

## **Upper Cumberland United Soccer Club**

### **UCUSC Bylaws**

**(Adopted January 2009)**

The charter on file with the Tennessee Secretary of State shall serve as the constitution of the Upper Cumberland United Soccer Club, (hereinafter called UCUSC).

### **ARTICLE I-GENERAL**

#### **Bylaw 101. NAME**

This association shall be known as Upper Cumberland United Soccer Club (herein after referred to as UCUSC).

#### **Bylaw 102. PURPOSE AND STATUS**

*Section 1.* The purposes for which UCUSC is organized are:

1. Promote and continue to develop competitive and recreational soccer in Cookeville and the surrounding areas.
2. To do all things reasonable, incidental, to the promotion of soccer including, but not limited to, financing, owning, developing real estate, purchasing equipment, and to do or assist in all other things and services incidental or related to soccer.

*Section 2.* UCUSC will support all local school and college soccer programs.

*Section 3.* Charitable/Non-profit status:

1. UCUSC is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax code).
2. No part of the net earnings of UCUSC shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or to other private persons, except that UCUSC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501 (c) (3) purposes.
3. No substantial part of the activities of UCUSC shall be the carrying on of propaganda or otherwise attempting to influence legislation, and UCUSC shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
4. Notwithstanding any other provision of these articles, UCUSC shall not carry on any other activities not permitted to be carried on by a (corporation/association/trust) exempt from Federal

income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax code).

5. Upon dissolution of UCUSC, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or shall be distributed to the Federal, State, or Local Government for a public purpose.

### **Bylaw 103. LAWS OF THE GAME**

The "Laws of the Game" as authorized by FIFA, and modified for youth and amateur play by the rules and regulations of USSF, USYSA, USASA, TSSA, and UCUSC.

### **Bylaw 104. EQUAL OPPORTUNITY**

UCUSC shall provide an equal opportunity to athletes, coaches, trainers, managers, administrators, and officials to participate in its programs and activities.

### **Bylaw 105. SEASONAL AND FISCAL YEAR**

*Section 1.* The seasonal year for UCUSC shall coincide with the seasonal year as established by TSSA.

*Section 2.* The fiscal year for UCUSC shall begin July 01 of one calendar year and end June 30 of the following calendar year.

### **Bylaw 106. ROBERT'S RULES OF ORDER AND QUORUM**

*Section 1.* Except as otherwise provided in these bylaws, all meetings shall be conducted in accordance with the latest authorized edition of Robert's Rules of Order.

*Section 2.* A quorum for UCUSC Board of Director's Meetings shall be the presence of fifty percent (50%) of the voting members of the UCUSC Board of Directors. The President is considered a voting member in the determination of quorum.

*Section 3.* A quorum for Annual General Membership Meetings shall be the voting members present for the meeting.

### **Bylaw 107. REGISTRATION**

Each player, team, and head coach listed as a UCUSC member is to be registered in the appropriate division with TSSA through UCUSC or a TSSA soccer association.

## **ARTICLE II-MEMBERSHIP**

### **Bylaw 201. ELIGIBILITY**

The membership of UCUSC is open to all players, coaches, trainers, managers, administrators, and officials without discrimination on the basis of race, color, religion, sex, disability, or national origin.

### **Bylaw 202. MEMBERSHIP CATEGORIES and VOTING**

*Section 1.* An Active Member shall be defined as the families of those persons:

1. Registered to play soccer in UCUSC
2. Elected as a board member by the membership
3. Appointed by the board as a board member, coach, or referee
4. Each household shall have one vote for every child playing in the league.
5. The person casting the household votes must be at least 18 years of age.

*Section 2.* An Associate Member shall be defined as adults, interested in promoting the sport of soccer. An adult is defined as an individual that is eighteen years of age or older.

1. The Board of Directors is the approving authority for Association Member Applications.
2. Associate members are eligible to participate in all activities, to be elected to the UCUSC Board of Directors, and to serve on any UCUSC committee.
3. Associate members shall not be eligible to vote in elections or on matters requiring a vote by the membership.

