

Kenai Peninsula Soccer Club, Inc. Bylaws

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*Adopted 12/09/2002

**Retyped with new formatting and grammatical corrections 01/21/2015. No alterations of substance, policy, or procedure were made.

***Revised by KPSC Board in July 2015

**** Approved by KPSC Board Vote 07/27/2015

ARTICLE I: NAME OF CORPORATION.

The name of this corporation is KENAI PENINSULA SOCCER CLUB, INC. (KPSC, INC.). Its registered address shall be PO Box 393, Kenai, AK 99611.

ARTICLE II: PURPOSE.

Section 1.

To promote the sport of soccer on the Kenai Peninsula by all legal and necessary means.

Section 2. Non-Profit Association.

This corporation is not organized nor shall it be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or purposes, and no part of the profits or net income of the corporation shall ever inure to the benefit of any entity or individual. On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a non-profit corporation to be designated by the Board of Directors whose purposes are the same as or similar to the exempt status under Section 501(c)(3) of the Internal Revenue Code. If no such corporation exists at the time, then such assets shall be transferred to any non-profit corporation designated by the Board of Directors which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III: MEMBERSHIP.**Section 1. Members.**

Members of the Corporation shall consist of: (i) those individuals who are current youth players in the Corporation, which describes players at the Under-19 level or below, (ii) the parents or legal guardians of current youth players, and (iii) current members of the Board of Directors. The Board of Directors shall from time to time review and establish rules for membership.

Section 2. Membership Fee.

The Board of Directors shall from time to time review and establish membership fees for all of the members.

Section 3. Delinquency and Good Standing.

Annual memberships shall be considered delinquent if not paid by June 1, and members must pay all outstanding fees and dues to be considered as members in good standing.

Section 4. Transfer of Membership.

Membership of a member in the Corporation shall not be transferable.

Section 5. Termination of Membership.

Any member desiring to terminate membership in the Corporation may do so by written notice of his intent to terminate to the Board of Directors. Failure to annually renew a membership shall constitute an automatic termination of membership.

ARTICLE IV: VOTING OF MEMBERS.**Section 1. Nomination and Election of Directors.**

The members of the Corporation shall elect individuals to serve on the Board of Directors, the governing body of the Corporation.

Section 2. Procedure for the Nominations and Election of Directors.*(A.) Nominating Process.*

Members of the Corporation shall receive an email requesting nominees for all upcoming elections. This email shall designate the time frame for the nominating process, to be determined by the Board of Directors. Nominees must present to the President an autobiographical note consisting of no more than 125 words within the required time frame to be considered as a candidate.

(B.) Voting Conditions.

Once nominees have been presented to the membership, the Board of Directors shall establish an electronic voting system by which members may cast their vote. Voting instructions and submitted autobiographical notes shall be delivered in writing to all voting members of the Corporation. A member of the Executive Board shall act as Voting Commissioner, and shall ensure that the proper procedure for nominations and elections is followed. No member of the Board of Directors shall have access to ballots in any election in which he or she is seeking re-election.

(C.) *Election by Balloting.*

Each family including at least one current member of the Corporation shall receive one vote per youth player in that family, provided all members within that family are members in good standing. No member will be allowed to vote if his or her family includes any delinquent members. KPSC families shall be notified in writing of the details of the election process. Current members of the Board of Directors who do not have a youth player in their families shall also receive one vote per Director.

(D.) *Votes to Elect.*

A majority of votes cast shall elect with respect to each designated and contested directorship. The candidate receiving the greatest number of votes shall be elected to each specific designated directorship being vacant. The Voting Commissioner will choose one member of the Board of Directors to review the election results in order to confirm the outcome of the election.

(E.) *Run-Off Election.*

If the Voting Commissioner certifies that is a tie, then this Corporation shall promptly email the members a ballot containing the names of the two nominees who are tied, and the members will be allowed a maximum of ten days to cast a second vote.

(F.) *Election and Installation.*

All duly elected members of the Board of Directors shall be deemed elected upon conclusion of the counting of the ballots, but shall be installed and take office at the next regular meeting of the Board of Directors.

Section 3. Proxies.

The corporation does not recognize proxies for the purpose of voting.

ARTICLE V: GOVERNING BODY.

Section 1. Board of Directors

The governing body of the Corporation shall be a Board of Directors which shall have and exercise all the power and authority granted by law to this corporation. The Board of Directors shall be composed of eleven (11) members.

Section 2. Term of Office.

Each Director shall be elected to serve a term of three (3) years. At the expiration of the initial term of office of each respective Director, his successor shall be elected to serve a term of three (3) years. The Directors shall hold office until their successors have been elected and have held their first meeting.

Section 3. Vacancies.

Vacancies on the Board of Directors resulting from death, resignation, inability or failure to serve, or removal from office as a Director, shall be filled and approved by the Board of Directors, but nothing herein contained shall be construed as requiring the Directors to fill any such vacancy until it sees fit to do so, and during the continuance of any vacancy or vacancies, the remaining Directors shall possess and exercise all the powers and authority vested by the

Articles of Incorporation and by these bylaws. The person elected to fill such vacancy shall hold office as Director for the remainder of the unexpired term of his or her predecessor.

