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Bylaws

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1.0 Introduction

The Braden River Soccer Club ("BRSC") in keeping with its purpose, mission, and objectives to promote the development and welfare of the youth and adults involved in youth soccer, establishes the following Bylaws in support of its Articles of Incorporation.

1.1 Membership in Organization

1.1.1 Members

1. The parents or guardians (limited to two persons per household) of each player enrolled in BRSC shall be "Members" of BRSC. A player enrolled in BRSC is defined as a youth player who has completed a BRSC registration form, submitted proof of age, paid all necessary BRSC dues and fees, and agreed to abide by the Rules and Regulations and Code of Ethics of BRSC. A player who has been granted a refund, regardless of having met all other requirements, will not be considered a Member of BRSC.
2. An elected Board of Director member ("Director") automatically gains membership, regardless of whether the Director has a child enrolled in BRSC. Having a child enrolled in BRSC and being a Director does not create dual membership.

1.1.2 Member Voting Rights

Member voting rights shall be limited to voting at the Annual General Meeting (AGM) for BRSC Executive Board of Director (EBOD) elections and for changes to the BRSC Bylaws and BRSC Rules and Regulations. Each Member shall be entitled to one (1) vote maximum, and each household shall be entitled to two (2) votes maximum, regardless of the number of children participating in BRSC. Only Members in good standing are eligible to vote and may cast one (1) vote per EBOD position and one (1) vote on BRSC Bylaws and BRSC Rules and Regulations.

1.1.3 Members in Good Standing

- Members are considered to be in good standing, if all of the following requirements are met:
1. All necessary player forms are complete and submitted, including providing a copy of the player's birth certificate or otherwise acceptable proof of age, and a signed agreement to abide by the Rules and Regulations and Code of Ethics of BRSC.
 2. The Member has paid in full, or made formal arrangements to participate in a payment plan, all necessary dues or fees to BRSC for all of their enrolled children.
 3. The player must be registered with the Florida Youth Soccer Association (FYSA) affiliated through BRSC.
 4. The Member or their child does not have any outstanding disciplinary action against them, or any past disciplinary action against them that prohibits them from participating in BRSC.

1.1.4 Withdrawal of Membership

The withdrawal of all players in a family from BRSC constitutes automatic resignation of

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membership. The resignation of a Director from BRSC who does not have a child player in BRSC constitutes automatic resignation of membership.

1.2 Governing Body

1.2.1 Board of Directors

The Board of Directors (BOD) shall be the governing body of BRSC and enforce all rules for BRSC. All BOD members ("Directors") shall be volunteers and shall not receive compensation for their services, unless otherwise expressly approved by the EBOD pursuant to section 1.3.4. All Directors who are also general Members must be in good standing with the organization pursuant to 1.1.3. The BOD shall consist of both EBOD members ("Executive Directors") and Directors, with no fewer than a total of nine (9) members at any given time.

The process for becoming a Director is as follows: 1) Nominee notifies BRSC Secretary of their intention to join BOD; 2) Nominee completes an FYSA volunteer application (unless already registered as a volunteer or coach); 3) Following application completion, submittal, and approval from FYSA (unless already registered), nominee's BOD application is submitted to the BOD at the next meeting; 4) Directors vote to approve or deny application, consistent with other BOD voting requirements below; 5) Consistent with Section 1.5.3 below, newly approved Directors are not eligible to vote until attending their third meeting.

1.2.2 Board of Director Responsibilities

Directors make a serious commitment to participating actively in BRSC committee and other work. They volunteer for and willingly accept assignments and complete assignments thoroughly and on time. They stay informed about BRSC matters, prepare themselves for meetings, and review and comment on minutes and reports. Directors actively participate in organizational planning efforts and build collegial working relationships with peers, which contributes to the organizational mission and goals.

The responsibilities of the BOD shall include, but not be limited to:

1. Determine and define BRSC's mission and purpose.
2. Ensure effective organizational planning.
3. Ensure adequate resources and manage resources effectively.
4. Determine and monitor BRSC's programs and services.
5. Enhance BRSC's public image.
6. Implement the Rules and Regulations of BRSC and any proposed changes thereto.
7. Govern the organization through the Bylaws and the Rules and Regulations of BRSC and the Codes of Ethics in respect to all BRSC players, coaches, volunteers, Members, Directors, and employees.
8. Handle all disciplinary proceedings, as brought forth by the Ethics and Discipline Committee.