*Section 3.* An affiliate member is defined as other soccer associations that elect to be affiliated with UCUSC.

1. Affiliate members are subject to approval by the UCUSC general membership.
2. Affiliates must abide by the UCUSC Constitution, Bylaws, Policies, and Procedures.
3. Affiliate members have no voting privileges.

### **Bylaw 203. FEES**

The UCUSC Board of Directors shall determine all membership fees, dues and assessments.

## ARTICLE III-GOVERNANCE

### **Bylaw 301. GOVERNING AUTHORITY**

The governing authority of UCUSC shall be vested with the Board of Directors and Executive Committee of UCUSC, whose powers shall be delegated in the UCUSC Bylaws.

### **Bylaw 302. BOARD OF DIRECTORS**

*Section 1.* The following Directors shall be the Officers elected by the active membership of UCUSC.

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Recreational Director
6. Select Director
7. Direct of Players and Coaches
8. Advertising/Marketing Director
9. Referee Director
10. Registrar
11. Outgoing President

*Section 2.* A Director's position may be established for other needs.

*Section 3.* Operating boards and committees shall be established according to the needs of each program, recreational and select, to conduct the normal business of the program.

### **Bylaw 303. ELECTION OF DIRECTORS**

*Section 1.* Officers shall be elected by a majority vote of UCUSC Active Members in attendance at the Annual General Membership Meeting.

1. Officers shall be elected for a two-year term to coincide with the fiscal year of UCUSC.
2. Officers are not limited to a single term of office.

3. Any Active UCUSC member may nominate officers.
4. The President, Treasurer, Recreational Director, Referee Director and Registrar shall be elected in even numbered years (2010, 2012, etc...).
5. The Vice President, Director of Players and Coaches, Select Director, Marketing/Advertising Director and Secretary shall be elected in odd numbered years (2009, 2011, etc...).
6. The Executive Committee shall consist of the President, Vice President, Treasurer, and Secretary.

*Section 2.* The Board of Directors may appoint UCUSC Active Members to:

1. Fill vacant board posts because of death, resignation, removal or disqualification.
2. Fill newly-created board posts
3. All appointed individuals shall serve the remainder of the existing term of office at which time they must be elected by the UCUSC General Membership to remain in their board position.

### **Bylaw 304. MEETINGS OF THE BOARD OF DIRECTORS**

*Section 1.* Meetings of the Board of Directors shall be conducted at least monthly.

1. The President may call additional meetings.
2. The President shall be obligated to call an additional meeting if a majority of the BOD makes such a request in writing.
3. The UCUSC secretary shall document a written record of the meetings.
4. Each director/officer shall have one vote; however, the President may vote only in instances where their vote affects the outcome.
5. Voting by proxy is not permitted.
6. A board member that is not present at seventy-five percent (75%) of the meetings, assessed semi-annually, shall have their position declared vacant.
7. Quorum shall be as a majority of the total number of directors in office.
8. All BOD meetings are open to the UCUSC membership except when disciplinary matters are under discussion or when the board members temporarily close the meeting by a simple majority vote of the board members present.

9. UCUSC members that attend the board meeting, and are not members of the board, may not participate in board discussions unless responding directly to a question asked of them by a board member.

10. UCUSC members may request to address the board by notifying a member of the Executive Committee of such intent at least twenty-four (24) hours prior to the meeting.

## **Bylaw 305. DUTIES OF OFFICERS**

### ***Section 1. President***

1. preside over executive committee
2. execute the orders of the Board of Director
3. enforce the observance of the Articles of these Bylaws
4. negotiate and sign all contracts for the club in conjunction with the Executive Committee
5. submit annual report
6. spokesman for the league to civic/governmental bodies
7. serves as the association's voting delegate to TSSA at district and state meetings
8. must be familiar with all association programs in order to properly represent the association
9. keep the executive committee aware of upcoming local, district, state, and national activities
10. complex representative

### ***Section 2. Vice President***

1. assist president in association matters
2. assume the role of president in his/her absence
3. grant applications
4. increase community awareness of leagues by submitting articles and pictures to local medias
5. create relationships with local medias for the purpose of advertising for registration, fund raisers, sponsor
6. recognition, tournaments, special events, and Annual General Membership Meetings