Section 4. Removal for Cause.

To the extent permitted under applicable law, the Board of Directors at any duly constituted meeting shall have the right to remove any Director if such Director shall have failed to fulfill his/her obligations to the Corporation, or for good and sufficient cause; provided, however, that such Director shall be entitled to at least fifteen (15) days prior written notice of the meeting at which his/her disqualification is to be voted upon (which notification shall state such fact) and shall be entitled to attend such meeting and speak on his/her behalf. Any Director who accrues three or more absences within a calendar year that have not been excused by the President of the Corporation may be removed at the disgression of the Board of Directors.

Section 5. Compensation.

No compensation shall be paid to the Directors for their services as Directors with the exception of all reasonable expenses relating to travel for the meetings of the Board which must be approved annually by a majority vote of the Board of Directors. No remuneration shall be paid to a Director for services performed by him for the Corporation in any other capacity, or for expenses incurred by him on behalf of the Corporation, unless a resolution authorizing such remuneration shall have been adopted by the Board of Directors before such services are undertaken or such obligation has been undertaken or such obligation has incurred. This requirement for prior approval may be waived by a two-thirds vote of the Board.

Section 6. Corporational Meeting.

During each operational year, the newly elected Board of Directors shall hold its corporational meeting within ten (10) days of the election at such place as shall be fixed by the Directors at the membership meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order to legally constitute such a meeting, provided a majority of the whole Board shall be present.

Section 7. Regular Meetings.

Regular meetings of the Board of Directors shall be held at such time and place as shall be determined from time to time by a majority of the Directors, but at least three (3) such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director personally or in writing at least thirty (30) days prior to the day named for such a meeting. Time, date and place of regular meetings and Board meetings shall be available to the general public prior to the meetings.

Section 8. Waiver of Notice.

Before or at any meeting of the Board of Directors, any Director may in writing waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice.

Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 9. Quorum.

At all meetings of the Board of Directors, seven members of the Board of the Directors shall constitute a quorum for the transaction of business, and acts of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may meet subsequent to adjournment, but they may not transact business. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice once a quorum has been attained.

Section 10. Acting Without Assembling.

Any action that may be taken at a meeting of the Board of Directors or of a committee thereof may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Directors or all of the members of the committee, as the case may be. Without assembling its members, the Board of Directors or any committee thereof may conducted a meeting by communicating simultaneously with each other by telephone, computer, or other electronic means.

Section 11. Conduct of Business.

All business transacted at meetings of the Board of Directors shall be conducted in accordance with the most recent official version of Roberts Rules of Order.

ARTICLE VI: OFFICERS.**Section 1. Officers.**

The executive officers of the Corporation shall be a President, one or more Vice Presidents, a Treasurer, and a Secretary, all of whom shall be elected by the Board of Directors from their membership. All executive officers, excepting the Secretary, must have served one year on the Board of Directors prior to election as an officer.

Section 2. Election of Officers.

The officers of the Corporation shall be elected annually by the Board of Directors, and shall hold office at the pleasure of the Board. Said election shall take place at the organizational meeting of each newly elected Board of Directors.

Section 3. President.

The President shall be the chief executive officer of the Corporation. He shall preside at all meetings of the members and of the Board of Directors. He shall have all the general powers and duties which are usually vested in the office of President or chairman of a corporation, including, but not limited to, the power to appoint committees from among the membership from time to time as he may in his discretion decide is appropriate to assist in the conduct of the affairs of the Corporation.

Section 4. Vice President.

The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President or Vice President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim

basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

Section 5. Treasurer.

The Treasurer shall be accountable for the funds, financial records and books of account of the corporation. The Treasurer shall cause the monies of the corporation to be deposited in its name and shall be responsible for the submission of financial statements to the Board of Directors and Executive Committee. The Board of Directors and/or Executive Committee by resolution may authorize any one or more functions of the Treasurer to be delegated, in which case the Treasurer shall be absolved of the responsibility of the performance thereof. The Treasurer shall submit to the Board of Directors and the Executive Committee a statement reflecting the financial condition existing at the close of the preceding month with the exception of the year end financial report which is to be presented at the regular Directors' meeting, and shall perform such other duties as are incidental to the office. The Treasurer must be bonded in an amount as determined by the Board of Directors.

Section 6. Secretary.

The Board will elect a Secretary from their membership, who shall be responsible for the minutes of all meetings of the Board of Directors and the Executive Board and shall perform such other duties as are incidental to the office.

Section 7. Vacancy of Office.

In the event of a vacancy of any office, the vacated office will be filled by a majority vote of the Board of Directors present at the next regular meeting of the Board.

Section 8. Term of Office.

Officers shall serve for one year coincidental with their term as a member of the Board of Directors and until their successors are elected. Any or all officers of the corporation can be removed from their office by a majority vote at a duly called meeting of the Board of Directors.