1.2.3 Executive Board of Directors ("EBOD")

Elections: The election for the Executive Director positions of President, Vice President of Recreational Program, Registrar of Competitive Program, and Treasurer will be held on the

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“even” years. The election for Executive Director positions of Vice President of Competitive Program, Vice President of Operations, Secretary, Board Member at Large and Registrar of Recreational Program will be held in the “odd” years. No Executive Director may serve more than two (2) consecutive terms in one position.

1. President: Shall preside at all BOD and EBOD meetings. The President may only vote at EBOD and BOD meetings in the event of a tie. The President shall appoint standing committees and their Chairpersons; shall encourage the BOD’s role in strategic planning; shall guide and mediate BOD actions with respect to organizational priorities and governance concerns; shall monitor financial planning and financial report; submit an annual report, in writing, to the Members of BRSC at the AGM; shall see that all reports and certificates that may be required by law are properly filed and kept; shall be one of the officers that may sign checks or drafts; and shall have such powers as may reasonably be construed as belonging to the Chief Executive of the organization.

The immediate Past President shall remain as an “ex-officio” member of the EBOD for one year after their term, unless such person has resigned, been removed from office, holds a position with FYSA or holds an EBOD position with BRSC.

2. Vice President of Operations: Shall in the absence of the President, or in the event of his/her inability to act, perform all duties of the President, and when so acting, assume all the powers of, and be subject to all the restrictions of the President; and shall perform such other duties as from time to time may be assigned to him by the President or by the EBOD. In the event the President resigns, dies or is removed from office, the Vice-President of Operations shall assume the Office of President and resign as Vice-President of Operations.

The Vice President of Operations is responsible for all support functions of BRSC and requires collaborative efforts with those in support roles including the Webmaster, Concession Manager, Equipment Coordinator, Fundraising Coordinator, Public Relations/Special Events Coordinator, Parks and Recreation Department Liaison, etc.

3. Vice President of Competitive Program: Shall in the absence of the President and the Vice President of Operations, or in the event of their inability to act, perform all duties of the President, and when so acting, assume all the powers of, and be subject to all the restrictions of the President; and shall perform such other duties as from time to time may be assigned to him by the President or by the EBOD. In the event the President and the Vice President of Operations resign, die or are removed from office, the Vice-President of Competitive Program shall assume the Office of President and resign as Vice-President of Competitive Program.

The Vice President of Competitive Program is in charge of overseeing the Competitive Program in concert with the Director of Coaching (DOC). This includes, but is not limited to; seeing that all players and teams are properly registered with the Club and the appropriate age group and league, working with the Registrar and the FYSA-elected District Commissioner seeing to it that issues are resolved, working with coaches, parents, and the DOC on disciplinary actions that may pertain to players, coaches or parents.

The Vice President of Competitive Program shall serve as a co-Chairman of the Ethics and Disciplinary Committee.

4. Vice President of Recreational Program: Shall in the absence of the President, the Vice President of Operations, and the Vice President of Competitive Program, or in the event of their inability to act, perform all duties of the President, and when so acting, assume all the powers of, and be subject to all the restrictions of the President; and shall perform such other duties as from time to time may be assigned to him by the President or by the EBOD. In the event the President, the Vice President of Operations, and the Vice President of Competitive Program, resign, die or are removed from office, the Vice-President of Recreational Program shall assume the Office of

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President and resign as Vice-President of Recreational Program.

The Vice President of Recreational Program is in charge of overseeing the Recreational Program in concert with the DOC. This includes, but is not limited to; appointing and training coaches, seeing that all teams and players are properly registered and soliciting player parent involvement in the operation of the Club.

The Vice President of Recreational Program shall serve as a co-Chairman of the Ethics and Disciplinary Committee.

5. Treasurer: Shall maintain an accurate record and receipt of all monies to be deposited in the name of BRSC; shall assure that all accounts are paid by check; shall obtain specific approval of the EBOD for any non-budgeted expenditure in excess of \$1,000; shall produce all financial records when required by the EBOD to be properly balanced and to reflect the current financial status of BRSC; shall submit, in writing, at each scheduled BOD meeting, a financial report summary statement; and shall be responsible for preparing any and all documentation in support of the Articles of Incorporation and the tax exempt status of BRSC.

The Treasurer shall be the Chairman of the Budget and Finance Committee.

6. Registrar of Competitive Program: Shall be responsible for ensuring that all competitive players are properly registered and that all fees, forms and registrations are timely submitted to FYSA; and shall work closely with the Vice President of Competitive Program to ensure Competitive Program goals and objectives are met.

