



# Bylaws

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## **Section 1.1: Definitions**

### **A. Definitions**

1. Club: The club is the "Fredericksburg Soccer Club, Incorporated".
2. Player: An individual that participates in any of the Club's programs as proven by a membership agreement. As defined in the articles of incorporation, this individual is a Class "A" non-voting member of the Club provided that the individual is in Good Standing.
3. Volunteer: An individual that supports the club without compensation as proven by a volunteer agreement. As defined in the articles of incorporation, this individual is a Class "B" voting member of the Club provided that the individual is in Good Standing.
4. Employee: The individual selected by the Club that receives compensation as proven by an employment agreement. As defined in the articles of incorporation, this individual is a Class "B" voting member of the Club provided that the individual is in Good Standing.
5. Founder: The person that founded and originally incorporated the club. That person is Marcello Manzano. He receives no compensation but is eligible for reimbursement on expenses that are strictly associated with Club duties that includes but is not limited to hotel expenses, gas mileage, educational courses, etc.
6. Soccer Year: The period from August 1 of the current year to July 31 of the following year.
7. Good Standing: A situation where an individual meets the following criteria:
  - a. No outstanding financial obligations to the club
  - b. No outstanding fines
  - c. Not under suspension or under disciplinary action
  - d. For those eligible to vote, meets all voting requirements set in these Bylaws.
8. Soccer Operations: The processes and procedures, both written and unwritten, that include but are not limited to decisions involving coach selection, staff selection, player selection, player development program, player expectations, teaching the game, rules for soccer operations, program operating procedures, and other soccer matters.
9. Business Operations: The process and procedures, both written and unwritten, that include but are not limited to decisions involving developing budgets, authorizing and making payments, negotiations, signing contracts, financial

assistance programs, vendor selection, setting cost structures, marketing, staff selection, staff removal, proposing investments, intellectual property, and other business matters.

10. Executive Director: This individual that oversees the day-to-day operations of the club, which includes soccer operations and business operations. The Executive Director provides the vision for the club and oversees club staff. The Executive Director is the founder.
11. Management: The individual designated as either the Executive Director or individual staff members with delegated authority.
12. Bylaws: The document that defines the Board of Directors. The Articles of Incorporation and any policies set by the Board of Directors are not part of the bylaws.



## **Section 1.2: Board of Directors**

### **A. Composition**

1. Number of Directors: The Board of Directors consists of no more than 9 directors.
2. Designation: The Board of Directors consists of 4 Directors designated as officers and the remaining Directors are designated as "At-Large". The officers are the President, Vice President, Treasurer and Secretary.
3. Uniqueness: No person can hold more than one designation on the Board of Directors unless the number of Directors falls below 4.
4. Chairman: The President serves as chairman of the Board of Directors.
5. Elected Directors: Elected Directors are those directors that are elected by the eligible voting membership. At least 50% of the directors must be elected.
6. Appointed Directors: Appointed Directors are those directors appointed by the Founder of the club. The Founder can appoint no more than 50% of the directors including the Founder himself.
7. Founder's Provision: Per the Articles of Incorporation, the founder of the club, who was the original incorporator, is a permanent Director that cannot be removed or suspended from the Board of Directors.

### **B. Conflict of Interest**

1. Parent or Guardian: A parent, guardian, or sibling of a Player currently participating in the Club is ineligible to serve as a Director.
2. Compensation: No Director shall receive compensation for their duties on the Board of Directors.
3. Outside Organizations: No Director shall serve or be associated in any capacity with another youth soccer organization, youth soccer business, or any organization deemed by the Club as a competing organization.
4. Financial Interest: No Director shall serve on the Board of Directors if they currently or will in the future sell a good or service to the Club.

5. Immediate Removal: If a current Director engages in any of the conflict of interests in this section of the Bylaws, the Director is automatically removed from the Board of Directors.

