

## **CONSTITUTION OF THE COLUMBUS SOCCER CLUB**

### **I. NAME**

This Club shall be known as the Columbus Soccer Club.

### **II. PURPOSE**

The purpose of this Association is to educate players, coaches and referees in the rules and skills of soccer, to develop qualities of leadership, self-discipline and sportsmanship in youth and adults, to develop physical fitness through competently planned and conducted clinics and competition, and to resolve questions and controversies not resolved at and under the Laws of the Game of soccer established by the Federation Internationale De Football Association, rules of the United States Soccer Federation (USSF), United States Youth Soccer (USYS), and the Nebraska State Soccer Association (NSSA).

### **III. AFFILIATION**

The Columbus Soccer Club (CSC) shall be an affiliate of and comply with the authority of the United States Soccer Federation (USSF), United States Youth Soccer (USYS) and the Nebraska State Soccer Association (NSSA).

1. The United States Soccer Federation (USSF) articles of incorporation, bylaws, policies and requirements take precedence over and supersede the governing documents and decisions of the CSC and its members to the extent applicable under Nebraska law, and the CSC and its members will abide by those articles, bylaws, policies and requirements.
2. The CSC will not join any organization that has requirements that conflict with the USSF's articles, bylaws, policies and requirements.
3. The CSC will allow the NSSA to review the documents and procedures of the CSC, on the request of the NSSA to determine compliance with the USSF bylaws.
4. The CSC shall adopt policies prohibiting sexual and physical abuse that meet the minimum criteria established by the USSF.
5. The CSC shall register all of its players and coaches with the NSSA at least once each year and timely pay all dues and fees of the NSSA.
6. The CSC shall maintain its tax-exempt status under the Internal Revenue Code.

### **IV. POWERS.**

The Association shall exercise, through its governing bodies, all powers as may be necessary or requisite to fulfill its stated purposes, consistent with the Constitution, Bylaws, Rules and Regulations of the Association and laws of the State of Nebraska

and the United States of America. These powers include, but are not limited to, procedures for the discipline and/or sanction of member teams, officials and players, supervision over scheduling and conduct of appropriate USYS play within Nebraska, supervision of fields of play for CSC games or events, appeals of members grievances, registration of players with NSSA, administration of tournaments and supervision of all forms of CSC sponsored special teams or clinics within Columbus, Nebraska.

## **V. COLORS**

The representative colors of the Association shall be Carolina Blue, Black, and White.

## **VI. MEMBERSHIP**

1. This association is organized on a membership basis and the qualifications, voting rights, preferences, or limitations, classes of membership, and any other rights or privileges of members are set forth in this Constitution. Each member of any class of members shall have equal rights with all members of that class.
2. **Classes of Membership.** There shall be two classes of members of this Association. The first class of members shall be voting members and the second class of members shall be non-voting members.
  - a. **Voting members.** All players, or parents of players under the age of 19, who are properly registered with a team of the Columbus Soccer Club are considered to be voting members. Each player (or player's parents) will have one (1) vote.
  - b. **Non-voting members.** Non-voting members shall be established by the Board of Directors (i.e. honorary members).
3. **Removal of Members.** The Board of Directors, at any regular meeting, may terminate the membership of any voting or non-voting member upon majority vote of the total votes eligible to be cast provided written notice is given to all members of the Board thirty (30) days in advance of the meeting.
4. **Membership dues.** Membership dues shall be as determined by the Board of Directors, at any regular meeting, upon majority vote of the total votes eligible to be cast, provided written notice is given to all members of the Board thirty (30) days in advance of the meeting..
5. **Definitions of Membership.**
  - a. **Club Team** - A selected group of properly registered players, representing an organization and wearing its chosen colors throughout a season.

- b. **Club** - A youth or amateur organization that has at least one (1) team with a maximum of eighteen (18) properly registered players and a minimum of seven (7) properly registered players.
6. **Books and Financial Records.**
  - a. Teams shall maintain correct and complete books and records of account and shall keep minutes of all meetings. All team funds will be deposited in a team checking account. One of the parties authorized to conduct business related to the team checking account will be the Head Coach of the team.
  - b. The Club shall maintain correct and complete books and records of account and shall keep minutes of all meetings.
  - c. All Club books and records of account shall be open to the reasonable inspection of its members at any regularly scheduled board meeting.
  - d. Book and records of account shall be made available to any Officer of the Board of Directors within forty-eight (48) hours of request to review same..
7. **Inactive status.** Any Club Team not registering the minimum number of players required by the NSSA to establish a team during a seasonal year shall become inactive and members of that team will relinquish their voting privileges until they become active. A majority vote of the Board of Directors shall be required to re-active an inactive Club Team.
8. **Eligibility.** The membership of the CSC and the members of the CSC shall be open to any soccer players, coaches, managers, administrators, officials, and parents not subject to suspension under Section 4 of USSF Bylaw 24.
9. **Prohibition on Discrimination.** The CSC will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

## VII. ANNUAL MEETING

- a. There shall be an Annual Meeting of this Association held on the date and at a place designated by the Board of Directors, during the month of June or July.
- b. **Notice.** Notice of the of the Annual Meeting, or of any special meeting shall be provided to each voting member not later than thirty (30) days prior to the date of holding the meeting; provided that the necessity for such notice may be waived by a waiver signed by all of the voting members. The use of one or any combination of the following will meet the notification requirement: e-mail, newspaper notice, web-site notice, or USPS.

