



# **FC Dynamo ROC**

## **BYLAWS**

## **Article I - Organization and Purpose**

1. **Name:** The name of this organization shall be FC Dynamo ROC, Inc.; is a New York State 501(c)(3) charitable organization.
  
2. **Purposes:** The purposes of FC Dynamo ROC are:
  - a. FC Dynamo ROC is formed exclusively for charitable purposes within the meaning of section 501(c)(3). The corporation is formed for the charitable purpose of educating and developing the following outstanding citizenship values through the game of competitive soccer by teaching: soccer skills, honesty, fellowship, discipline, team play, work ethic, sportsmanship, and self-reliance of youth in western NY up to and including, the age of 19.
  - b. To foster, teach and advance the game of soccer within the FC DR area and by developing, promoting, and administering the game of soccer among youth up to, and including, the age of 19.
  - c. To foster and encourage sportsmanship and leadership by all players and persons involved in soccer.

3. **Definitions:**

FC DR:	FC Dynamo ROC
Club; Association:	FC Dynamo ROC
NYSWYSA:	New York State West Youth Soccer Association
USSF:	United States Soccer Federation
FIFA:	Federation de International Football Association
Executive Board	Executive Committee of the BOD FC DR
Board:	FC DR executive Board plus delegates

4. **Fiscal Year:** The fiscal year of the club shall begin on the 1<sup>st</sup> day of September and end on the 31<sup>st</sup> day of August of each year.

5. **Affiliation:**

The FC DR shall affiliate with the NYSWYSA in conjunction with the USYSA and the USSF. As a consequence of that affiliation, FC DR members, players, coaches, and personnel shall adhere to rules, regulations, and bylaws of those associations to the extent applicable to their activities connected with the FC DR as follows:

- a. **Governing Documents:** The USSF articles of incorporation, bylaws, policies and requirements take precedence over and supersede the governing documents and decisions of the FC DR to the extent applicable under state law, and the FC DR will abide by those articles, bylaws, policies and requirements.
- b. **Interplay:** The FC DR will abide by the USSF's articles, bylaws, policies,

and requirements on interplay.

- c. **Hearing and Appeal Procedures:** The FCDR will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. These procedures shall include that all grievances involving the right to participate and compete in activities sponsored by the USSF, the NYSWYSA, and the FCDR may be appealed to the USSF's Appeals Committee in accordance with NYSWYSA bylaws and policies. The Federation's Appeals Committee shall have jurisdiction to approve, modify or reverse a decision. A decision rendered by the FCDR or the NYSWYSA from which an appeal is taken is not suspended pending the final decision of the Federation's Appeals Committee unless the Committee otherwise orders. The decision made by the FCDR or the NYSWYSA may be upheld, revised or reversed and remanded.

## **Article II – Policies and Meetings**

1. **Nondiscrimination Policy:** This Club shall not discriminate against any individual or group of individuals on the basis of race, color, age, sex, religion, national origin or sexual orientation.
2. **Membership:** Affiliate member is defined as a parent or guardian of a player currently playing for a FCDR team. A coach or manager, participating in the current season, is a member also, if not already by nature of being a parent or guardian of a player. All affiliate members of the FCDR must be at least 18 years of age as of the date of registration. Affiliate Members do not have voting privileges.

Representative members are members with voting privileges and consists of the Executive Board and three delegates.

3. **Termination of Membership:** The membership of any member shall be terminated upon death, or the member's written request for termination delivered to the president or secretary of the association, or upon the member's expulsion by the Board. On termination of membership, any right, title, or interest of the member in or to the property and assets of the association shall cease.
4. **Meetings:**
  - a. **Annual Meeting:** The Annual Meeting of the FCDR for the election of the members of the Board and the transaction of the general business of the Club shall be held during the fall of each year at a time and place to be determined by the Executive Board. Notice of the Annual Meeting, including starting time, location and agenda shall be communicated to the membership no less than ten (10) days in advance thereof.

