



HILLSBORO SOCCER CLUB BYLAWS

Adopted November 19, 2014

Part I – General

Bylaw 101. Name

Section 1. This organization shall be known as Hillsboro Soccer Club, hereinafter referred to as the Club. The Club will maintain status as a nonprofit corporation under the laws of the State of Oregon, and shall obtain and maintain tax-exempt status under the Internal Revenue Code of the United States.

Section 2. The Club shall engage in lawful activity, none of which is for profit, pursuant to Chapter 65 of the Oregon Revised Statutes and §501(c)(3) of the Internal Revenue Code.

Section 3. The Club serves the general area of Hillsboro OR, but membership is not limited to within those boundaries.

Bylaw 102. Purpose

To develop the whole player and build community through the beautiful game.

Bylaw 103. Memberships in Other Organizations

Section 1. The Club shall be a member of, and comply with the Bylaws and Policies of the applicable governing body. The Club shall also be an affiliate of United States Youth Soccer (USYS), and the United States Soccer Federation (USSF).

Section 2. The Club shall maintain its bylaws and policies in compliance with the bylaws and policies of OYSA, USYS, and the USSF. In the event of any conflict between the bylaws and policies of the Club and the bylaws and policies of the organizations of which it is a member, the provisions of the organizations of which the Club is a member shall take priority.

Bylaw 104. Authority

The governing authority of this Club shall be vested in an elected body known as the Board of Directors (Board), which shall manage all Club affairs.

Bylaw 105. Laws of the Game

FIFA Laws of the Game as modified for youth and small-sided games shall apply and be administered by the club and league rules.

Bylaw 106. Fiscal and Seasonal Soccer Year

Section 1. The Club's financial year shall be from November 1-October 31st.

Section 2. The seasonal soccer year shall extend from September 1st through August 31st of the following year.

Bylaw 107. Colors

The colors of the Club shall be subject to review when uniform contract is renewed.

Bylaw 108. Rules of Order

Section 1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall guide the Club in all cases to which they are applicable and in which they are consistent with the Bylaws and any special rules of order the Club may adopt.

Bylaw 109. Dissolution of Club

Section 1. Should the Club be dissolved, all monetary and physical assets remaining after payment of all debts shall be turned over to Hillsboro School District, or to another IRS tax-exempt charitable organization for programs promoting youth soccer in Hillsboro School District.

Section 2. Should the club merge with another, all assets shall be transferred to the surviving entity by the end of the fiscal year.

Part II – Membership

Bylaw 201. Equal Opportunity

The Club will not discriminate against any individual on the basis of race, color, religion, age, sex, sexual orientation, gender identity, gender expression, disability, or national origin.

Bylaw 202. Participation

Section 1. Participation is open to any youth soccer players ages 5-18, and to coaches, trainers, managers, administrators and volunteers who are not serving a suspension from participation by any organization of which it is a member, any of its member clubs, or by any amateur soccer organization in its territory.

Section 2. **Youth Participants** - Are registered players under the age of 19. They shall submit an application to the Registrar in the format prescribed by the Club. A fee established by, and payable to, the Club shall accompany all applications, with the exception of players on scholarships who must still submit an application. Acceptance by the Club shall constitute approval of the application provided space is available on a team for the player.

Section 3. **Adult Participants**- Are registered adults who are officers, directors, employees, coaches, trainers, managers, and other elected or appointed administrators who work on behalf of the Club. Acceptance of Adult Participants by the Club shall be subject to approval of the application and verification by the sanctioning organization that the person's risk status is "Approved". The Club may not accept an individual who is restricted or suspended from participation by any sports organization.

Section 4. Every player, coach, assistant coach, team manager, programs administrator, club officer, board member, club employee, and volunteer who acts as an official representative of the Club must be registered with the Club and the sanctioning organization and the appropriate fees paid.

Section 5. Both Youth Participants and Adult Participants shall be subject to the sanctioning organization's bylaws and policies as well as the Club's bylaws and policies.

Section 6. All Adult Participants must submit to annual background checks in accordance with the applicable the sanctioning organization's policies.

Bylaw 203. Membership

The members of the club are the persons who are permitted to vote in elections for club officers and other members of the Board of Directors.