7. Registrar of Recreational Program: Shall be responsible for ensuring that all recreational players are properly registered and that all fees, forms and registrations are timely submitted to FYSA, and shall work closely with the Vice President of Recreational Program to ensure Recreational Program goals and objectives are met.

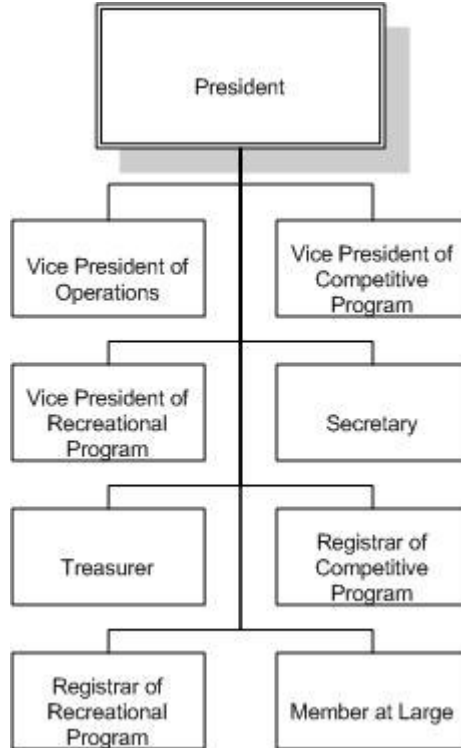
8. Secretary: Shall record the minutes of all EBOD and BOD meetings, attend to all correspondences, maintain records for BRSC, maintain committee reports, perform other work as assigned, notify each Member and Director of all meetings, and distribute minutes and meeting agendas to Members and Directors. Additional duties may include assistance and formatting of any newsletters and mailings as needed.

9. Member at Large: Shall be the parent/guardian representative on the EBOD. This person must be a Member of BRSC as defined by Section 1.1.1. The Member-at-Large is responsible for ensuring that parent/guardian input is sought and delivered to the EBOD that may influence decisions. The Member-at-Large may be assigned additional responsibilities by the President as needed.

10. "Ex-Officio" Members: "Ex-Officio" Members serve the EBOD in an advisory capacity and do not have voting rights in EBOD meetings. The immediate past President and the District Commissioner shall be "Ex-Officio" members of the EBOD.

An organizational chart of the EBOD is shown below:

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1.2.4 EBOD Responsibilities

The EBOD shall have the vested responsibility, right and authority to:

1. Reprimand, suspend, bar completely, or otherwise discipline any player, coach, team manager or assistant, and any/or any team for violations of the BRSC Articles of Incorporation, Bylaws, Rules and Regulations, and Code of Ethics until such time as the full BOD acts to uphold, modify, or rescind the disciplinary measures.
2. Budget for and administer the funds of BRSC.
3. Adopt temporary Rules and Regulations for situations not provided for by the Constitution,

Bylaws, or existing Rules and Regulations, or deemed necessary and desirable in order to serve the best interests and objectives of BRSC.

1.3 Organization Leadership

1.3.1 Leadership Positions

1. Field Assignor: The Field Assignor shall be responsible for the scheduling of all regular practices and games as deemed necessary by the scheduling leagues and the BOD. He/She will notify and collaborate with the Referee Coordinator of all game changes in a timely manner in accordance with affiliate organization requirements. This position will act as liaison with the USA Soccer League, West Coast Soccer League and other leagues involving BRSC teams.

