

# **RUSH-HENRIETTA SOCCER CLUB, INC**

## **BY-LAWS**

### **ARTICLE I — NAME AND PURPOSE**

*Section 1 — Name:* The name of the organization shall be Rush-Henrietta Soccer Club, Inc. (from here forward referred to as the Organization). It shall be a nonprofit organization incorporated under the laws of the State of New York.

*Section 2 — Purpose:* The Organization will provide programs of soccer to the residents of Rush and Henrietta and to let them use the skills they learned in regularly scheduled games.

- a. The programs will be designed for boys and girls 19 years of age and under solely at the determination of the Organization.
- b. Requests to play by non-residents will be honored in so far as no Rush or Henrietta resident is denied the same opportunity.
- c. In addition to training and/or practice sessions and scheduled games, the Organization may also conduct other programs such as, but not limited to, soccer camps, field days, awards programs, tournaments, etc., to enhance and further the growth of the sport.
- d. The minimum age for participation in the soccer program is five years of age and/or kindergarten.
- e. Additional programs may be designed at the discretion of the Board of Directors.

### **ARTICLE II — MEMBERSHIP**

*Section 1 — Membership:* There shall be two classes of membership authorized for this corporation.

- a. Active members will include all officers and directors.
- b. General members will be those persons who desire to promote soccer in the towns of Henrietta and Rush. The Board of Directors may specify other requirements.

### **ARTICLE III — BOARD OF DIRECTORS**

*Section 1 — Board role and size:* The board is responsible for overall policy and direction of the Organization and delegate's responsibility of day-to-day operations to the officers, members and committees. The board of directors will represent two programs within the Organization, these being the In-House Program and Travel Program. Each program will have no more than twelve board members, also known as directors.

*Section 2 — Terms:* All board members shall serve three-year terms, 1/3 being elected annually.

*Section 3 — Meetings and notice:* Each board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice in advance. In order to conduct business a quorum must be present. A quorum will be at least forty percent of the board members in good standing. It is expected that a joint board meeting will be held at least once a year.

*Section 4 — Officers and Duties:* There shall be nine officers of the board, consisting of a club president, and each program will have a commissioner, vice commissioner, secretary and treasurer. Their duties are as follows:

- a. *The president* shall be the Chief Executive officer of the Club, and be responsible for upholding the Club's By-Laws. The president shall also convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: commissioner, vice-commissioner, secretary, treasurer. The president will also, in the event of a tie vote, cast a tie-breaking vote. In the event of the absence of or incapacity of the President to perform, the Board shall elect an interim president.
- b. *The commissioners- In-House and Travel* shall be responsible for the day-to-day operations of the In-House and Travel Programs respectively.

- c. *The vice-commissioners - In-House and Travel* shall chair committees on special subjects as designated by the board or fill in for the commissioner as necessary.
- d. *The secretaries - In-House and Travel* shall be responsible for keeping records of board actions, including overseeing the taking of minutes and role call at all board meetings, sending out meeting announcements, distributing copies of minutes, maintaining accurate records of Board Members in good standing, and assuring that corporate records are maintained.
- e. *The treasurers - In-House and Travel* shall make a financial report at each board meeting. The treasurer will also help with the preparation of the budget and make financial information available to board members and the public.

*Section 5 — Director in good standing:* A director in good standing (as defined within each programs policies and procedures) will be able to cast a vote at all meetings including nomination and election meetings.

*Section 6 — Vacancies:* When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

*Section 7 — Resignation and removal from office:* Resignation from the board must be in writing and received by the secretary. A board member may be removed by a two-thirds vote of the remaining directors.

*Section 8 — Special meetings:* Special meetings of the board will be called upon the request of the chair or one-third of the board. Notices of special meetings shall be sent out to each board member as soon as possible.

#### ARTICLE IV — ELECTIONS

*Section 1 — Nominations:* Nominations to replace those Directors whose terms expire at the end of the August will take place in July. All nominees must be present unless said nominee has provided a written statement stating their willingness to serve.

*Section 2 — Elections:* Elections will take place in August.

*Section 3 — Election procedures:* New directors shall be elected, from the nominations submitted, by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of September.

#### ARTICLE V — CONFLICT OF INTEREST

*Section 1 — Definitions:* Any director who has a financial or personal interest in any matter pending before the Board, of such nature as prevents said director from acting on the matter in an impartial manner, will offer to the Board to recuse him/herself and will refrain from voting on said matter.

#### ARTICLE VI — AMENDMENTS

*Section 1 — Amendments:* These bylaws may be amended when necessary by two-thirds majority of the board of directors in good standing and in attendance. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.