

Hawks Soccer Club
By-Laws
May 8, 2016

SECTION 1 - NAME

1.01 Name. The name of the organization is Hawks Soccer Club ("Hawks").

SECTION 2 - OBJECTIVES AND PURPOSES

2.01 General Purposes. The Hawks Soccer Club ("Hawks") is a 501c3 nonprofit organization (registered under "Pullman Soccer Club") whose mission is to assist in the physical, mental and character development of each player through the game of soccer. The Hawks club is dedicated to providing youth in the general area ("Region") encompassing Asotin County (WA), Latah County (ID), Nez Perce County (ID), and Whitman County (WA) with the opportunity to achieve and enjoy the highest attainable level of team soccer in both the recreational and competitive formats.

2.02 Specific Purposes. The specific purposes of Hawks shall be as follows:

- a. To serve as representative of US Club Soccer or U.S. Youth Soccer in the Region.
- b. To serve as the representative and liaison to US Club Soccer or U.S. Youth Soccer on behalf of all persons in the Region interested in development and advancement of recreational and competitive youth soccer in the Region.
- c. To administer the recreational and competitive youth soccer programs in the Region including:
 - 1) To represent Hawks in any leagues, divisions or regions in which Hawks teams compete.
 - 2) To supervise and train coaches.
 - 3) To train and develop recreational and competitive soccer players and teams; and
 - 4) To provide opportunities for soccer players to develop and prepare for intercollegiate competition.
- d. To foster a spirit of pride, community, cooperation and good sportsmanship among soccer players, parents, guardians and other persons interested in recreational and competitive soccer in the Region.

2.03 Laws of the Game. The Club will conduct its activities in conformance with the Laws of the Game as articulated by the Fédération Internationale de Football Association ("FIFA").

SECTION 3 - MEMBERSHIP

3.01 Classes of Membership. There are three classes of membership: Active Players, Parents or Guardians of Active Players, and Associate Members. Associate Members consist of members of the Hawks Board of Directors and active Hawks Coaches and Hawks Team Managers. Membership shall be for a period of one year, concurrent with the club's fiscal year.

3.02 Qualification for Membership. At the beginning of each season and following tryouts, a player must pay a fee designated by the board. Payment of the fee will result in automatic membership in the club for the player and his/her parents or guardians. Each player/parent-guardian entity will have one vote at the Annual Club Membership Meeting. Each player/parent-

guardian entity may nominate themselves or others for a position on the Board of Directors. Only persons that have reached the age of maturity are eligible to be elected as members of the Board of Directors.

3.03 Voting Rights of Members. All members of the Board of Directors, which consists of five individuals (for details see Section 5), shall have one vote on any matter discussed at Board of Directors Meetings. Parent/Guardian Members and Associate Members shall have the right to vote in the election to install a Board of Directors during the Annual Club Membership Meeting. Active players shall not have the right to vote.

SECTION 4 – MEETINGS OF MEMBERS OF THE CLUB

4.01 Types of Meetings. The Hawks club will hold three types of meetings:

- 4.01.01 Annual Club Membership Meeting
- 4.01.02 Board of Directors Meetings, and
- 4.01.03 Special Meetings

4.02 Annual Club Membership Meeting. The Annual Club meeting will occur in the spring following the conclusion of league competition to be scheduled no sooner than the week following the season nor later than the third week following the spring season. The agenda for the spring meeting will include, at a minimum, the following items:

- 4.02.01 Financial accounting of the status of the Club,
- 4.02.02 Nomination for new Board of Director vacant positions, and
- 4.02.03 Election and installation of a new Board of Directors as outlined in Section 5.02.

4.03 Notification. At least two weeks before the Annual Club Membership Meeting the Registrar will notify the Members by mail, e-mail or another type of notice.

4.04 Board of Directors Meetings. The Board will meet a minimum of six times per year. The Board, at its discretion, will meet from time to time to consider matters of immediate concern. Attendance at meetings of the Board of Directors will be limited to members of the Board of Directors. Members of the Extended Board (see 5.01 for details) or any other party may be invited to attend. No less than one week prior to the meeting, the Registrar, or another Board Member appointed by the Registrar, will give notice of a Board of Directors Meeting to the other Directors and to any party invited to attend.