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- 2. Coaches Committee Chairperson:** The Coaches Committee Chairperson shall be responsible for presiding over the monthly Coaches Committee meeting, as well as supporting the recruitment, screening, selection and monitoring of all coaches (Recreational and Competitive) to maintain the highest possible standards of conduct. The Coaches Committee Chairperson shall be responsible for coordinating coach clinics and training in collaboration with the DOC. The Coaches Committee Chairperson will keep coaches informed on all activities and policies of BRSC.
- 3. Referee Coordinator:** The Referee Coordinator shall be responsible for recruiting and training all referees and assistant referees and conducting periodic training sessions as required. The Referee Coordinator will assign referees to games provided that he/she has obtained his/her assignor's license from NTSSA. In the absence of assignor certification, the Referee Coordinator must work Director-approved assignor on all game assignments, or receive a waiver from NTSSA.
- 4. Equipment Coordinator:** The Equipment Coordinator shall be responsible for purchasing and distributing team equipment, Recreational Program trophies and field equipment. Responsibilities also include ensuring nets, goals, flags, and fields are maintained and in good working order in concert with county officials; that distributed equipment is accounted for and collected at the conclusion of the season; that equipment budgetary needs are identified to the BOD during budget forecasting and annual budget preparation; and contracting for the maintenance of equipment and other necessary items of BRSC.
- 5. Field Marshal Coordinator:** The Field Marshal Coordinator shall be responsible to ensure that each Field Marshal is trained and equipped in accordance with FYSA regulations. The Field Marshal Coordinator will ensure Field Marshals are assigned to Competitive games and that fields are prepared for play per schedule. Responsibilities shall also include coordinating efforts with the Referee Coordinator.
- 6. Fundraising Coordinator:** The Fundraising Coordinator shall be responsible for the organization and coordination of all BRSC fundraising activities. The Fundraising Coordinator will be held accountable for all funds associated with all fundraising activities and provide a fundraising report at the conclusion of each event and the end of each season.
- 7. Public Relations/ Special Events Coordinator:** The Public Relations/ Special Events Coordinator is responsible for organization and coordination of special activities (i.e. player events, volunteer appreciation events, etc.), distribution and publication of material and information related to promotional events, registrations, elections, and other business of BRSC.
- 8. Parks and Recreation Commission Liaison:** The Parks and Recreation Commission Liaison will attend the Manatee County Parks and Recreation Commission ("Parks and Rec") monthly meetings and serve as the primary communication conduit with Parks and Rec on BRSC matters. The Parks and Recreation Commission Liaison will provide a report to the monthly BRSC membership meeting.
- 9. Webmaster:** The Webmaster will maintain and coordinate the activities of the BRSC website. The Webmaster will also provide BRSC with recommendations and guidance on information technology issues (hardware and software). The Webmaster will form a committee of three additional members as approved by the EBOD. They will be trained to assume Webmaster duties in his or her absence. They must have complete access to the codes necessary to facilitate a change in information presented on the website at times when this may be necessary or required.
- 10. Sponsorship Coordinator:** The Sponsorship Coordinator will be the Chairman of the Sponsorship Committee and will be the primary point of contact for all team and club sponsorship inquiries. The Sponsorship Coordinator will ensure an accurate accounting of all sponsorship activities is provided to the Treasurer, the Vice President of Recreational Program and the Vice

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President of Competitive Program, will develop various sponsorship financial levels and sponsorship benefits for approval by the BOD, will provide the Webmaster with sponsor logos for inclusion on the club website, will ensure sponsor information is provided to the Uniform Committee, will set annual financial sponsorship goals for the club, and will develop strategies to maximize financial sponsorships.

11. Event/ Tournament Coordinators:

a. Jamboree: The Coordinators for Jamboree is assumed each year by coaches from the U9 and U10 Competitive age group

b. Halloween Havoc: The Coordinator for the Halloween Havoc Tournament shall be elected by the BRSC BOD..

c. Region C/ State Cup: In the event that BRSC plays host to either or both Region C and/ or State, the Coordinator for the Region C and/ or State Cup Tournament is assumed by coaches from the competitive age group that will be playing at BRSC.

12. USA League Representatives: The BRSC BOD shall elect at least one individual to serve in the capacity of the USA representative.

1.3.2 Standing Committees

The following committees shall be established at the first regularly scheduled meeting following the AGM. Unless specified otherwise, members of a standing committee may either submit their name and be elected to the committee with a majority vote of the remaining Directors, or be assigned to a committee by the President in the absence of volunteers. Vacancies on such committees shall be filled by appointment or election, as the case may be, within thirty (30) days of the vacancy. Committee members are comprised of Executive Directors, Directors, and/ or Members who must be in good standing with BRSC.

1. Bylaws and Rules and Regulations Committee: The Bylaws and Rules and Regulations Committee shall be comprised of at least three (3) Directors. The Bylaws and Rules and Regulations Committee shall be responsible for reviewing BRSC Bylaws, Rules and Regulations, and Code of Ethics and propose changes, as required, to the BOD. The Committee shall also be responsible for monitoring FYSA and affiliated organization rules and changes to ensure compliance.

The Bylaws and Rules and Regulations Committee will record and maintain recommended Bylaws and Rules and Regulations changes throughout the year and meet periodically to develop revision language as needed. The Committee will provide any recommended changes/revisions to the BOD at the February monthly membership meeting in order to meet timelines for voting at the AGM.