- b. Quorum
  - i. Board of Directors Meetings: A simple majority of the Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business.
  - ii. FCDR Club Meetings: Each member of the Board of Directors is entitled to one vote. Board Members may participate in a meeting by physical presence or via telephone. There shall be no absentee ballots or proxies allowed.
- c. Parliamentary Procedure: Robert's Rules of Order shall be a reference guideline for governing all meetings and proceedings of the FCDR.
- d. Notice of Meetings of the Board: The Secretary, or the person or persons calling the meeting, shall notify all Board members of the date, time, place and agenda for all regular and special meetings at least ten (10) days in advance of the meeting.

### **Article III – Board of Directors**

1. The Board of Directors as Governing Body: A Board of Directors shall govern the organization. The Board shall have the power to adopt such policies and authorize such actions as it shall determine to be appropriate for the furtherance of the stated purposes of the association. It shall be subject only to such limitations as may be contained in its Bylaws, the rules governing the USSF, and applicable federal and state laws and regulations.
2. Composition and Term of Service: The Board shall consist of all the FCDR officers plus no more than 5 delegates-at-large. Except as limited in these by-laws, delegates-at-large shall have full voting rights and be responsible for tasks as deemed appropriate by the officers of the FCDR. The term of all Board members shall be two (4) years, with the term commencing on September 1 and ending on August 31st. The President, Compliance Officer and Treasurer shall be elected in odd- numbered years, and the Vice President and Secretary, and any delegates-at-large shall be elected in even-numbered years.
3. Election to the Board: The Secretary, or in his/her absence, such person as designated by the President, shall supervise the election of the Board held at the Annual Meeting. All votes are to be cast on an official ballot prepared by the Secretary. The votes for all elections shall be counted by the Treasurer and Vice-President unless one or both is running for election, in which case alternate Board members shall be selected by the President to count the votes. FCDR members shall be notified by e-mail as to the outcome of elections and the results shall be posted on the FCDR website. Vacancies occurring on the Board

will be filled until the next annual election by vote of the remaining members of the Board.

4. Nominating Committee: A Nominating Committee, chaired by the Governance Director, shall be formed at the July Board meeting. The committee shall be chaired by the Vice-President and shall consist of two (2) additional members. They shall present a full slate at the October Board meeting. All nominations will be accepted as potential BOD delegates. A candidate for Board election must notify the Nominating Committee at least ten days in advance of the start of the annual meeting to be considered for a seat on the Board. Biographical information regarding all candidates shall be posted on the FCDR website at least seven days prior to, and made available at, the Annual Meeting.
5. Signatures on Contracts and Formal Documents: Contracts and formal documents will be signed by the Board President or designee and the Treasurer or Vice President.
6. Meetings of the Board of Directors:
  - a. Regular Meetings: Regular meetings of the Board shall be held monthly on a day deemed most suitable by the Executive committee at a time and place designated by the Board. The President shall set the agenda for all regular meetings.
  - b. Special Meetings: The President or a majority of the Executive Board may call a special meeting of the Board at any time. No other business, except that specified in the notice, may be transacted at such special meeting without the unanimous consent of all present at such meeting, provided that those present constitute a quorum.
  - c. Notice of Meetings of the Board: The Secretary, or the person or persons calling the meeting, shall notify all Board members of the date, time, place and agenda for all regular and special meetings at least ten (10) days in advance of the meeting.
  - d. Quorum: A simple majority of the Board members shall constitute a quorum for the transaction of business at all meetings of the Board.
  - e. Attendance: Any member of the Board who is absent from two (2) consecutive or any three (3) meetings within a single calendar year without justifiable excuse may be removed from the Board and/or any office by the Executive Committee by a two-thirds majority vote of the Board, provided notice of such action is furnished according to Bylaw Article II, Section 5.