Section 1. **Adult Members** - Are the registered Adult Participants of the Club.

Section 2. **Parent Members** - Are the parents or legal guardians of the Youth Participants.

Section 3. **Voting by Members** - At the Annual General Membership Meeting and any Special General Membership Meetings, all Adult Members and Parent Members in good standing shall be eligible to vote on matters that are brought before the meeting, subject to the following limitations:

- A. The President shall chair the meeting and may not vote on any issue before the meeting other than election of officers and directors.
- B. Parent Members are limited to not more than 2 voting persons per family.
- C. Each voting person is limited to one vote; regardless of the number of offices that person may hold.

Part III – Organization and Board

Bylaw 301. Board of Directors

Section 1. The Board of Directors (Board) shall be the representative governing authority of the Club. The Board will conduct the business of the Club and shall be composed of the elected officers, and other elected directors. The number of directors may be modified from time to time, but the number shall never be fewer than 7.

Section 2. The Board shall be comprised of the officers specified in Bylaw 302 and three directors at large. All elected officers and elected directors are eligible to vote on any matter before the Board. Elected officers may not be paid staff members of the club.

Section 3. A quorum for conducting business at any Board meeting shall consist of 60 % of the voting members of the Board, but in no case shall a quorum be fewer than 3 board members. The affirmative vote of a majority of all eligible voting members of the Board shall be required to adopt or amend Club policies.

Section 4. Appointed coordinators and other *ex officio* members of the Board may attend meetings, participate in discussions, and provide advice to the Board but shall not have voting privileges at Board meetings.

Section 5. Directors of the corporation shall not receive compensation for their Board services but may be reimbursed for the actual out of pocket expenses they incur related to Board service.

Bylaw 302. Club Officers and Duties

Section 1. Officers

The club shall have the following elected officers:

- A. President
- B. Vice-president
- C. Secretary
- D. Treasurer
- E. At Large Position 1
- F. At Large Position 2
- G. At Large Position 3

Section 1. **President**

The President shall supervise all activities of the Club and Board. The President shall be the presiding Officer at all Club meetings. The President shall appoint committees as needed or when charged to do so by a majority of the elected officers and shall be an *ex officio* member of all committees. The President shall be the official representative of the Club in all interactions with the public, except when another person has been given that authority by the President with the approval of the Board.

Section 2. **Vice President**

The Vice President shall assume the duties of the President in the President's absence and otherwise assist the President as required. The VP shall serve as Club Parliamentarian and be a voting member of the Board. The VP shall act as the Risk Management Coordinator for the Club.

Section 3. **Secretary**

The Secretary shall keep and publish an accurate record of all meetings, maintain the files of the Club and be responsible for the preparation of the annual report, and be a voting member of the Board.

Section 4. **Treasurer**

The Treasurer shall be in charge of the financial affairs and activities of the Club, shall keep an accurate, informative, timely and verifiable record of all moneys received and disbursed by the Club, all assets owned or controlled by the Club and all debts owed by the Club. The Treasurer shall maintain checking account(s) with signature authority vested in no fewer than three (3) Club officers with dual signatures required for any expenditure in excess of \$400. The Treasurer shall disburse funds for authorized purposes in accordance with authorized procedures, prepare and submit annual financial information to the general membership at the AGM, and shall provide financial statements acceptable to the board at each regular meeting of the Board or as otherwise directed. The Treasurer shall prepare, or cause to be prepared, all documents required to allow the Club to maintain its tax exempt status under the Internal Revenue Code and the laws of the State of Oregon.

Bylaw 303. Executive Committee

(Not in use.)

Bylaw 304. *Ex-officio* Members of the Board

Section 1. Director of Coaches

The Board may appoint a Director of Coaches (DOC) to manage the Club's coaches. If appointed, the DOC shall attend regular meetings of the Board and shall advise the Board on all issues relating to player and coach development. The DOC shall not be a voting member of the Board. The DOC shall be responsible for establishing a program of player and coach development and will be responsible for the following functions:

- A. Develop and carry out a Coach Development Program including scheduling and/or providing coaching clinics, conducting meetings for the coaches, setting policy and providing training related to acceptable behavior and other activities as appropriate to facilitate the training of the coaches and the players.
- B. Communicate to coaches information on programs, Club policies and general information relating to Club activities and team organization.
- C. Coordinate the recruitment and selection of coaches, subject to approval by the Board.
- D. Coordinate with the Registrar the assignment of coaches to teams.
- E. Report to the Board on all matters relating to coaching.