Section 9. Written Ballots.

Election of officers in any contested election shall be by written ballot. In an uncontested election, the Board of Directors may elect to waive such a requirement.

ARTICLE VII: FISCAL POLICIES.

Section 1. Operating Year.

The operating year of the corporation shall end on the 30th of September every year except the first fiscal year of the corporation shall begin at the date of incorporation. The commencement date of the operating year herein established shall be subject to change by the Board of Directors should corporate practice subsequently dictate.

Section 2. Books and Accounts.

Books and accounts of the corporation shall be kept under the direction of the Treasurer and in accordance with standard practices of accounting.

Section 3. Depositories and Petty Cash.

The Board of Directors and/or Executive Board may create such depositories of the monies of the corporation as it deems necessary, and the Treasurer, the Secretary, and the President shall be signatories to these accounts. Funds delivered to the Treasurer as payments to the Corporation for club fees, dues, or for any other reason, must be deposited within ten business days from the time they are received. A petty cash fund may be established and administered by the Executive Board for the continuance of routine business.

Section 4. Withdrawals.

Monies on deposit to the credit of the corporation shall be withdrawn, unless otherwise specifically ordered by the Executive Committee, only by checks signed by the Treasurer or their designated representatives, as approved by the Board of Directors, and countersigned by the President or Secretary of the Corporation.

Section 5. Inspection of the Books.

Fiscal reports and the membership record of the corporation shall be available at the principle office of the corporation for inspection at reasonable times by any member or members.

Section 6. Audit.

At the close of business of each operating year, the books and records of the corporation may be subject to an audit, to be completed by the first day of December, by a certified public accountant or other persons acceptable to the Board whose report shall be prepared and certified accordingly. Based on such report, the corporation will make available to the members a statement of income and disbursements of the corporation for each fiscal year.

Section 7. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any such contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Such authorization will be in writing.

Section 8. Checks, Drafts, Etc.

All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or the Secretary of the Corporation.

Section 9. Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 10. Gifts.

The Board of Directors may accept on behalf of the Corporation a contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

Section 11. Taxes.

The Treasurer shall submit all tax forms, documentation, and payments as required by law.

ARTICLE VIII: INDEMNIFICATION

The Corporation shall indemnify any person made a party to any action, suit, or proceeding, whether civil or criminal, pursuant to its current insurance policy.

ARTICLE IX: EXECUTIVE BOARD**Section 1. Composition.**

There shall be an Executive Board of the Board of Directors, which shall be composed of all the officers of the Corporation except the Secretary and, at the election of the President, as many as three additional members who shall be appointed by the President from the Board of Directors. In appointing additional members, the President shall appoint a number which results in an uneven number of members of the Executive Board, in the aggregate, excluding the President.

Section 2. Powers.

The powers of the Executive Board shall be determined by the Board of Directors, except as may be limited by law, and subject to the Executive Board's obligation to report to the Board of Directors with respect to its activities. The Executive Board shall have all of the power of the Board of Directors and may act in the place and stead of the Board of Directors with respect to the transaction of any business of this corporation. The Executive Board shall not have the authority to alter decisions made by the Board of Directors.

Section 3. Meetings.

The Executive Board shall make its own rules as to times, places, and notices of meetings and its own rules of procedure. A majority of the Executive Board shall constitute a quorum for the doing of business.

ARTICLE X: STANDING COMMITTEES**Section 1. Establishment**

Standing Committees of the KPSC, Inc. are the (i) Coaching Committee, and (ii) Scholarship Committee.

Section 2. Meetings.

The meetings of such committee or subcommittee shall be held on the call or and at such times and such places as may be determined by the respective chairperson. The meetings shall be governed by the most recent official version of Roberts Rules of Order.

Section 3. Subcommittees.**(A) Subcommittees.**

Subcommittees may be appointed as may be deemed necessary by the chairperson of any standing committee

(B) *Duties.*

Duties of the subcommittees will be to assist the standing committee in any designated activity commensurate with the standing committee duties.

(C) *Membership.*

The membership and size of subcommittees shall be the prerogative of the Board of Directors.

(D) *Funding.*

Funding for all subcommittees is the responsibility of the corporation. Any special fund raising efforts on behalf of a committee must be approved by the Board of Directors.

Section 4. Special Committees.

In addition to Standing Committees, the Board shall have the right from time to time to appoint special committees for specific purposes. Such committees shall be appointed by the Board and serve at its pleasure. Such committees shall continue in existence until the purpose for which they had been formed has been met.

ARTICLE XI: AMENDMENTS.

Section 1. Procedure.

These bylaws may be altered or amended in whole or in part by a two-thirds (2/3) vote of the Board of Directors present at any meeting of the total Board duly called and held for such purpose. Amendments may be proposed by any member of the Board of Directors by petition and signed by at least ten percent (10%) of the members. A statement of any proposed amendment shall accompany the notice of any regular or special meeting at which such proposed amendment shall be voted upon. Amendments shall be effective upon approval unless otherwise stated.