- c. **Quorum.** For the purposes of conducting the annual meeting, a quorum will be defined as a majority of the board members present at the meeting in addition to any club members not on the board who are eligible to vote and who are present at the meeting. In the absence of any club members not on the Board of Directors at the annual meeting, the presence of a majority of the board members will satisfy the requirements for establishing a quorum. If a quorum is not present, the Board of Directors may adjourn the meeting from time to time without notice other than an announcement at a meeting until such time as a quorum is present. When a quorum is present, any business may be transacted which might have been transacted at the original meeting. If a quorum is present, the affirmative vote of the majority of the votes represented at the meeting and entitled to vote on the subject matter shall be the act of voting members unless the vote of a greater number is required by law, Constitution, Bylaws or Rules of the Association.
- d. **Voting Rights.** Voting rights at the Annual Meeting shall be as follows:
  - (1) Each member of the Board of Directors shall have one vote.
  - (2) Each household of a currently registered player/players will be entitled to a single vote. This vote must be cast by a person 19 years of age or older, and that person must cast his/her vote in-person at the Annual Meeting.

## VIII. SPECIAL MEETINGS

Special meetings of voting members may be called at any time by the President or by a majority of the members of the Board of Directors or by the holders of twenty-five (25) percent of the votes of the voting members, and shall be held at such place in Columbus, Nebraska as shall be stated in the notice. Notice shall follow the same rules as required for an annual meeting as shown in Article IX.

## IX. REGULAR MEETINGS

- a. The day-to-day business of this Association shall be conducted by the Board of Directors at regular meetings.
- b. **Meetings.** Board meetings may be called at any time by the President or by three members of the Board. A majority of the Board shall constitute a quorum. Board members shall be notified of each meeting at least seven (7) days prior to such meeting. At least four (6) regular meetings shall be held in a calendar year.

- c. **Voting.** Only members of the Board shall be permitted to vote at Board meetings. Each member of the Board shall be entitled to vote at each meeting. Voting by proxy shall not be permitted.
- d. **Quorum.** Should a quorum not be declared at any regular meeting, the meeting may be held and then the minutes submitted at the next regular meeting at which a quorum is present. The minutes of the meeting may then be approved or disapproved by the quorum at the next regular meeting.

## X. BOARD OF DIRECTORS

- a. **Membership.** The day-to-day business of this Association shall be conducted by the Board of Directors. The Board of Directors shall consist of:
  - b. The following officers elected at the Annual Meeting:
    - 1. President
    - 2. Vice-President
    - 3. Secretary
    - 4. Treasurer
    - 5. Registrar
    - 6. Head Coach
    - 7. Head Referee
    - 8. Member-At-Large
    - 9. The Past President
- c. **Terms.**
  - (1) The President, Secretary, Head Coach, and Member-At-Large, are elected for terms of 2 years at the annual meeting, held in even-numbered years. The Vice-President, Registrar, Treasurer, Head Referee are elected for terms of 2 years at the annual meeting held in odd-numbered years.
  - (2) The Past president shall serve a 2-year term on the board of Directors on the expiration of the individual's term as president. An individual removed as president or Past president under subparagraph 3 is not a member of the board of Directors, and the position of Immediate past president remains vacant on the board.
  - (3) An officer's term of office commences after the adjournment of the meeting at which the officer was elected or appointed, or if filling a vacancy before the expiration of a term of office, immediately after elected to fill the vacancy. All Directors shall serve this Association until their successors are elected and qualify, unless their service is

sooner terminated because of death, resignation, removal or otherwise.

- d. **Removal.** The voting members, at any special meeting of the full membership, which is called in accordance with Article X below, may declare the term of office of any elected Director or Directors at an end and elect new Director(s) who shall immediately, upon their election and qualification, assume their duties as described in Article I of the By-laws. A special meeting to consider the removal of an elected Director or Directors may only be called after the person or persons seeking the removal have filed a grievance with the Board of Directors and otherwise followed the procedures set forth in Article XI of the Rules and Regulations of this Association.
- e. **Absences.** Any member of the Board of Directors who accumulates three (3) consecutive, or five (5) non-consecutive unauthorized absences from the Board of Directors meetings in a calendar year may have his/her office declared vacant by a majority vote of the Board of Directors.
- f. **Vacancies.** If the office of President becomes vacant for any reason, the Vice- President shall become the president of for the balance of the term. Vacancies may be filled by the President at any meeting of the Board of Directors.
- g. **Miscellaneous:** Board members may not serve simultaneously on the Columbus Soccer Club (CSC) Board of Directors and the Columbus Region American Youth Soccer Association (AYSO) Board of Directors.

