

CONSTITUTION OF THE SHALER SOCCER CLUB

ARTICLE I NAME AND LOCATION

SECTION 1: NAME

The name of the Association shall be The Shaler Soccer Club ("the Club"), an unincorporated association in the Commonwealth of Pennsylvania.

SECTION 2: LOCATION

The Association shall be located in and serve the area of the Shaler Area School District, Allegheny County, Pennsylvania.

ARTICLE II MISSION AND PURPOSE

The purpose of The Shaler Soccer Club shall be to develop, promote, and administer the game of soccer for youth under nineteen (19) years of age who live in or attend public, private and/or parochial schools within the Shaler Area School District. In addition, the Club shall encourage athletic pursuits among the youth of the community; provide and maintain an athletic organization which instills in the participating youth athlete the meaning and use of fair play and the development of their bodies and minds, which will prepare them for future endeavors; and to bring to the attention of the citizens of the community and schools served, the values and need for participation in community programs. The Club is organized and operated exclusively for the above stated purposes and other related non-profit purposes and no part of any earnings or income shall inure to the benefit of, or be distributed to, its members, officers, or other private parties, except that the Club shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions for the operation of the Club.

Notwithstanding any other provision of these By-laws or policies established by the Club, the Club shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1954 (26 US 501(c)(7)) or corresponding provisions of any subsequent Federal tax law or regulation.

ARTICLE III AFFILIATION

The Club shall be an affiliate of the Pennsylvania West Soccer Association ("PWSA") and has been constituted as a Youth Soccer Association as defined in the United States Youth Soccer Association Constitution. The Club shall be subject to the authority of the PWSA, the United States Soccer Federation ("USSF"), and the Federation Internationale de Football Association ("FIFA").

ARTICLE IV GOVERNANCE

The Club shall be governed by its Constitution, By-Laws and Rules, Regulations and Procedures as appropriately approved and adopted. The Club shall retain its autonomy, but will adhere to the Constitution, By-Laws and Regulations of the PWSA in all matters pertaining to interstate, intrastate, regional, national, and international competition, or in other competitions sponsored by PWSA.

ARTICLE V FEES, DUES, AND OTHER CHARGES

The Board of Directors shall have full authority to fix and regulate fees, membership dues, registration fees, and other appropriate fees/charges for the participation of youth in the programs of the Club. Such fees, dues, and other fees/charges shall be payable in the manner set forth by the Board of Directors. All applicable fees, dues, and charges shall be paid, in full, before any youth for which the fees, dues, and charges are applicable, shall be permitted to participate in the programs of the Club. Failure to pay such fees, dues, and charges, as prescribed by the Board of Directors, will result in the termination of membership in the Club.

All fees, dues, and charges will be applied to the current Playing Season.

ARTICLE VI FISCAL YEAR AND PLAYING SEASON

SECTION 1: FISCAL YEAR

The Fiscal Year of the Club shall begin on July 1 and end on June 30 of the following calendar year. The Club shall distribute its income for each Fiscal Year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 (26 USX 4942) or corresponding provisions of any subsequent Federal tax law or regulation.

Further, the Club shall not:

- Engage in any act of self-dealing as defined under Section 4941(d) of the Internal Revenue Code of 1954; or,
- Retain any excess business holdings as defined in Section 4943(d) of the Internal Revenue Code of 1954; or,
- Make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954; make any taxable expenditures as defined in Section 4945(l) of the Internal Revenue Code of 1954; or any corresponding provisions of any subsequent Federal tax laws or regulations.

SECTION 2: PLAYING SEASON

The dates and duration of any Playing Season shall be prescribed by PWSA as determined annually by the Board of Directors of PWSA. The duration of each playing season is generally:

- FALL - late August through early November
- SPRING - late March through early June

The Board of Directors of the Club shall have the authority to establish its playing seasons for the purpose of assessing fees, dues, and other charges.

ARTICLE VII BOARD OF DIRECTORS

SECTION 1: GOVERNMENT

The government of the Club, with the authority established under this Constitution and in the By-Laws, shall be vested in a governing body hereafter called the Board of Directors ("the Board").

SECTION 2: COMPOSITION

The composition of the Board shall be as follows:

- Five (5) Officers elected at the Annual General Meeting
- President
- Vice President
- Secretary
- Treasurer
- Registrar
- Six (6) additional Board members appointed by the five (5) elected officers of the Board.

The Immediate Past President of the Club shall be an ex-officio member of the Board. As such, the Immediate Past President shall act in an advisory role. and have no voting rights for any decisions made by the Board.

SECTION 3: DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Board shall be outlined individually and collectively in the By-Laws of the Club. All decisions of the Board are final unless appealed at a Special Meeting of the membership of the Club and overruled or modified at that Special Meeting.

Board members whether elected or appointed shall serve for the Fiscal Year as outlined above. Any vacancies occurring on the Board during a Fiscal Year shall be filled by appointment by the Board of Directors and confirmed by a two-thirds (2/3's) majority of the Board. Such new Board members arising from a vacancy shall continue in the applicable office until the end of the Fiscal Year in which they were appointed and may stand for election at the next Annual Meeting of the Club.

Any member of the Board may be removed from office and relieved of all duties and responsibilities by a two-thirds (2/3's) vote of a quorum membership of the Club at any General or Special Meeting of the membership, provided that notice of the proposed removal is given in the call of the meeting.

Meetings of the Board will be held as **provided** under the By-Laws.