4.05 Special Club Meetings. The President, or any Director, may call special meetings of the Club, at such time and place as the President or the Director may prescribe. Two or more Members of the Board of Directors may call for a Special Meeting at a time and place that the President may prescribe, but in no case more than 30 days from the time of the request by the members.

SECTION 5 - BOARD OF DIRECTORS

5.01 Powers and Qualifications. The Board of Directors (BOD) shall consist of Officers and Extended Members and coaches/managers of all registered teams. No more than three Board Directors are to be parents/guardians from a particular competitive team. The Officers of the Board shall consist of the President, Vice President, Director of Coaching, Treasurer, and

Registrar. The non-officers Extended Members will consist of the Secretary, the Director of Field/Game Scheduling, the Director of Communication, the Director of Equipment/Fields, and the Director of Soccer Operations.

5.02 Election and Composition of the Board. The general membership will nominate Officers and Extended Members to fill vacant Board of Directors positions prior to or during the Annual Meeting. Election and installation of new board Members and Officers shall be completed by vote of the existing Board of Directors during the Annual meeting. The membership nominates Board Directors and the existing board votes for and confirms the nominations. Unless specifically requested otherwise by the membership present at the Annual Meeting, the election will be by a show of hands.

5.03 Terms. Each Officer and Extended Board Member will serve for two years. A Director may succeed her/himself up to a maximum of two terms, with the exception of the Director of Coaching, who may succeed her/himself for an indefinite number of times. A Director that has served two terms, with the exception of the Director of Coaching, must step down for a minimum of one year before becoming eligible to serve again on the Board. The terms of the Board will be staggered so that at least two and no more than two Directors are up for election each year.

5.04 Composition of the Board. The Board will consist of Directors with the following Officer titles: President, Vice President, Director of Coaching, Registrar, and Treasurer. The Board may nominate an individual without voting rights to serve as Secretary during meetings. The Extended Board will consist of, in addition to the members of the Board of Directors, the Secretary, the Director of Field/Game Scheduling, the Director of Equipment/Fields, the Director of Soccer Operations, the Head Coaches of all registered Hawks teams, and the Managers of all registered Hawks teams. Meetings of the Extended Board have the goal of facilitating communication between officers and teams.

5.05 Quorum. A quorum of the Board is 3/5 of the Board of Directors.

5.06 Voting. Directors each have one vote. In the case of a tie, the issue on the table will fail. For changes in the By-Laws, a three-fifth (3/5) majority of the Board of Directors is required.

5.07 Proxy Voting. Directors can vote by proxy. A proxy vote is not valid unless the person giving the proxy writes a letter or e-mail to the Board giving another Director his/her proxy. Proxy votes are limited to a specific issue on the agenda for a regular or special meeting of the Board.

5.08 Subcommittees. The Board may establish subcommittees of the Board. Each subcommittee must have a Director as chair.

5.09 Removal of Directors.

5.09.01 A Director can be removed by three-fifth (3/5) vote of the Board of Directors.

5.09.02 A Director can also be removed by a three-fifth (3/5) vote of the membership present at the Special Meeting of the Club. The minimum number of members present at the Special Meeting will be one-third (1/3) of the total membership of the Club.

5.10 Vacancy in Office. If any Director resigns, dies, or is removed from office pursuant to Section 5 of the Bylaws, the Board of Directors will appoint a Club member to fill the open position and term.

5.11 Budget. The Board of Directors will approve a budget for the fall season and the spring season.

SECTION 6 - DUTIES OF THE OFFICERS OF THE BOARD OF DIRECTORS AND EXTENDED BOARD OF DIRECTORS

6.01 President. The President is the chief executive officer of the Board of Directors. The President is responsible for the general administration of the Board, the setting of the agenda for each meeting, and for chairing the meetings of the Board. The President is the representative to U.S. Club Soccer, any league, organization or tournament where a Club team may compete. The President may delegate responsibility for being the Club representative. The President shall be a signatory on bank accounts.