## **C. Duties**

1. Policy: The Board of Directors creates the policy for the following issues:
  - a. Financial oversight
  - b. Transparency
  - c. Budget
  - d. Fundraising
  - e. Risk Management
  - f. Safety
  - g. Legal Matters
  - h. Liability and Insurance Matters
  - i. Ethics and Conflict of Interest matters
  - j. Non-disclosure
  - k. Privacy issues
  - l. Whistleblower
2. Approval: The Board of Directors approves the following items created by the Executive Director and Club management
  - a. Budget
  - b. Financial assistance packages for children in need
  - c. Employee raises or bonuses not captured in the original budget
  - d. Tax return
  - e. Loans
  - f. Financial investments
  - g. New spending initiatives
  - h. Projects requiring long term obligations or financial commitments
  - i. Employee Handbook
  - j. Strategic Plan
3. Review: The Board of Directors reviews the following items
  - a. Receipts, checks, and reconciliation of bank statements
  - b. Financial statements generated by the accountant
4. Delegation to Management: The Board of Directors delegates the authority and responsibility for the day-to-day operations to the Club's Management. This includes but is not limited to all business operations, soccer operations, and the following duties.
  - a. The specific methods and means to teach players
  - b. Hiring and removal of staff
  - c. Implementing and creating the rules and logistics of all programs
  - d. Handling the interface between Club, parent, and player.
  - e. Roles and responsibilities for employees
  - f. Processes and procedures for club operations
  - g. Generating the budget for approval by the Board of Directors
  - h. Generating the strategic plan for approval by the Board of Directors
  - i. Implementing policy as defined by the Board of Directors

5. Prohibited Duties: The Board of Directors recognizes that duplicating the same responsibilities as Management creates unnecessary confusion and loses the focus on the Board's duties. The Board of Directors agrees to stay disciplined to their duties and is prohibited from engaging in the following:
  - a. Discussions with a parent or player about playing time issues
  - b. Discussions with a parent or player about hiring or firing staff members
  - c. Any matter delegated to the management or the Executive Director.

## **D. Roles**

1. President: The President oversees that all orders and resolutions of the Board of Directors are carried into effect. The President can create ad hoc committees and appoint appropriate ad hoc Committee Chairpersons.
2. Vice President: The Vice President, in the absence or disability of the President, performs the duties and exercises the powers of the President. The Vice President serves as an *ex-officio* member of each ad hoc or standing committee and performs other duties as may be directed by the President or Board of Directors.
3. Treasurer: The Treasurer leads the financial oversight of the club. The Treasurer is responsible for ensuring that financial reports required by governmental entities are performed. The Treasurer performs other duties as may be directed by the President or Board of Directors.
4. Secretary: The Secretary is the official custodian of the organization's records. As the custodian of the organization's records, the Secretary shall maintain the minutes of all regular meetings, list of eligible voters, and all legal documentation as a permanent record.
5. At Large Director: The At-Large Directors are responsible for ensuring fiduciary responsibility by participating in the items outlined in the Duties section of these Bylaws.

## **E. Director Qualifications**

1. Minimum Qualifications: All Directors must meet one of the following criteria and not be in violation of the Conflict of Interest section of these bylaws.
  - a. Former member, coach, or parent previously associated with FSCI
  - b. Experience with financial matters or legal matters
2. Additional Qualifications: In determining the future needs for open positions on the Board of Directors, the Board of Directors can create additional qualifications for the sole purpose of improving governance and oversight

## **F. Nomination Committee**

1. Responsibility: The nomination committee is responsible for the following tasks
  - a. Screening candidates for qualifications and conflict of interests.
  - b. Research board competency needs and announce those needs
  - c. Solicit for qualified candidates.
  - d. Provides the eligible voting membership with a slate of eligible candidates in advance of elections.
2. Number: There shall be no more than 5 individuals on the nomination committee.