Bylaw 305. Appointed Coordinators

Section 1. The Board may appoint coordinators to manage the programs that the Club provides. Appointed Coordinators shall serve for the seasonal year in which they are appointed, unless another term is set by the Board upon appointment. Appointed coordinators

serve at the pleasure of the Board and may be removed by a majority vote of the Board at any Board meeting. Appointed Coordinators shall attend regular Board meetings, shall advise the Board on all matters pertaining to the programs under their jurisdiction, and may participate in Board discussions. Appointed Coordinators shall not, however, be entitled to vote on issues before the Board and shall not be considered in determining whether a quorum is present for conducting business at a Board meeting.

The Board is authorized (but not required) to appoint coordinators to manage the programs described in the policies of the club.

Bylaw 306. Election of Officers and Directors.

Section 1. All members of the Board shall be elected at the AGM.

Section 2. The term of office shall be two years, beginning immediately after the AGM has been adjourned.

- A. The President, Secretary, At Large Position #1, At Large Position #2 shall be elected in even numbered years.
- B. The Vice-President, Treasurer and At Large Position #3 shall be elected in odd numbered years.

Section 3. No person may serve more than 4 consecutive terms in a single office.

Section 4. A majority of the votes cast in a specific contest shall be required to elect a person to the Board.

- A. If there are more than 2 candidates for a seat on the Board and no candidate receives a majority of the votes cast, the candidate with the fewest votes shall be eliminated and another round of ballots shall be cast.
- B. Voting shall continue until a candidate receives a majority of the votes cast

Bylaw 307. Removal of Officers or Directors

Section 1. A Board member may be suspended or removed from office for failure to meet responsibilities or for otherwise acting in a manner detrimental to the interests of the Club.

- A. Appointed Coordinators may be removed from office by a majority vote of the eligible voting members of the Board at any Board meeting.
- B. Ex officio members of the Board may be removed from office by a majority vote of the eligible voting members of the Board at any Board meeting unless the terms of an applicable employment agreement provides for a different method of terminating the employment relationship.

Elected members of the Board may only be removed from office under this section following a disciplinary hearing held in accordance with the procedures of the applicable sanctioning organization's procedural manual and Section 2 of this Bylaw 307.

Section 2. If the Board receives a complaint regarding the conduct of an elected Officer or other Board member or otherwise becomes aware of allegations of misconduct regarding a Board member,

- A. The President or Vice President shall appoint an impartial committee of fact-finders to review allegations within 15 days. The committee shall conduct a hearing in accordance with the procedures outlined in the applicable sanctioning organization's procedural manual.
- B. The committee will present a report on the findings of the hearing to the Board within 30 days following appointment.
- C. If the committee's report recommends removal from office, the Board shall vote whether to call a special membership meeting to consider removal of the elected director.
- D. If the Board votes to call for a special meeting of the members, the Board shall set the time and place for the meeting and shall direct the Secretary to send notice of the meeting to all eligible members of the club.
 - a. The notice shall be sent at least 7 days prior to the date of the scheduled meeting.
 - b. The notice shall state the date, time, and place of the meeting and shall also state that the purpose of the meeting is to consider the removal of the named officer or director from the Board.
- E. The vote of a majority of the eligible voting members present at the special membership meeting shall be sufficient to remove a person from office.

Section 3. If an elected office is made vacant by the removal of a person from the Board in accordance with either Section 1 or Section 2, above, the vacant office shall be filled as described in Bylaw 308.

Section 4. Any Board member who is barred from participation in the sanctioning organization or its member clubs as a result of a risk management decision of the sanctioning organization's Risk Management Coordinator shall not participate in any activity on the Board during the period of ineligibility. If the banned individual does not resign, the Board shall either remove the non-elected Board member or shall call for a special meeting of the members to remove the person from office in accordance with Section 2 E and F, above.

