

USF REAL SOCCER CLUB

BY-LAWS

Article 1 – The Corporation

Section 1: Name

The name of this corporation shall be USF Real, Inc., hereinafter referred to as USF Real.

Section 2: History and Shared Goals

USF Real began as the merger and joint cooperation between the travel soccer programs of Greenfield Area Soccer Club (GASC), New Palestine United Soccer Club (NPU) and ESSA/Indy Force (ESSA). In continuation of the initial goals of its formation, USF Real shall strive to maintain positive relationships with the recreation and U8-U10 academy programs of GASC, NPU and ESSA.

Section 3: Mailing Address

The designated mailing address of the corporation shall be at 1547 North State Street #176, Greenfield, IN 46140.

Section 4: Agent

The designated agent of the corporation shall be the President of the USF Real Board of Directors.

Section 5: Purpose

The organization is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

USF Real was formed to provide an environment which allows players to achieve their best, reach personal goals and pursue excellence; ultimately becoming a leader of soccer in central Indiana and beyond. We will provide a quality fun and safe soccer environment for the benefit of the boys and girls in central Indiana, that will promote the growth of, and appreciation for the game of soccer: developing one player at a time.

It is the goal of the club to provide an opportunity to youth of all skills and abilities to learn the Laws of the Game and to participate in an organized program of soccer training and recreation.

The club intends to achieve these purposes by developing and encouraging a philosophy and practice of good sportsmanship among its members and players through the appropriate assistance, instruction, and training of soccer players, coaches, and referees in the development and improvement of their capabilities.

Section 6: Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 2 – Board of Directors

Section 1: Management

The property, policy making and affairs of the league shall be under the general control and management of the Board of Directors. The Board may choose to contract with a Director of Coaching (DOC) if it chooses.

Section 2: Membership

The Board of Directors shall consist of no less than seven (7) and up to fifteen (15) regular members, and such honorary members as shall be elected. A majority of all Board members shall be parents of current or former USF Real players. When possible, Board members shall be sought with connections to GASC, NPU and ESSA.

Section 3: Honorary Members

1. Any person may be elected as an honorary member by the unanimous vote of all Board members present at any duly-held meeting of the Board of Directors, but shall have no rights, duties, or obligations in the management or in the property of the league.
2. The Board may terminate any honorary member at any regular meeting by majority vote.

Section 4: Method of Election

All directors shall apply for membership and be approved, by majority vote, at a meeting of the Board of Directors.

Section 5: Term of Election

The term of all elected Board members shall be two years in length OR the remainder of the unexpired term of the member being replaced.

Section 6: Resignations

A Director may resign at any time by giving written notice to the Board of Directors, the President or Secretary. Such resignation shall take effect at the time of its receipt by the

Board of Directors, the President or the Secretary, as the case may be, and the acceptance of such resignation shall not be necessary to make it effective.

Section 7: Removal

Any Director may be removed with cause at a regular meeting or at a special members' meeting called for such purpose, by affirmative vote of a super majority (66%) of the Board of Directors present at such meeting. A cause must be shown for the removal of a Director.

Section 8: Committees

There shall be such committees created as may be necessary or desirable at any time. The President shall, with the approval of the Board, appoint these committees from the membership.

Section 9: Conflict of Interest

Each Board member shall disclose any relationship or transaction (personal or business) which may constitute a conflict of interest. At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Board member shall make known the potential conflict, and shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, the affected Board member shall not vote on it.

Section 10: Indemnification

Each person who at any time is or shall have been a director, officer, employee or agent of The Corporation shall be indemnified by this Corporation in accordance with and to the full extent permitted by the Indiana Nonprofit Corporation Act of 1991. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise.

Article 3 – Meetings

Section 1: Regular Board Meetings

The Official Board shall meet monthly unless the Board votes to suspend meetings. No more than two monthly meetings shall be suspended per year. The meeting time and place shall be made common knowledge to all interested parties.

Section 2: Special Meetings

Special meetings of the club for any purpose or purposes, unless otherwise prescribed by statute or by these Bylaws, may be called by the President or by petition of 3 Board members. Business transacted at all special meeting shall be confined to the purpose stated in the notice of the

meeting. The meeting time and place shall be made common knowledge to all interested parties no less than seven (7) days before said meeting.

Section 3: Quorum

A majority of the Board shall constitute a quorum.

Section 4: Electronic Attendance

Any meeting of the Club may be attended by directors by means of any form of electronic voice communication, provided that all directors can simultaneously hear the proceedings and be heard by all other directors in attendance at the meeting. A quorum for any meeting so held shall be computed on the basis of all persons in voice contact with each other. Any meeting so held shall be a formal meeting of the Club for all purposes, and any business may be transacted at such meeting that could be transacted if the directors were assembled in physical proximity to each other.

Section 5: Rules of Order

Robert's Rules of Order Newly Revised in Brief shall control the procedure of all meetings of the Board of Directors.

Article 4 – Officers of the Board

Section 1: Method of Election

The League Officers (President, Vice-President, Treasurer and Secretary) shall be elected from regular Board members by majority vote at the appropriate meeting.

Section 2: Term of Election

The term for all officers shall be one year in length OR the remainder of the unexpired term of the officer being replaced. These terms shall commence on January 1st every year.