## Article IV – Officers and Duties

1. Designation of Officers: The Officers of the FCDR shall be the President, First Vice-President, Second Vice-President, Treasurer and Secretary.

a. President

**Responsibilities:** To implement the strategic goals and objectives of the organization; enable the Board to fulfill its governance function; to give direction and leadership to the achievement of the FCDR's philosophy, mission, strategy, and its annual goals and objectives. Direct and execute all activities of the FCDR either directly or through delegated authority. Provide leadership in the creation of strategic, tactical, and financial plans; developing goals and measuring performance to the approved goals; organizational development; liaison to the public, government, affiliated organizations, and other stakeholders; preside over board meetings; propose new or temporary committees, and appoint committee chairpersons jointly with Board; and oversee daily operation and running of the FCDR.

b. First Vice-President

**Responsibilities:** Assumes the responsibilities of the President when the President is absent from meetings or unavailable to serve the role of President. Works with the President on such affairs of this organization as intra-club tournaments or play, league participation, and public relations. The Vice-President shall perform such other duties as are usual to the office or as requested by the President. The Vice-President may co-sign approved checks with the Treasurer, shall supervise the Board elections at the Annual Meeting and serve as the chair of the Nominating Committee. The Vice-President shall, in the event of the absence or inability of the President to exercise the office, become acting president of the FCDR with all the rights, privileges and powers as if the Vice President had been the duly-elected president.

c. Second Vice President

**Responsibilities:** The Second Vice president will provide the BOD and/or governance committee with policies and procedures regarding Board size, leadership and composition, nomination process of BOD candidates, conflicts of interest; and other polices as required for compliance and best practices. These policies will be reviewed by the BOD and the BOD will recommend changes and vote on acceptance and adoption of the policies. The Second Vice-President will also review on a regular basis the overall governance of the Organization and recommending improvements when necessary to the Board.

d. Secretary

**Responsibilities:** The Secretary shall record the minutes of all meetings, keep records of those present, and supervise correspondence. The Secretary shall be responsible for past minutes and submit copies of the minutes of all Board meetings to the Board members before the next meeting. Board minutes will be available to members of the FCDR, after being accepted by the Board. All minutes and changes must be dated and stored permanently. The Secretary shall maintain a copy of current Bylaws and Robert's Rules of Order at all meetings.

e. Treasurer

**Responsibilities:** The Treasurer shall collect all dues and registration fees, shall be responsible for the deposits of all monies of the FCDR in a bank account authorized by the Board, shall keep detailed accounts of the income and expenditures of the FCDR, shall submit monthly reports at each regular meeting as well as quarterly reports, and shall pay all appropriate bills of the FCDR. In the event of an expense exceeding \$100 not contained within the FCDR budget, the majority of the Executive Committee must approve the payment of such expense prior to its payment. The Treasurer shall be bonded unless this requirement is waived by the FCDR, and shall also be responsible for insurance coverage. The Treasurer shall be a member of the Finance Committee.

## **Article V – Executive Committee**

1. Composition: The Executive Committee shall be composed of each of the Officers of the FCDR, including the President, Vice-President, Secretary, Treasurer and Governance Director.
2. Purposes: The Executive Committee shall review the FCDR's annual budget and forward the budget to the Board for approval. The Executive Committee, shall establish long and intermediate range goals for the FCDR, The Executive Committee provides a mechanism for board leaders to engage, within the limits set by board policy and the bylaws, in decision making, oversight, and communication on important organizational matters.

## **Article VI –Standing Committees**

The following Committees may be formed as an on-need basis determined by the Board of Directors:

1. Standing Committees: The Standing Committees of the FCDR shall include a Coaching Committee, Equipment Committee, Finance Committee, Marketing and Public Relations Committee, Strategic Committee, Field Coordination Committee, and Policy Committee. From time to time, the Board may create additional temporary committees to carry out the work of the FCDR. Chairpersons of Committees shall be appointed by the President. To the extent practicable, Chairpersons shall be Board members. However, a majority of the Board may approve persons other than Board members to serve as Chairpersons if the Board determines it to be in the best interests of the FCDR.
2. Coaching Committee: The Coaching Committee shall recommend to the Board a slate of coaches for each season, develop and assist in coach development, act as the primary liaison between coaches and the Board, ensure that each head coach maintains the required certifications and encourages upgrades in certifications, develops and updates the coaches' manual, and evaluate coaches on an annual basis. The Coaching Committee shall ensure that all coaches complete appropriate evaluations of their players.