Bylaw 308. Filling Vacant Offices

Section 1. If a Board position becomes vacant more than 60 days prior to the next scheduled election for that position, the Board shall by majority vote appoint someone to fill that position until the next Annual General Membership Meeting held as provided in Bylaw 402.

Section 2. When a Board position has become vacant between scheduled elections for that position, the members at the next Annual General Meeting after the vacancy occurs shall elect a person to the position to serve until the next election scheduled for that position in accordance with Bylaw 306, Section 2.

Bylaw 309. Committees

Section 1. The Board may create committees for the purposes established by the Board. The duration of such *ad hoc* committees shall be established by the Board. The Board may adopt policies that specify details of committee formation, staffing, and reporting to the Board.

Section 2. The President shall be an *ex-officio* member of all committees established by the Board, although the Board may appoint another person to chair the committee.

Part IV – Meetings

Bylaw 401. Board of Directors Meetings

Section 1. Regular Board Meetings shall be held monthly at the time and place designated by the Board. The Board shall publicize to all club members the time and location of regular Board meetings.

Section 2. Special Board Meetings shall be held at a time and place specified by the President, or by a majority vote of the Board. Special meetings may be called upon 2 days notice to board members.

Section 3. The President shall set the order of business for all Board Meetings.

Section 4. A quorum for the board meeting shall be 60 % of the voting members of the board.

Section 5. Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a unanimous consent in writing, setting forth the action to be taken or so taken, is signed by all of the Directors.

Bylaw 402. General Membership Meeting

Section 1. The Annual General Membership Meeting (AGM) shall normally be held during the month of November. At this meeting election of officers will occur. Voting shall be by the eligible voters as specified in Bylaw 203, Section 3.

Section 2. Special Membership Meetings may be scheduled or called by a majority vote of the Board.

Section 3. The Board must provide not less than 7 days notice to eligible voting members prior to any membership meeting.

Section 4. The Board shall set the order of business for General Membership Meetings. Bylaw revisions shall be submitted to the eligible voting members as provided in Bylaw 801, Section 2.

Section 5. A quorum for action at a membership meeting shall consist of the eligible voting members present at the meeting. A majority vote of those eligible members present at any

membership meeting shall be required for approval of any issue brought to a vote at such meeting

Part V - Administration

Bylaw 501. Policies

Section 1. The Board may adopt policies to govern the operations of the Club. A majority of vote of those Board members present at any Board meeting at which there is a quorum is sufficient to adopt, repeal, or amend a policy.

Section 2. Once adopted, a policy will govern the operations of the Club until amended or repealed.

Section 3. The Board shall make appropriate provisions to inform its members of Club policies.

Bylaw 502. Financial Policies

Section 1. The Board shall adopt financial control policies that provide details for the handling of the club's financial affairs. Such policies shall be reviewed annually and modified as required by the club's auditors.

Section 2. The Board shall establish a budget for each year prior to the beginning of the new fiscal year.

Section 3. The Board shall cause an annual review of financial statements by an independent source.

Section 4. The Board shall cause tax reports to be prepared and submitted to the IRS in accordance with IRS rules for non-profit and tax exempt organizations.

Section 5. The Treasurer shall provide financial statements acceptable to the board at each regular meeting of the Board or as otherwise directed.

Bylaw 503. Referees

Section 1. Referees selected by the Club shall serve as independent contractors.

Section 2. Any individual referee receiving more than \$600 in a calendar year shall be issued a 1099 tax form which shall be filed with the IRS.

Section 3. All referees shall be USSF certified.

Part VI – Grievance, Protest, and Appeals

Bylaw 601. Complaints

Section 1. The Club and its Board of Directors shall follow procedures for handling complaints in accordance with the principles of due process.

Section 2. Submission of a complaint shall be in writing and shall indicate the specific charges or alleged violation, and resolution desired.

Section 3. All club procedures shall comply with Oregon Youth Soccer policies and procedural manuals.

Section 4. The Board shall adopt policies that specify any additional procedures not provided in applicable OYSA manuals, including any fees that will apply to initiating claims with the Club.

Bylaw 602. Hearing Procedures

Section 1. Hearings will be conducted in accordance with the rules of the applicable sanctioning organization's procedural manual.

Section 2. The Board will adopt policies as needed to supplement applicable sanctioning organization's manuals.