All changes to the Bylaws and Rules and Regulations should be reviewed by the organization's attorney in order to ensure that they do not violate any laws or jeopardize BRSC's 501(C)3 status.

2. Coaches Committee: The Coaches Committee will hold monthly (at a minimum) meetings that are open to all Competitive and Recreational coaches to discuss the latest issues regarding their players, teams, divisions, leagues, Regions, and FYSA. This Committee will be a primary communications medium for BRSC Competitive team coaches.

3. Uniform Committee: The Uniform Committee will investigate uniform suppliers and manufacturers and make recommendations to the BOD regarding uniform specifications and preferred vendors at the December (Competitive) and May (Recreational) BOD meeting each

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year. The Committee will also coordinate the budgeting, ordering, delivery and distribution of uniforms and coordinate all vendor communications.

4. College Program Committee: The College Program Committee works to bring college and scholarship opportunities to the senior team players of BRSC. This may include, but is not limited to; researching and providing information to players on the various college soccer programs and scholarships available throughout the country, providing opportunities for college coaches to observe potential players for their programs, facilitate groups of players to travel to various college scouting events, utilize sponsors to support events (such as the Nike Friendlies) at BRSC facilities that attract major college programs and coaches, and to work closely with area high schools to address the college needs of our players.

5. Audit Committee: The Audit Committee shall meet at least quarterly to conduct financial auditing and "true-up" of financial transactions. The committee will also coordinate an external financial audit, including tax records, by a certified public accountant, consistent with the other requirements of the Bylaws.

6. Ethics and Discipline Committee: The Ethics and Discipline Committee shall be comprised of Co-Chairmen and at least two (2) other Directors. The Ethics and Discipline Committee shall hear grievances and complaints as deemed necessary. The Vice President of Competitive Program and the Vice President of the Recreational Program shall serve as co-Chairmen of the Ethics and Disciplinary Committee.

7. Budget and Finance Committee: The Budget and Finance committee shall be comprised of the Treasurer as Chairman and at least two (2) other Executive Directors, and any additional Members not exceeding two. The Budget & Finance Committee shall be responsible for developing and submitting a proposed budget for the upcoming fiscal year to the Board of Directors at the December membership meeting.

8. Elections Committee: The Elections Committee shall be comprised of the Secretary as Chairman, and at least two (2) other Directors. The Elections Committee shall be responsible for the administration and coordination of all efforts related to the annual elections, including the nomination and voting process and the tabulation of ballots.

9. Sponsorship Committee: The Sponsorship Committee will develop the sponsorship program (i.e., sponsorship levels and benefits), disseminate all correspondence, and serve as the BRSC sponsorship contact for both team and club level sponsorships. Additionally, the Sponsorship Committee will develop and pursue an annual projected sponsorship goal and maintain accurate records of all sponsors. The Sponsorship Committee will work closely with the Uniform Committee to ensure sponsor information is linked to team uniforms.

10. Special Events Committee: The Special Events Committee shall be comprised of one of the Competitive and Recreational Registrars as Co-Chairmen, and no less than one Event Coordinator for each scheduled event. The Event Coordinators are not required to be Directors. Other committee members may be assigned as deemed necessary by the BOD. The Special Events Committee shall be responsible for coordinating, promoting, and overseeing all BRSC sponsored events.

11. Capital Projects Committee: The Capital Projects Committee will evaluate suggested capital projects and make recommendations to the BOD, develop financial impact statements, oversee all capital projects from inception through final inspection, and coordinate with regulatory, permitting and county agencies, and vendors as needed. The Equipment Coordinators shall be the Chairmen of the Capital Projects Committee.

12. Other Committees: The BOD may form temporary and standing committees as needed to further develop and manage the organization.

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1.3.3 Other Volunteers

The BOD may from time to time invite individuals other than those elected to the BOD to serve the organization on a volunteer basis, without being elected. The BOD reserves the right to withdraw the invitation, if the volunteer does not promote or uphold the goals, rules and regulation and/or Code of Ethics of BRSC.

1.3.4 Employees & Independent Contractors

The EBOD shall be authorized to employ such employees and independent contractors as it deems necessary to carry out the business and functions of the organization. The term of employment for all employees shall be at the discretion of the EBOD. Employees and contractors are subject to approval by the EBOD. All employment with BRSC shall be "at will" employment.