The Coaching Committee shall select a Tryout Coordinator charged with researching, planning and implementing the tryout process. The Tryout Coordinator shall strive for equity in player selection and assignment, good organization and effective communication with players and parents. The Tryout Coordinator shall report to the Coaching Committee.

3. Equipment Committee: The Equipment Committee shall work with the Finance Committee and manage the procurement of all equipment and uniforms. The Equipment Committee shall be responsible for the maintenance, distribution, inventory and replacement of all FCDR equipment. The Equipment Committee



shall work with the Coaching Committee to ensure that adequate supplies and equipment are available for teams.

4. Finance Committee: The Finance Committee shall develop long-term capital and financial plans, including but not limited to: sponsorships, multiple revenue streams, vendor negotiations, and annual budgets. The Finance Committee shall establish standard procurement processes and standards, and seek grants from available sources. Capital and financial plans shall be subject to Board approval.
5. Marketing and Public Relations Committee: The Marketing and Public Relations Committee shall be responsible for website development and maintenance, community programs, social events, all marketing and advertising, serve as a liaison to other soccer clubs and work with the Finance Committee to carry out its initiatives.
6. Governance Committee: The Governance Committee shall recommend to the Board and draft proposed changes to the by-laws, handbook, code of conduct, and policies of the FCDR and oversee the nominations for BOD and Delegates.
7. Strategic Planning Committee: The Strategic Planning Committee shall propose to the Board recommendations regarding the long-term vision for the FCDR, ensure that the Board's and standing committees implement their goals in concert with the FCDR's vision, recommend changes to the goals on an annual basis or as appropriate, and recruit volunteers in order to secure the future viability of the FCDR.
8. Field Coordination Committee: The Field Coordination Committee shall be responsible for the allocation of fields throughout the year. The Field Coordinator shall communicate with individual coaches as appropriate, to ensure the proper scheduling of fields for games throughout the season. The Field Coordinator shall also negotiate contracts for indoor practice time and schedule such indoor practice time for FCDR teams.

## **Article VII - Indemnification**

The Corporation shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, by reason of the fact that the person or person's testator or intestate is or was a director or officer of the Corporation or serves or served any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Corporation, and the Corporation may advance such person's related expenses, to the full extent permitted by law. The Corporation may purchase and maintain insurance to indemnify the Corporation and its Board of Directors to the full extent indemnification is permitted by law.

In no case, may the Corporation indemnify, reimburse, or insure any person for any taxes imposed on that individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of section 509 of the Code then, during that time, no payment may be made under this Article if the payment would constitute an act of self dealing or a taxable expenditure, as defined in § 4941(d) or § 4945(d), respectively, of the Code.

If any part of this Article is found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

### **Article VIII Amendments**

1. These Bylaws may be amended by the Executive Board at any two consecutive regular Board meetings by a two-thirds vote of the entire Board. Amendments made by the Board must be reported to the membership of the Club at the annual Meeting. These Bylaws may also be amended by a two-thirds vote of the voting membership present at an Annual Meeting. A notice of a proposed amendment must be included with the notice of a meeting, as per Bylaw II, 5a or Bylaw III, 8c.
2. The Bylaws shall be reviewed on a regular basis at least every 2 years. The committee shall be chaired by a Compliance Director and shall additionally consist of two other members.

### **Article VI - Dissolution**

This Club may be dissolved by the vote of a simple majority of its Representative members. In the event of dissolution, the property of the association shall be distributed by transfer to the New York State West Youth Soccer Association, or to other such non-profit organizations as the Executive Board shall determine by resolution.