## **G. Term**

1. Term Length: The term of each Director is 12 months.
2. Term Period: The term begins on January 1 of the current year and ends on December 31 of the current year.
3. Term Limits - Founder's Exception: The Founder is a permanent Director per the articles of incorporation. Therefore, term limits do not apply to the Founder.
4. Term Limits – Maximum Consecutive Terms: A Director can serve a maximum of 4 consecutive terms. Partial terms do not count towards the maximum.
5. Term Limits – Eligibility: When a Director has served the maximum number of consecutive terms; the Director is eligible to serve again on the Board of Directors after a period of 1 year.
6. Vacated Elected Director: If an Elected Director vacates their position, the nomination committee searches for replacement candidates and presents them to the eligible voting membership for an election.
7. Vacated Appointed Director: If an Appointed Director vacates their position, the founder can appoint the new Director or request the nomination committee to fill the vacancy thru an elected process.
8. Removal: Any Director, except the Founder, may be removed with or without cause, thru formal consensus with no more than 2 blocking votes.
9. Removal by Absences: A Director, except the Founder, that misses 3 consecutive regular meetings is automatically removed as Director unless the board of directors, thru formal consensus, decides otherwise.
10. Removal by Conflict of Interest: Any Director that violates the conflict of interest section of these bylaws is automatically removed from the Board of Directors.



## H. Director Elections and Appointments

1. Quorum: The minimum quorum of 1/10<sup>th</sup> of the eligible voting membership is required for an election of the Elected Directors.
2. Proxy Vote: No proxy vote is permitted in an election of the Elected Directors.
3. Secret Ballot: Votes for the Elected Directors shall be cast using secret ballot either online or in paper form.
4. Eligible Voter List: The Secretary shall maintain a listing of all eligible voting members in good standing that can vote for the Elected Directors. The list is frozen 1 month ahead of the election.
5. Appointment: Upon notice to the Board of Directors, the Founder may waive appointments for the upcoming term and change at least one Appointed Director to an Elected Director.
6. Legal Recording: All changes to the Board of Directors must be recorded within 14 days with the State Corporation Commission

## I. Decision Making Process

1. Quorum: A simple majority of Directors shall constitute a quorum at a meeting.
2. Proxy Votes: Proxy votes are not allowed.
3. Formal Consensus: The Board of Directors decides all issues thru the formal consensus process provided a quorum has been reached.
  - a. The book entitled "On Conflict and Consensus: A Handbook on Formal Consensus Decision making" by C.T. Lawrence Butler and Amy Rothstein serves as the basis for the Club's formal consensus process.
  - b. The club reserves the right to customize the Formal Consensus process.
4. Affirmative Vote: Unless otherwise stated, the affirmative vote of the Directors shall be the act of the Board of Directors contingent upon the approval percentages listed below
  - a. Changes to Policy or making decisions – 51%
  - b. Changes to the Bylaws – 66%
  - c. Changes to the Articles of Incorporation – 90% plus 66% approval of the eligible voting membership
5. Action by the President without a Meeting: When in the best interest of the club, the President may take any action necessary without a meeting if consent is in writing and is signed by all the Directors. Such consent has the same force as a unanimous vote.

6. Referendum by Eligible Voting Membership: The eligible voting membership can organize and hold a referendum that overturns one of the following decisions by the Board of Directors.
  - a. Compensation of Directors
  - b. Change in the conflict of interest policy.
  - c. Player Safety
  - d. Not following the fiduciary responsibilities outlined in the Duties section
7. Referendum Procedure:
  - a. The Board of Directors must receive notice of a referendum from at least 10% of the voting membership in good standing within 30 days of the original decision.
  - b. Within 60 days of the original decision, if a simple majority of the voting membership in good standing votes in favor of the referendum, the referendum overturns the original decision.
8. Merger: The Club will not merge with other youth soccer clubs.

## **J. Meetings**

1. Regular Meetings: The Board of Directors holds a regular meeting 4 times per year. A time and location will be established and announced for the meeting. All regular meetings are open to the membership.
2. General Membership Meeting: A general membership meeting is held annually and coincides with a Regular Meeting.
3. Special Meetings: The Board of Directors may conduct special meetings to consider matters of an urgent nature. Any director may call for a special meeting. These meetings are normally closed to the membership except for those who are required to provide pertinent information about the matter under consideration. The special meeting can be held via technological means to distribute information, reach consensus, and arrive at a decision. Special Meetings can be conducted with 24-hour notice to all Directors.
4. Agenda: An agenda must be provided 48 hours prior to a regular meeting or 24 hours prior to a special meeting.
5. Waiver of Notice: A Director who attends any meeting shall be deemed to have had timely and proper notice to the meeting unless he/she attends for the express purpose of objecting because the meeting is not lawfully called or convened.