1.4 Personnel Practices

1.4.1 Conflicts of Interest

1. A Director may not vote on any item that may be considered a conflict of interest. This specifically includes any item or issue that will directly affect the Director, the Director's family, team, or affiliated business or association.
2. Directors are required to fully disclose all affiliations that may cause a conflict of interest and, absent the approval of the majority of remaining Directors, to abstain from voting on items that may result in a conflict of interest. Refusal or failure to disclose such affiliations and/or refusal or failure to abstain from voting on a matter judged as a conflict of interest, may be cause for dismissal from the BOD, consistent with the other requirements of the Bylaws.

1.4.2 Elections of EBOD

The Annual EBOD elections shall be conducted in accordance with the following:

1. Any person who desires to run for an Executive Director position must declare their candidacy by the close of the March BOD meeting.
2. Candidates for Executive Director positions must be at least 18 years or age.
3. Candidates for Executive Director positions must have served in good standing on the BRSC Board of Directors for at least a nine (9) month period immediately preceding their candidacy.
4. A candidate may only run for one Executive Director position per election.
5. Persons elected to an Executive Director position are prohibited from holding more than one Executive Director position at the same time. Executive Directors may run for another EBOD position at election time, or volunteer and be elected to fill a vacancy on the Executive Board of Directors at any time, provided they resign from their current position.
6. Votes for candidates may be cast in person at the BRSC AGM.
7. In order to be elected, a candidate must receive a simple majority vote of the members in

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attendance.

1.4.3 Vacancies

Vacancies on the EBOD shall be filled by a majority vote of the remaining Executive Directors to serve the unexpired term, consistent with the previous stipulations of the Bylaws. Candidates may be nominated by a Director or submit their own name for nomination.

Vacancies on the BOD will not be filled as there is no minimum number required for membership.

1.4.4 Attendance

Attendance at every meeting is expected by the BOD. Each Director must attend a minimum of 50% of the monthly BOD meetings in order to be considered in good standing and maintain voting rights.

Executive Directors members are expected to attend every meeting of the BOD. Each Executive Director must attend a minimum of 75% of the monthly BOD meetings. Any Executive Director not attending two (2) consecutive meetings of the BOD may have his or her office declared vacant unless such absence has been excused by the EBOD. A 75% majority vote of the remaining Executive Directors excluding the Executive Director involved, shall be required to take action.

Any vacancy shall then be filled according to section 1.4.3.

1.4.5 Removal from Office

1. **Board Vote of No Confidence:** If any Director willfully neglects their duties to the detriment of BRSC, they may be required to resign following a vote of no confidence petitioned by the BOD. A least five (5) Directors must petition for the vote of no confidence. The petition must be in writing, signed by each of the petitioning Directors and submitted to the BOD. The BOD must meet and act on the petition within fourteen (14) days of its receipt. A 75% majority of all votingeligible Directors in attendance, excluding the accused, is required to take action.
2. **Removal for Conflict of Interest or Code of Ethics Violations:** Any Director may be required to resign for refusal or failure to disclose affiliations that cause a conflict of interest, or for refusal or failure to abstain from a vote that may result in a conflict of interest. A 75% majority vote of all voting-eligible Directors in attendance is required to take action.
3. **Removal for Non-Attendance:** Any Director who does not attend a regular monthly meeting for six consecutive months will be removed from the BOD.

1.4.6 Resignations

Any Director may resign at any time provided that they submit their resignation in writing to the President or another Executive Director. Upon resignation of a Director, all property items of BRSC in the possession of the resigning Director shall be returned either to the President or Vice President of Operations.

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1.5 Meetings

1.5.1 Meetings of the Organization

The BOD shall hold monthly meetings unless otherwise prescribed. Special Meetings and Emergency Meetings are acceptable. A minimum of five (5) days notice shall be required of all Regular and Special Meetings.