SECTION 4: PERSONAL LIABILITY OF DIRECTORS

To the fullest extent of the laws of the Commonwealth of Pennsylvania, as in effect on January 27, 1987 or as thereafter amended, permit elimination or limitation of the liability of directors, no director of the Board shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director. This Section 4, Article VII shall not apply to any actions filed prior to January 27, 1987 nor to any breach of performance of duty or any failure of performance of duty by any

director of the Board occurring prior to January 27, 1987. The provisions of this Section shall be deemed to be a contract with each director of the Board who serves as such at any time while this Section is in effect and each such director shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any by-law or provision of the Constitution of the Club which has the effect of increasing director liability shall operate prospectively only and shall not effect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, by-law or provision.

ARTICLE VIII MEETINGS OF THE CLUB

SECTION 1:-GENERAL MEETINGS

There shall be one (1) General Meeting of the membership during the Fiscal Year. This Annual Meeting will be held in May of the Spring season. An additional General Meeting may be called at another time by the board with due notice being given to the membership. The order of business at General Meetings shall be as follows:

- Call to Order
- Reading of the Minutes of the last General Meeting
- Acceptance of those Minutes
- Reports of the Treasurer, Secretary, Registrar, Committee and Age-Group Commissioners.
- Unfinished Business
- Proposals for amendments to the Constitution, By-Laws, Rules and Regulations, and Policies of the Club
- Reports of the President and Vice President
- New Business
- Adjournment

SECTION 2: ANNUAL MEETING

The Annual Meeting of the Club shall be held as part of the May meeting of the Club. The order of business during this meeting shall be the same as any duly called General Meeting. However, in addition to the normal order of business, election of officers for the next Fiscal Year shall take place at this Annual Meeting. The procedure for nominations shall be adhered to as outlined under the By-Laws of the Club. Officers elected at the Annual Meeting shall take office effective July 1 of the next Fiscal Year and only after proper notification has been made to the PWSA and custodian of the funds of the Club.

SECTION 3: SPECIAL MEETINGS

Special meetings of the membership may be called from time to time, at the discretion of the majority of the Board of Directors and proper notice given to the membership.

SECTION 4: SPECIAL HEARING

Any member of the Club may request a hearing of the Board, to be held at the discretion of the Board. Such hearing may take place only after the individual requesting the hearing has followed the proper chain of authority in the organization: coach, age group commissioner, President. If a Special Hearing is denied by the Board, the Board must present, within fifteen (15) calendar days to the person requesting the Special Hearing, a written explanation as to why such request was denied.

SECTION 5: QUORUM

A quorum for any General, Annual, or Special Meeting shall be ten (10) members in good standing in addition to a simple majority of the members of the Board of Directors.

SECTION 6: VOTING

Except where designated elsewhere through the Constitution, By-Laws, Rules and Regulations and Policies of the Club all voting will require a simple majority (51%) of the members of the Club or Board of Directors in attendance for any decision. Voting by proxy shall not be allowed in any circumstance.

SECTION 7: RULES OF CONDUCT

The President shall conduct and preside over all Annual, General or Special Meetings or Special Hearings of the Club. The President shall have the right to conclude or limit debate on any business when and if such debate becomes repetitive and/or unduly lengthy. However, no member shall be denied the right to speak constructively on any matter brought before any meeting/hearing so long as it is not repetitive to prior speakers to the issue. Robert's Rules of Order shall be deemed to be adopted at all meetings of the Club unless otherwise stated in the Constitution, By-Laws, Rules and Regulations, and Policies of the Club.

SECTION 8: NOTICE

With respect to the Annual and General Meetings, oral and/or written notification to all members in good standing shall be given not less than fifteen (15) days in advance of the scheduled date. With respect to Special Meeting, oral and/or written notification to all members in good standing shall be given not less than fifteen (15) days in advance of the scheduled date. Notification of Special Hearings before the Board of Directors as well as meetings of the Board of Directors will be made at the discretion of the President in office at the time.

ARTICLE IX AMENDMENTS

The Constitution may be amended or repealed, in whole or in part, by an affirmative two-thirds (2/3's) vote of the membership present and in good standing on the basis of one vote for each such member at the Annual Meeting or Special Meeting of the Club provided a quorum is present.

Proposals for amendment or repeal of the Constitution of the Club must be made in writing and be submitted to the Secretary of the Club so as to allow thirty (30) days notice to all members prior to the consideration of such proposals at any meeting.

Notice to amend or repeal this Constitution, By-Laws, Rules and Regulations, and Policies shall be given at two (2) meetings of the Board of Directors and thirty (30) days as noted above to the membership. Any amendments shall become effective immediately upon their adoption.

ARTICLE X BY-LAWS, RULES AND REGULATIONS, AND POLICIES

In addition to this Constitution, By-Laws, Rules and Regulations, and Policies may be established by the Club. However, no by-law, rule, regulation and/or policy shall conflict with provisions of any governing document of the Club. Where there is conflict, the President in his sole discretion may resolve the immediate conflict and delegate formal resolution to the Board of Directors for immediate action for correction. Any by-law, rule, regulation and/or policy amendment or repeal, in whole or in part, will be adopted in the appropriate manner.

ARTICLE XI DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying and making provision for the payment of all of the liabilities, dispose of all assets of the Association exclusively for the purpose, or **purposes**, stated in Article II of the Constitution in such manner, or to such organization, or organizations, constituted and conducted exclusively for like purpose or purposes as shall at that time qualify as exempt under Section 501(c)(3) and/or Section 501 (c)(7) of the Internal Revenue Code of 1954, or any corresponding provision of any subsequent Federal tax law or regulation, as the Board of Directors may determine.