### ***Section 3. Secretary***

1. shall make a record of the proceedings of all meetings
2. maintains all permanent records of the association
3. maintain up to date register of the names and addresses of the Board of Directors
4. monitor meeting attendance
5. assist Registrar with league communication and player entry as needed or upon request
6. maintain these bylaws and any other official documents of the club

### ***Section 4. Treasurer***

1. shall prepare and present budget annually for discussion
2. submit quarterly financial reports
3. prepare and file tax returns

4. prepare and maintain all paperwork pertaining to the Charter of Incorporation and the Tax Exempt Status

**Section 5. Recreational Director**

1. oversees and directs the recreational program
2. team assignment and skill assessments
3. works with each age group coordinator in assignment of players and coaches
4. creates and maintains game/practice schedules
5. works with the Club Director in coordinating field availability
6. provides Referee Director game schedules and notifies him/her of any schedule changes
7. arrange camps for player development
8. league statistician
9. website updates
10. reports recreational program activities to the Executive Committee

**Section 6. Select Director**

1. oversees and directs the club select program
2. team assignment and skill assessments
3. works with the coaching director in recruiting experienced, qualified coaches
4. works with the Recreational Director in coordinating field availability
5. provides Referee Director game schedules and notifies him/her of any schedule changes
6. arrange camps for player development
7. reports select program activities to the Executive Committee

**Section 7. Director of Players and Coaches**

1. responsible for securing coaches for all teams
2. coach development
3. supervision and evaluation of all coaches
4. represents the interest of the coaches to the executive committee
5. handles all complaints concerning coaches
6. provides the secretary coach contact information
7. secure volunteer disclosure forms from each coach

**Section 8. Marketing/Advertising Director**

1. responsible for obtaining sponsorships
2. arrange media cover for special club events
3. submit newspaper article when needed

**Section 9. Referee Director**

1. schedule referees for each game
2. ensure club has enough qualified referees

**Section 10. Registrar**

1. handle accident claims
2. maintains a list of members, state soccer association, and other leagues as it applies to the association

3. responsible for all communication with the league membership
4. submit player registration, volunteer disclosures, and field safety reports to the state

**Section 11. Outgoing President**

1. advises the Board of Directors on previous agreements, etc...
2. serves as non-voting member for 1 year

**Bylaw 306. DUTIES OF THE BOARD OF DIRECTORS**

*Section 1.* The duties of the Board of Directors shall include, but not be limited to, the following:

1. Enforce the UCUSC Constitution, Bylaws, and Rules of Play
2. Transact all business of UCUSC
3. Set policy for all UCUSC soccer programs and activities
4. Ensure that all UCUSC programs comply with the rules set forth by TSSA, USYSA, USASA, and/or USSF.
5. Establish such committees as deemed necessary and proper to conduct UCUSC business.
6. Appoint by majority vote delegates or representatives to meetings and other functions for which the cause of soccer and this association shall be funded
7. Budget and disburse UCUSC funds
8. Establish all fees associated with UCUSC
9. Establish disciplinary guidelines and policy
10. Conduct hearings concerning disciplinary matters and protests
11. Adopt temporary rules and regulations for situations not provided for by the By-laws or deemed necessary and desirable in order to serve the best interests and objectives of the club.

**Bylaw 307: EXECUTIVE COMMITTEE**

The Executive Committee of UCUSC shall be comprised of the President, Vice-President, Secretary and Treasurer. The duties of the Executive Committee shall include, but not be limited to, the following:

1. Resolve urgent matters when impractical or impossible to call a full board meeting.

2. The committee shall have full authority to execute the business of UCUSC.
3. The committee shall report its business activities to the board at the regular board meeting.
4. Provide strategic planning

### **Bylaw 308. STANDING COMMITTEES**

The Board of Directors shall establish specific duties and responsibilities for each committee and the procedure for selecting committee members. All committees shall submit policy and procedure to the UCUSC BOD for approval prior to implementation.