Section 3. Grievances will be heard by the Board as scheduled by the VP. Procedures for conducting the hearing will be set by the Board based upon the nature of the issues presented in the Grievance.

Bylaw 603. Hearing Procedures - Sponsored Competition

Section 1. The Board shall approve Rules of Competition for any tournaments or leagues sponsored by the Club.

Section 2. Copies of the Rules will be distributed to participating teams when they register for the event.

Section 3. Any protests or complaints arising from the sponsored event will be heard by the event director (or designee) in accordance with the Rules. The Rules will provide for a final decision on any complaint or protest before the next scheduled match of the affected parties.

Section 4. The decision of the event director shall be final and shall be verified in writing and retained in the club records.

Section 5. Complaints of referee abuse or assault will be promptly forwarded to the sanctioning organization.

Section 6. The event director shall submit a complaint to the Club regarding the conduct of any Club member participating in the event if the event director believes that the conduct that is the basis of the complaint merits disciplinary action greater than a ban from participation in

the current event session. Referrals from the event director will be handled as a misconduct complaint in the manner specified in the applicable the sanctioning organization's manual.

Bylaw 604. Appeals Process

Section 1. Appeals of the results from any hearing conducted by the Club must be submitted to the sanctioning organization as required by the applicable procedural manual. There shall be no appeals of Club hearing decisions heard by the Club.

Section 2. The decisions or sanctions imposed shall remain in effect until the time limit of the sanction has expired, or the decision is overturned by an appeal.

Part VII - Risk Management

Bylaw 701. Risk Management Policy

Section 1. The Club will comply with the provisions of the sanctioning organization's Risk Management Policy and the corresponding Risk Management Manual.

Section 2. The Vice-President shall be the Club's Risk Management Coordinator.

Section 3. The VP shall have authority to enter into a Conditional Approval Agreement with the the sanctioning organization's Risk Management Coordinator only upon approval of the Board.

Section 4. The VP will consult with the sanctioning organization Risk Management Coordinator regarding any concerns about the criminal history of any person who is, or has applied to become, a registered Adult Participant in the Club.

Section 5. The VP shall promptly notify the sanctioning organization's Risk Management Coordinator upon learning that any Adult Participant in the club has been formally charged with, or has been convicted of, a crime.

Section 6. The Board may adopt a risk management policy that provides guidance to the club regarding the suitability of accepting a person to be a club Administrator. Any such policy shall not allow acceptance of a person who is disqualified by the sanctioning organization, but it may provide for the disqualification of a person who has been Approved by the sanctioning organization .

Part VIII – Amendments

Bylaw 801. Bylaw Changes and Amendments

Section 1. Changes or amendments to these bylaws may be adopted at any General Membership Meeting upon two-thirds (2/3) majority vote of the accredited voting members

present. Each eligible person may only cast one vote, regardless of the number of offices held.

Section 2. A proposed change or amendment must be submitted in writing to the President or Secretary of the Club not later than thirty (30) days before the General Membership Meeting. Such changes shall be transmitted to Board Members and eligible voting members of the Club not later than fifteen (15) days prior to said meeting.

Bylaw 802. Provisional Bylaw Changes

Section 1. The Board, by a two-thirds (2/3) majority vote, may create temporary bylaw changes for governing specific cases or occasions not provided for in the Bylaws, but which may be necessary for the Club to meet required objectives. Provisional changes so adopted will be submitted to the membership in accordance with Bylaw 801 as a proposed Bylaw amendment at the next General Membership Meeting.

Bylaw 803. Severability and Precedence

Section 1. Any section of these bylaws considered to be in violation of applicable laws shall not affect the remaining sections that are in compliance with those laws.

Section 2. The bylaws and policies of the organizations of which the Club is a member shall take precedence over these bylaws. The Board shall submit an amendment to these Club bylaws at the Club's next General Membership Meeting to eliminate the cause of any conflict.

Bylaw 804. Indemnification

Section 1. Directors and Officers

Pursuant to ORS 65.387 to 65.414, the Corporation shall indemnify, to the fullest extent provided in the Act, any Director or Officer who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation) or by reason of or arising from the fact that such person is or was a Director or Officer of the Corporation. The determination and authorization of indemnification shall be made as provided in the Act.