6.02 Vice President. In the absence of the President, the Vice President (V.P.) will assume all responsibilities of the President. The V.P. will assist the President in the general administration of the Club and work closely with him/her in the day-to-day operations of the Club. He/she will be responsible for the development and execution of a fundraising strategy.

6.03 Director of Coaching. The Director of Coaching (D.O.C.) will oversee and manage tryouts, the formation of teams, player selection and placement, and coaching assignments. The D.O.C. will work closely with the Assignor and Equipment and Fields Manager to determine training schedules. The D.O.C. will also be responsible for competition and technical planning, management of player development, and staff development. The D.O.C. will collaborate with team coaches to organize guest playing and training opportunities.

6.04 Registrar. The Registrar will register all players with the appropriate U.S. Club Soccer or other organizations and will take a leadership role in developing and maintaining complete and accurate rosters of player pools for the Club. In addition, the Registrar will assist Team Managers in preparing for tournament participation, which will include, but is not limited to, the processing of team rosters in a timely manner.

6.05 Treasurer. The Treasurer will perform and maintain appropriate records on the accounting and banking activities of the Club. The account structure will provide for easy accumulation of financial data for all teams fielded by the Club. Dues will be payable to the Club. The Treasurer will provide financial reports at each Board of Directors meeting and at the Club's Annual Meeting. The Treasurer will prepare a budget for all club-sanctioned activities and will suggest fees for the Club to the Board of Directors. The Treasurer will be a signatory on bank accounts.

6.06 Secretary. The Secretary is a non-voting member of the Extended Board of Directors and will establish and maintain the official record of the affairs of the Club, including publishing the agenda and minutes of all club meetings. In addition, the secretary will work closely with the President to write and deliver Thank You and Appreciation notes to appropriate club members and non-members in recognition of their contributions to the club. It is expected that the

secretary will attend all Board of Director Meetings, unless specifically instructed by the Board of Directors not to attend.

6.07 Director of Field/Game Scheduling. The director is a non-voting member of the Extended Board of Directors and will take a leadership position in acquiring and maintaining quality soccer fields for use by the Club teams. The director will work with the appropriate officials at the local school districts, Parks and Recreation, and universities in securing access to fields for club use. It will be the responsibility of the Field Assignor to convey field use limitations and expectations to players, parents, coaches and managers. He/she will work closely with the Equipment and Field Manager to organize goal placement and field lining prior to each season. He/she will attend scheduling meetings at the district and local levels. The Field Assignor will schedule home games, in cooperation with appropriate league officials, and will work with the Assignor of the appropriate referee association in scheduling referees for club home games. The Field Assignor will also work closely with the D.O.C. to prepare practice schedules and make practice field selections. He/she will be the sole contact in making changes in game schedules, field use and referees as needed.

6.08 Director of Equipment and Fields. The Equipment and Field Manager is a non-voting member of the Extended Board of Directors and will take a leadership position in acquiring and maintaining practice and game equipment for the teams fielded by the Club. The Equipment and Field Manager will develop and maintain a system of inventory, checkout, replacement and repair of Club equipment. He/she will organize goal placement, field lining and portable lavatories prior to each season, communicating regularly with the Field Assignor. The Equipment and Field Manager will also have the optional responsibility of organizing Team Managers to complete the task of placing, removing and storing field corner flags before and goal weights after home league games.

6.09 Director of Soccer Operations. The Director of Soccer Operations is a non-voting member of the Extended Board of Directors and will oversee the development and maintenance of the Club's website. He/she will also oversee the uploading of relevant information to the Club website and will be responsible for the design and maintenance of social media accounts of the Club. The Director will work closely with the President and D.O.C. to ensure the information released through the website and social media outlets is accurate. The Board of Directors may request to vote on website and social media content. The Director will be responsible, in close cooperation with the president and D.O.C., to develop newsletters and other forms of written communication to inform the Membership and broader public about the Club. Finally, the Director will assist the D.O.C. in disseminating information about practices, programs, and events to coaches and managers.