#### ***Section 1. Recreational Program Committee***

1. Chaired by the Recreational Director
2. Additional members as needed from the recreational program.
3. Responsible for conducting the normal business of the recreational program, including scheduling games, collecting and player fees, assembling teams, etc.
4. Make recommendations to the board regarding issues that affect the recreational program.
5. Any other items that are desirable and necessary to the ongoing management of the recreational program.

#### ***Section 2. Budget and Finance***

1. Chaired by the Treasurer
2. Additional members are the members of the Executive Committee.
3. Responsible for preparation of an annual budget.

#### ***Section 3. Coaching and Player Development***

1. Chaired by the Director of Coaching
2. Additional members are Recreational Director and Select Director
3. Responsible for providing training opportunities for players and coaches
4. Monitors the coaching credentials of all team coaches to ensure compliance with credential requirements of TSSA.

### **Bylaw 309: ANNUAL GENERAL MEMBERSHIP MEETING**

UCUSC shall conduct an Annual General Membership Meeting each year

*Section 1.* The President or Executive Committee may set an alternate date and time of the Annual General Membership Meeting but the meeting must occur no later than June 15.

*Section 2.* The date and time of the meeting shall be considered conveyed to the membership when any two or more of the following have occurred:

1. Date, time and location sent via email.
2. Date, time and location provided to all parents during the last weekend of spring season
3. Date, time and location posted at each association spring registration.
4. Date, time and location posted in the Public Notices section of the local newspaper.
5. Date, time and location posted on the public announcement radio and TV stations.

### **Bylaw 310: SPECIAL MEETINGS**

Special meetings of the membership may be called by the President, by any 7 (7) members of the Board of Directors, or by a member who delivers to the President or Secretary of the Board of Directors a petition signed by the lesser of 25% of the voting membership or seventy-five (75) or more voting members. The petition shall state the specific reason for the special meeting. Upon receiving a petition for a special meeting, the Secretary of the Club shall provide notice of the meeting to all members within two weeks of the date the petition was received. A special meeting shall be held within four weeks from the date a petition was received.

## **ARTICLE IV-CONTRACTS, LOANS, CHECKS AND DEPOSITS**

*Section 1.* The Board of Directors may authorize any officer or officers, to enter into any contract, or execute and deliver any instruments in the name of and on behalf of the club, and such authority may be general or confined to specific instances.

*Section 2.* No loans shall be contracted on behalf of the club, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

*Section 3.* All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the club shall be signed by at least two authorized club positions. All withdrawals of club funds shall also be made by two authorized club positions.

*Section 4.* All funds of the clubs not otherwise employed shall be deposited from time to time to the credit of the club in such banks, trust companies, or other depositories as the Board of Directors may select.

#### **ARTICLE V-CONFLICT OF INTEREST**

Board of Directors expect high standards of integrity of themselves. If at any time a Board Member believes that he or she may appear to be unable to maintain objectivity on any issue, because of a personal situation, employment, or other reasons, the member should recuse himself/herself from any position on the subject. Executive Board members should not hesitate to disclose and discuss possible conflict of interest. Executive Board members will honor the request for recuse, and no questions will be asked nor explanations requested. An individual may continue to work on all other functions of the activity to the extent he/she can do so without being in a conflict of interest. This policy covers all UCUSC programs and activities.

#### **ARTICLE VI-INDEMNIFICATION OF DIRECTORS**

The club may indemnify and may advance expenses to all Directors of the club who are, were, or are threatened to be made a defendant or respondent to any threatened, pending, or completed action suit, or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he is or was a Director, the fullest extent that is expressly permitted or required by the statutes of the State of Tennessee and all other applicable law.

#### **ARTICLE VII-AMENDMENTS AND ADOPTION OF BYLAWS**

These Bylaws may be amended by two-thirds (2/3) vote of the Directors present at any meeting, if at least ten (10) days notice of such amendment has been given in writing to each Director prior to the meeting.

#### **ARTICLE VIII-DISBANDMENT**

The club may be disbanded by a two-thirds (2/3) vote of the membership present at any annual or special called meeting of the club provided five (5) days written notice has been given to all voting members.

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President, UCUSC

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Secretary, UCUSC