1. **Regular Meetings** – Regular Meetings of the Board of Directors will be held on the first Monday following the regularly scheduled USA meeting, unless specified otherwise, with a minimum number of ten (10) meetings per fiscal year.
2. **Special Meetings** – Special Meetings of the BOD may be called at any time by the President. The Secretary may call a Special Meeting upon the written request (including electronic mail) of a majority of Directors. Special Meetings shall be held to address matters that may arise between regularly scheduled meetings, or that must be handled prior to the next regularly scheduled meeting. Only business for which the special meeting is being called may be addressed at the meeting.
3. **Emergency Meetings of the EBOD** – Emergency Meetings of the EBOD may be called, subject to the provisions of applicable statutes and these Bylaws, by any Executive Director. The President and any four (4) Executive Directors shall constitute an Emergency Committee. This committee will convene on matters demanding immediate attention when it is impractical or impossible to call an EBOD meeting. The Emergency Committee shall have the authority to act on the matters for which the meeting was convened. The Emergency Committee shall report their actions to the EBOD in writing or by electronic mail within two (2) days of the Emergency Meeting. Within seven (7) days, the EBOD shall convene and review the decision and retain the right to veto any emergency action by a 67% majority vote. The EBOD shall publish any decision as it relates to the matter of the Emergency Meeting to the BOD as soon as practical. Emergency Meetings may be conducted via electronic means including, but not limited to, email and facsimile by way of example. Any electronic means used in this manner must be provided as a written and dated document.

1.5.2 Meeting Procedures

1. **Parliamentary Procedures** - Parliamentary procedures (Robert's Rules of Order) shall govern the BOD meetings. All BOD meetings shall be open to all BRSC Members. Members may make a request to a Director to raise a question or concern during the "New Business" portion of the meeting.
2. **Minutes** – The Secretary shall keep a record of the BOD meeting proceedings. These minutes, exclusive of Executive Sessions, shall be accessible to the members of BRSC.
3. **Executive Session** – The BOD may go into Executive Session at any Regular or Special Meeting with a majority vote of the Executive Directors present and voting. Only Executive Directors may attend an Executive Session. An Executive Session and its respective minutes will be closed to the public.

1.5.3 Voting

The voting rights of the BRSC Directors shall include voting on all matters necessary to enforce the rules of the organization. Board Members shall be allowed to vote in the annual Board of Director elections and Bylaws and Rules and Regulations as well.

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1. Each Director shall have one vote. A Director who is temporarily handling the duties of a vacant EBOD position, in addition to his/ her regular duties, will have only one (1) vote.
2. The President shall have a vote at the EBOD meetings and shall only have a vote in BOD meetings in the event of a tie.
3. Proxy votes will not be accepted.
4. Voting will not take place on any matter unless a quorum is reached

1.5.4 Quorum

A simple majority of the total number of Board of Directors eligible to vote shall constitute a quorum.

1.5.5 Majorities

Provided a quorum has been reached, and unless otherwise specified, a simple majority vote of the BOD present and voting is necessary

1.5.6 Veto of Board of Director's Action

The BOD may veto any non business decision or action of the EBOD by a majority vote of the Board of Directors of BRSC.

The BOD may not veto a prior vote of the BOD until a period of three (3) months has passed since the original vote on the issue.

1.6 Fiscal Responsibility

1.6.1 Fiscal Year

The fiscal year for BRSC shall run from January 1 through December 31.

1.6.2 Annual Budget

The Budget and Finance Committee shall submit a proposed budget for the upcoming fiscal year for the BOD's approval by the close of the December BOD meeting. The BOD will vote to approve the proposed budget with any amendments at the January BOD meeting. The final budget must be approved by the close of the February BOD meeting.

1.6.3 Collection of Fees and Payment of Expenses

1. BRSC will adopt and collect player fees for recreational and competitive soccer and other programs offered by BRSC, in accordance with the annual BRSC budget as approved by the BOD.
2. It is the goal of BRSC to set player fees to self-sustain each program's operating budgets. It is assumed all budgeted expenses are approved "de facto" and do not require further BOD approval

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as they occur or as they are expended. All items known not to be budgeted in an amount greater than \$300 in any one sum must be approved at a BOD meeting prior to incurring or expending. Any Director or related party expending any amount prior to BOD approval faces the risk of nonreimbursement if not subsequently approved.

3. All player fees are non-refundable and must be paid prior to the beginning of the seasonal year or paid pursuant to a payment schedule approved by the EBOD. Refunds will be given at the discretion of the EBOD under exceptional circumstances.

4. All Members are expected to contribute a set number of volunteer hours per year to assist in the operation of BRSC. The required number of volunteer hours is set by the EBOD. The EBOD may establish a fee paid in lieu of volunteer hours, with provisions to ensure collection.

5. All bank checks, drafts, money orders and other financial instruments submitted for payment to the organization shall be payable to the "Braden River Soccer Club, Inc.," or "BRSC." All cash transactions will be issued a receipt.

6. The Treasurer shall be given the authority, through the EBOD and with it's direction, to enforce the provisions of this section and to collect all monies due BRSC.

