meetings – The President shall establish a schedule of Regular Meetings at the beginning of the fiscal year. These meetings are considered public meetings and are open to all voting members of the Association, though the Board is not required to recognize outside guests (although it is encouraged) and only duly-elected Board Members are permitted to engage in

direct discussion involving motions and permitted to vote. The Board has the right to limit discussion based on business at hand by way of a motion.

Special Meetings – The President of a majority of the Board may call a Special Meeting of the Board to deal with matters of an urgent, sensitive, or prolonged nature as stated in the meeting call. Such meetings are subject to the notice requirements specified below and may be either open to the public or closed to the Board of Directors only as determined by the party calling for the Special Meeting. These meetings carry full force and effect of Regular Board Meetings and do not require any form of confirmation at a Regular Meeting.

Executive Board Meetings – The President of a majority of the Executive Board may schedule an Executive Board Meeting as they may deem necessary. Such meetings are not subject to the normal notification requirements due to the urgency of matters that may be dealt with. Actions of the Executive Board are of full force and effect, but must be confirmed or refuted at the next Regular or Special Meeting.

Notice – The Secretary shall be instructed by the party calling a Regular or Special Meeting to attempt to notify the appropriate parties in advance of such a meeting. Publication of a Regular Meeting schedule shall be considered adequate notice for Regular Meetings and the sole testimony of the Secretary and/or his designated party shall suffice for Special Meetings. The President or calling member shall be responsible for notification of Executive Meetings and shall be responsible for reporting items of business to the next Regular or Special Meeting.

Rules of Order – Business conducted at all Regular, Special, and Executive meetings as well as all General Meetings of the Association shall be subject to conduct in accordance with the most recent edition of Robert's Rules of Order.

Quorum – Except as otherwise provided herein, a quorum shall consist of at least a simple majority of those eligible for voting at an individual meeting.

Votes – All votes shall be done based on a simple majority as determined by the Chairperson of the meeting. Voice votes shall be deemed appropriate unless at least one member of the voting body calls for a ballot vote during discussion preceding a motion. Proxy votes are not normally allowed either in writing or by Power of Attorney unless prior approval is given by the Board for an individual question, motion or subject.

Order of Business – All Regular and Special Meetings shall follow the same general order of business as follows: 1) Roll Call and Establishment of Quorum (recognition of guests as appropriate) 2) Presentation, Modification, and Adoption of the Agenda 3) Reading and Approval of Previous Minutes (where indicated) 4) Review and acceptance of the Treasurer's Report 5) Committee Reports (both Standing and Special) and Confirmation of Committee Actions 6) Old Business 7) New Business (either as approved for agenda or as presented by committees or voting member) and 8) Adjournment. The detailed agenda of any particular meeting is subject to the discussion and approval of item #2 above. Should an agenda not be completed, the Board may vote for continuance of any meeting at a time and place to be agreed upon.

Majority Requirement – All votes to be considered affirmed must consist of a simple majority of those eligible voting members present at an individual meeting, except as otherwise provided herein or within the Articles of Incorporation of the BCSA. Any voting member present may challenge a count on an individual item of business by calling for a written vote and tally. Written, tallied votes are considered final and incontrovertible.

- VII. Committees of the Board – The Board shall have the authority to appoint members and chairmen to both Standing and Special Committees as they see fit and to delegate appropriate operational and supervisory authority to such committees subject to the supervision and final authority of the Board.

Standing Committees – Standing Committees shall consist of the Committees for Field Development, Coaching, Referees, Traveling, Fund Raising, Publicity and Age Groups. Each of these committees shall be appointed by and chaired by the Director to that position, subject to Board approval.

Special Committees – The Board has the authority to form and solicit members and chairman for various Special Committees, whether the need for such committees be deemed as short or long term. Such committees include delegates to other soccer organizations, community organizations, or special functions such as tournaments.

- VIII. Amendment of By-laws – By-laws may be amended at any Regular Meeting of the Board under the following guidelines: Vote and Quorum rules for any other action of the Board prevail except that modification of the By-laws must be by a two-thirds majority.

- IX. Compensation of Officers – All Officers and Directors of the BCSA shall serve on a strictly gratis basis with the following exceptions:

Expenses – Directors and Officers shall be reimbursed for actual expenses for supplies and other items in accordance with accepted procedure, a full accounting of which should be made within either the Minutes of the Meeting or the Treasurer’s Report.

Referees and Officials – Any Board Member or Officer serving in another unrelated role as an official shall be compensated in accordance with established formulas independent of that position and fairly treated like his peers.

Prohibition from Sharing Business – No Officer or Director shall privately conduct any business or personal dealings with the BCSA in such a manner as there is any potential or real personal gain. In matters of commerce, this item shall not be used to unfairly block an Officer or Director from business dealings, but either’s bidding process or full-disclosure shall be maintained for any single item in excess of \$1000 or annual purchased in excess of \$5000. It is strongly recommended that any commerce items, whether involving a Board Member or not, be fully documented to be no more than competitive retail levels.

- X. Prohibition of Public Representation – All Board Members, Officers, Officials, Committee Members, and Association Members are specifically forbidden from representing themselves as an official spokesperson for the Association or its Board without the specific pre-authorization to do so. This matter is not to be interpreted too broadly so as to prevent the fair and reasonable presentation of general information to the public at large, but rather is intended to

prevent any individual from acting beyond the scope of authority bestowed on them by the Board and to prevent public confusion, extended legal or moral obligations and lack of unity within the Board. Any act in violation of this section may warrant a suspension or removal of an individual from a particular role or capacity at the discretion of the Board and in accordance with the provisions that deal with removal from membership.

XI. Indemnification of Directors and other volunteers in accordance with PA Act 1986-57 and 1986-145 – No director shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

1. The director has breached or failed to perform the duties of his office under Section 8363 (relating to standards of care and justifiable reliance).
2. The breach or failure to perform constitutes self-dealing willful misconduct or recklessness.