Section 3: Duties of the Officers

1. Duties of the President

- a) To attend all Board meetings and represent the special interests of this office as well as the best interest of USF Real by presenting motions for Board consideration, by promoting or critiquing motions on the floor, and by voting on all motions before the Board
- b) To open sessions on time (call to order)
- c) To announce business before the assembly
- d) To recognize members entitled to the floor

- e) To state and put to vote all questions which are properly brought before the assembly
- f) To announce the results of the vote
- g) To assist the expediting of business in every way compatible with the right of the members
- h) To restrain the members when engaged in debate, within the rules of order
- i) To enforce on all occasions, the observance of order and decorum among members, deciding all questions of order (subject to an appeal to the assembly by any two members) unless when in doubt, the President prefers to submit the question for the decision of the assembly
- j) To inform the assembly, when necessary or when referred to for the purpose, on a point of order or practice pertinent to pending business
- k) To authenticate, by his/her signature, when necessary, all the acts, orders, and proceedings of the assembly declaring its will and in all things obeying its commands
- l) To participate, if he/she so desires, in the discussion before the assembly
- m) To vote to break a tie or to cause a tie and thus defeat a motion
- n) To serve as ex-officio member of all committees
- o) To appoint all committee members
- p) To declare the assembly adjourned
- q) To determine on match or practice days in consultation with the DOC, if weather conditions are such that activities should be cancelled

2. Duties of the Vice-President

- a) To attend all Board meetings and represent the special interests of this office as well as the best interest of USF Real by presenting motions for Board consideration, by promoting or critiquing motions on the floor, and by voting on all motions before the Board

- b) To preside over meetings in the case of the absence of the President
- c) To replace the President when that position becomes vacant for any reason for the remainder of the unexpired term
- d) To serve as ex-officio member of all committees unless appointed by the President to serve as a regular committee member
- e) To assist the President in all matters as directed

3. Duties of the Treasurer

- a) To attend all Board meetings and represent the special interests of this office as well as the best interest of USF Real by presenting motions for Board consideration, by promoting or critiquing motions on the floor, and by voting on all motions before the Board
- b) To prepare or assist in the preparation of the annual budget for the approval of the Board
- c) To serve as custodian of all league contracts
- d) To prepare all necessary league records for an annual audit
- e) To be responsible for all monies received and credited to league accounts
- f) To issue and sign all checks. (The Treasurer, Vice President and President shall all be authorized signors. The Vice President or President shall issue checks only in the absence of the Treasurer.)
- g) To prepare a monthly report of income and expenditures for each Board meeting
- h) To prepare a written quarterly report at the close of the calendar-year quarter including expenditures per budgeted category
- i) To submit all required tax and informational returns by their required due date (The league's Tax ID number is 27-5226671.)
- j) To evaluate the club's insurance needs and recommend changes to the full Board

4. Duties of the Secretary

- a) To attend all Board meetings and represent the special interests of this office as well as the best interest of USF Real by presenting motions for Board consideration, by promoting or critiquing motions on the floor, and by voting on all motions before the Board
- b) To take minutes of all meetings (or see that they are taken) and assure the minutes are distributed to the Board before the following meeting
- c) To keep a register or roll of the Board members and their terms
- d) To serve as custodian of the records of the assembly except such as are specifically assigned to others, such as the treasurer's books
- e) To send out proper notice of all called meetings and of other meetings, when necessary (This can be accomplished by sending this notice along with the minutes of the last meeting and the date for the upcoming meetings.)
- f) To conduct all correspondence of the assembly except where otherwise provided
- g) To keep a list of all standing committees and such special committees as are in existence at any given time (along with the members of each)
- h) To call the session to order (if the Vice-President is not present) in the absence of the President, and to preside until the election of a president pro tem, which should take place immediately
- i) To endorse the written reports of committees, the date of their reception, and note what further action was taken upon them. (The endorsed written report is made a part of the minutes.)

Article 5 – Coaches, Players & Parents

Section 1: Coaches

1. Coaches are ultimately responsible for the sportsmanship, and conduct of the team.
2. The Club reserves the right to establish certain policies and parameters for the selection, approval and assignment of coaches. To further the quality of soccer experience for our children the Club recognizes the importance of properly selecting, guiding, and training all coaches. Qualifications and considerations for coaching selection shall include, but not be limited to, factors such as: previous coaching experiences, length of Club membership, participation in Board of Directors responsibilities, licensing level,

and objective evaluative feedback from other Club members. In matters where selection or qualification criteria are similar the President of the Club shall have the authority to finalize a selection.

3. The Indiana Youth Soccer Code of Conduct shall be followed in all matters dealing with conduct. Coaches may be subject to a Board of review and discipline if written complaints are received.

Section 2: Players

1. While players may request to play in the next higher age group, the DOC and coaching committee will approve or reject the request based upon team need and player ability.

2. The Indiana Youth Soccer Code of Conduct shall be followed in all matters dealing with conduct. Players may be subject to a Board of review and discipline if written complaints are received.

Section 3: Discipline

The Club has established certain disciplinary procedures and rights in the execution and governance of all Club affairs. It is recognized that the club is granted full authority to administer such disciplinary procedures whenever it is deemed appropriate by the Board of Directors to maintain the goals and objectives of the Club and to change or revise the Club's policy of discipline and due process as the Board of Directors may cause to happen. Any such disciplinary proceedings will be subject to due process, the By-Laws of the Club, or any other resolution approved by the Club.

Article 6 – Amendments

The Bylaws, or any section thereof, may be amended or repealed by a majority vote of the Board of Directors, provided that notice of such proposed changes shall appear in the notice of the Meeting sent to all voting members at least one week prior to the date the change is to be submitted to vote.

Article 7 – Financial and Accounting

Section 1: Fiscal Year

The fiscal year shall begin on January 1 and end on December 31 of each year.

Section 2: Player Fees

Fees for participation shall be decided by the Board and shall be payable according to payment plans developed by the Executive Board and DOC.

Section 3: Expense Approval

Any major, non-budgeted expenses exceeding \$1,000 shall require majority approval at any Board meeting.

Section 4: Tax Exempt Status

USF Real is organized exclusively for charitable purposes and notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Section 5: Inurement of Income

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 6: Loans

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 matters.