SECTION 7 - INDEMNIFICATION OF DIRECTORS

7.01 Indemnification of Directors. The Club will indemnify any director, or former director, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party because of being or having been a Director. The Director, or former Director, will not be indemnified if proven to be liable for negligence or misconduct in the performance of duty. Indemnification will not be deemed

exclusive of any other rights to which such director may be entitled under any By-Laws, agreements, vote of the Board of Directors, or by membership in the U.S. Club Soccer organization.

7.02 Officers and Directors Insurance. The Club will provide insurance for the members of the Extended Board of Directors, Coaches, and Team Managers of the Club. This coverage may be through purchased insurance or via U.S. Club Soccer.

SECTION 8 - JUDICIAL COMMITTEE

8.01 Judicial Committee.

8.01.01 The Board of Directors will establish and maintain a Judicial Committee consisting of at least three (3) members of the Extended Board of Directors; said committee members will be recommended and approved by majority vote of the Board of Directors. Each Judicial Committee member will serve a one-year term, which is renewable for another term.

8.01.02 The Judicial Committee will have original jurisdiction of charges submitted against Directors, Coaches, Team Managers, parents, spectators or players.

8.01.02.01 The Judicial Committee will conduct an investigation of all charges submitted to it and will have the power to require the appearance before it of the accused and the accuser.

8.01.02.02 The Judicial Committee will render a written decision on all charges submitted to it and will have the power to recommend proper actions regarding the accused.

8.01.03 The accused can appeal a decision of the Judicial Committee to the Board of Directors by submitting a notice of appeal within sixty (60) days of the Judicial Committee's decision. The decision of the Board is final except for additional processes available through the district and regional soccer organizations.

8.02 Charges Against a Member of the Judicial Committee: If the charges are submitted against an individual who is a member of the Judicial Committee, the President will appoint a special committee to act upon the charges.

SECTION 9 - OPERATING PROCEDURES

9.01 Operating Procedures. In addition to the operating procedures of the Board of Directors and the Club, the Club may from time to time develop and implement operating procedures for specific activities. The Club will develop procedures for (1) Team Managers, (2) Coaches, (3) Directors, and (4) Codes of Conduct for coaches, players, and parents (for details see Section 14.). The procedures will be developed pursuant to the Club By-Laws, FIFA, and the statement of player and team development philosophy developed under leadership of the D.O.C.

SECTION 10 - PLAYER AND TEAM DEVELOPMENT

10.01 Number of Teams. The Club will field the maximum number of teams by age group and as permitted by the leagues and state soccer associations.

10.02 Roster Size. The roster size for each age group will be determined by the D.O.C. in close cooperation with Club Coaches.

SECTION 11 - ASSIGNMENT OF PLAYERS TO TEAMS

11.01 Chronological Age. Without specific approval of the Board of Directors, no player can register on a team designated as older than the age group of the player. The Board of Directors may consider requests of players and parents/guardians of players to play on an older group team. The decision of the Board of Directors with respect to such request shall be made pursuant to general guidelines adopted by the Board of Directors and incorporated into the Operating Procedures of the Club. **The decision of the Board of Directors will be final.**

11.02 Team Assignment. The D.O.C. and age group coaches will conduct evaluations to select the players, place the players, and form Teams and Age Groups. Rostering younger players on older teams is at the discretion of the D.O.C. in conjunction with age group coaches. In areas of conflicting opinion the D.O.C. will determine the appropriate rostering.

In the tryout process players will be offered invitations to accept selection or placement on a particular team in a specific age group.

SECTION 12 - FEES AND FUND RAISING

12.01 Fees. The Board of Directors of the Club will set player fees and special fees. Player fees will be set each spring to be effective for the following fall season.

12.02 Fundraising. The Board of Directors may develop and implement, or approve, fundraising projects and related procedures for the benefit of an individual team or for the whole Club.

SECTION 13 - UNIFORMS

13.01 Establishing Standards For Team Uniforms. The Board of Directors will establish standard color and type of uniforms for teams fielded by the Club.

SECTION 14 - CODES OF CONDUCT

14.01 Codes of Conduct. The Board of Directors will develop Codes of Conduct for players, parents/guardians, and coaches.

14.02 Format of Codes. The Codes of Conduct will be in the form of a standardized written pledge signed by each player and parent-guardian, and a standardized pledge signed by each coach.