1.6.4 Banking Transactions

The following procedures shall be required for BRSC banking transactions:

1. At least three (3) Directors' signatures shall be on file with the bank holding the BRSC checking account. The first signature shall always be that of the current Treasurer. The second shall be that of the President. The third signature shall be by appointment of the BOD.
2. An individual may not be a signer on a check that is made payable to himself or herself.
3. All individual transactions greater than \$10,000 require two (2) signatures.
4. Debit cards may be issued to the President and Treasurer only to facilitate online transactions and simplify reimbursement for the benefit of BRSC.

1.6.5 Financial Reports

1. The Treasurer shall submit a financial report at each BOD meeting. The financial report shall include:
 - a. The current bank balance on hand with a description of any major income or expenses pending.
 - b. The current budget with a comparison to actual incomes and expenses.
 - c. A report on Coaches fund balances as of the date prior to the meeting, with activity that occurred since the last BOD meeting.
2. A check register and the most current bank statement shall be available for inspection by any Director upon request, allowing for a reasonable time for response by the Treasurer.

1.6.6 Internal and Independent Reviews or Audits

1. An internal review of the financial records of BRSC must be completed in every even numbered calendar year and shall be performed after the end of the fiscal year by the Budget and

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Finance Committee. An internal review may also be conducted at any time by a majority vote of the BOD.

2. Budget and Finance Committee members cannot be signatories on BRSC financial accounts for the purpose of conducting an internal review.

3. The internal review will include, but not be limited to, a review of the checking account, expenses paid, income received, adherence to the budget, adherence to Bylaws (financial and nonfinancial aspects), financial reports, and minutes of meetings.

4. The EBOD shall budget for and cause an audit or review of the organizations financial information to be completed by a CPA firm or individual qualified to perform such audits or reviews by May 31 of every third (3rd) operating year. An audit or review shall be written and issued to the BOD in accordance with Generally Accepted Accounting Principles (GAAP). The report shall be read at the next regularly scheduled BOD meeting.

1.6.7 Fundraising

Any and all fundraising taking place on the home fields of BRSC that benefits the Club or an individual team must be approved by the EBOD. Fundraising items held at facilities and locations BRSC utilizes shall be limited to items that do not directly compete with concession stand provisions. Twenty percent (20%) of all net profits earned from a fundraiser subject to this section will be returned to BRSC.

1.6.8 Financial Scholarships

Scholarships for financial reasons are available upon Budget and Finance Committee recommendation and EBOD approval. The parents/ guardians of the player granted a scholarship must serve the club as a volunteer for an additional, minimum number of hours to be determined by the EBOD. Financial scholarships will be granted on an as-needed basis as determined by the EBOD. A maximum of two (2) scholarships per family or household per season will be allowed.

1.7 Bylaws Amendment

1.7.1 Procedure to Amend the Bylaws

Amendments to the Articles of Incorporation, Bylaws, and/ or Rules and Regulations of BRSC will be made at the Annual General Meeting (AGM) of the membership, unless otherwise specified in the Bylaws. An amendment shall be deemed adopted by an affirmative vote of 67% of the voting membership in attendance as defined in the Bylaws. Proposals to amend the Articles of Incorporation, Bylaws, and/ or Rules and Regulations shall be submitted to the BOD forty-five (45) days in advance of the AGM.

When the President and/or EBOD determine that an emergency situation exists, the President may entertain motions to amend the Articles of Incorporation, Bylaws, and/ or Rules and Regulation of BRSC. After ten (10) calendar days, these motions may be voted upon by the BOD.

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1.8 Legal Issues

1.8.1 Legal Representation

The EBOD may engage a legal entity approved by a majority vote of the EBOD to represent the interests of the organization on legal matters.

1.8.2 Indemnification

Directors may not be held individually liable for actions undertaken within the scope of BRSC business. All real and personal property assets of past and present BRSC Directors shall be considered exempt from any civil action which might be brought forth against BRSC so long as the Directors acted in good faith.

1.9 Affiliation

1.9.1 State and National Affiliation

BRSC shall be a member of FYSA and/or other appropriate soccer affiliations or associations. By virtue of such membership, each Member of BRSC shall be entitled to membership in FYSA, as appropriate, without further payment of dues. BRSC shall continue to be a member of FYSA unless, by a majority vote of its members, a decision is made to withdraw. In such a case, FYSA shall be notified at least one month in advance of the date designated for the termination of such membership, or in accordance with FYSA's rules.