## **XI. FINANCIAL ACCOUNTING**

### **a. Bank Accounts.**

- (1) A checking account shall be opened in the name of CSC. Funds deposited in it may be withdrawn only in checks signed in accordance with the Association's Financial Control System.
- (2) All checks that are greater than \$500 will require two signatures, which can be the Treasurer, Secretary, or another member of the Board of Directors so authorized in the minutes of any meeting of the Board of Directors
- (3) The Board of Directors may authorize the purchase of saving certificates or other interest bearing instruments to maximize the return on CSC funds.

- b. **Outside Audit.** Voting members may petition for an outside audit of the CSC financial records by submitting a request signed by sufficient

members of the electorate to total 20 percent of the available votes. The request for audit can specify the names (up to 5) of members of CSC who will perform the audit. The Treasurer must provide all the financial records within one (1) week following the first Board of Directors meeting after the request was received. The Audit Committee must present the results of their audit at the next general or annual meeting. All financial records must be returned within one week after the completion of the audit.

## **XII. RULES OF ORDER**

All meetings shall be conducted according to Robert's Rules of Order, current revision.

## **XIII. BYLAWS**

Bylaws will be hereinafter adopted. The Bylaws can be amended or repealed in whole or in part, in the manner provided therein. Amendments are binding on all members, including those who may have voted against them.

## **XIV. AMENDMENTS**

1. Amendments to the Constitution shall be made at the Annual Meeting or a special meeting by a vote of at least two-thirds (2/3) of all votes cast. Any proposed amendments or changes must be submitted to the Secretary of this Association prior to such meeting to meet member notification requirements.
2. Notice. The Secretary of this Association shall mail such proposed amendments or changes not less than thirty (30) days prior to the meeting to all voting members.

## **XV. DISTRIBUTION OF PROPERTY UPON DISSOLUTION**

Upon the dissolution of this Association, the Board of Directors shall, after making provision for all liabilities, dispose of all assets exclusively for the purposes of the Association in such manner, or to such organization(s) organized or conducted exclusively for charitable, educational or scientific purposes as shall at the time qualify as exempt under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any United States Internal Revenue law then in effect), as the Board of Directors shall determine, while adhering to USSF Rule 204g.

## **XVI. NON-DERIVATIVE ACTION.**

The association shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (other than an action by or in the right of the Association), by reason of the fact that the person is or

was a director, officer, or non-director volunteer of the Association or, while serving as a director, officer, or non-director volunteer of the Association, is or was serving at the request of the Association as a director, officer, non-director volunteer, or agent against expenses (including actual and reasonable attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed in or not opposed to the best interests of the Association, or its members, and with respect to any criminal proceeding or action, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, or settlement, conviction, or plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Association or its members, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

#### **XVII. NO PRIVATE INURMENT.**

No part of the net income or net assets of the Association shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons. However, the Association is authorized to pay reasonable compensation for services actually rendered and make payments and distributions in furtherance of its tax-exempt purposes.

#### **XVIII. NON-PROFIT STATUS.**

This Association is organized as an amateur youth soccer club exclusively for charitable and educational purposes and to foster amateur athletic competition within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986 (as amended), including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under such 501(c)(3).

#### **XIX. LOBBYING AND POLITICAL CAMPAIGNING.**

No substantial portion of the activities of the Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Association shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

#### **XX. DISSOLUTION.**

Upon the dissolution or winding up of the Association, or in the event it shall cease to engage in carrying out the purposes set forth in this Constitution, all of the business, properties assets, and income of the Association remaining after payment, or provision for payment, of all debts and liabilities of this Association, shall be distributed to a non-profit fund, foundation, association, or corporation which is organized and operated

exclusively for tax-exempt purposes which are reasonably related to the purposes of this Association, as may be determined by the Board of Directors of this Association in its sole discretion, and which has established its tax-exempt status under § 501(c)(3) of the Internal Revenue Code of 1986 (as amended). In no event shall any of the business, properties, assets, or income of this Association, in the event of dissolution thereof, be distributed to its directors, officers, or members, either for the reimbursement of any sums subscribed, donated, or contributed by the same, or for any other purpose.

In witness whereof the members of the Columbus Soccer Club, an Unincorporated Association, hereby establishes this Constitution this \_\_\_\_\_ day of \_\_\_\_\_, 2008.

\_\_\_\_\_  
President

\_\_\_\_\_  
Date

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date