



# **Warrington Soccer Club Constitution and By Laws January 31, 2022**

Revision January 19 , 2022

*This is a revision to Warrington Soccer Club's Constitution and By Laws that was voted on and passed at the 2022 Annual General Meeting.*

# Constitution

## 1. Article 1: Identification

### 1.1. Name of Organization

1.1.1. The name of the organization shall be the Warrington Soccer Club, Inc. The acronym for the organization shall be WSC.

### 1.2. Boundaries

1.2.1. The territory served by this organization shall be the Commonwealth of Pennsylvania.

### 1.3. Headquarters

1.3.1. The headquarters of this organization shall be within the boundaries as defined in item 1.2.1 above. Location of such headquarters shall be determined from time to time by the voting members of this organization (as defined in 3.2.1) or by such person or persons in whom the voting members may vest such authority.

### 1.4. Colors

1.4.1. The official representative colors of this organization shall be royal blue, white and red.

## 2. Article 2: Purpose and Objectives

### 2.1. Purpose

2.1.1. To foster a passion for and knowledge of the game of soccer in a way that develops the skills, teamwork and sportsmanship of our players that results in a positive impact on our community.

### 2.2. Objectives

2.2.1. Each member has fun.

2.2.2. The young men and women who have played in our programs leave as better individuals.

2.2.3. Everyone understands and embodies the meaning of sportsmanship in a positive way.

2.2.4. The players, parents, and spectators know the spirit and meaning of the laws of the game.

2.2.5. Our players gain the tools to achieve their personal soccer goals.

2.2.6. The community at large is aware of our successes.

2.2.7. Develop a sense of pride in Warrington Soccer Club.

### 3. Article 3: Membership

3.1. Affiliations – WSC is an affiliate of, and will comply with the authority of the following organizations:

3.1.1. Eastern Pennsylvania Youth Soccer Association (EPYSA)

3.1.2. United States Youth Soccer Association (USYSA)

3.1.3. United States Soccer Federation (USSF)

3.2. Membership and Voting Rights

3.2.1. Members are defined as follows:

3.2.1.1. Family or guardian of player(s) currently registered in the club (Type 1)

3.2.1.2. Volunteer Coach (Type 2)

3.2.1.2.1. A Volunteer Coach is someone who has been approved to coach by the board, provided the club with their background check clearance information, is not compensated by a team for his coaching activities, and who does not otherwise qualify to vote.

3.2.1.3. Any individual who has held a position on the Board of Directors within the past 2 years (Type 3)

3.2.1.4. Honorary Members (Type 4)

3.2.1.4.1. An Honorary member is anyone who has been nominated by the Executive Board and voted to this status by 75% of the board of directors. The term of this status is 2 years from the date of the confirming vote by the board.

3.2.1.5. Associate Members are registered players. Associate members aged 18 years and older will have the right to vote. (Type 5)

3.3. Voting Rights

3.3.1. Each member of WSC shall have only one vote, regardless of the number of qualifying definitions in Section 3.2.1 of this article. In no case shall more than 2 people vote on the basis of being parents or legal guardians of a single player. In no case shall a member have more than 1 vote on any issue on the basis of plurality of interest; e.g. a parent - coach may not vote as a parent and again as a coach and the parent of more than 1 player may not vote more than once. In no case shall any vote of the General Membership, Board of Directors or Executive Committee be made by proxy.

## 4. Article 4: Government

### 4.1. Government

- 4.1.1. WSC shall be governed by its Constitution and By Laws as presently constituted or as these may from time to time be amended and or altered, and by such rules and regulations which may be promulgated by the Board of Directors, except when these conflict with or are supplemented by the constitution, by laws, rules and regulations of EPYSA to which WSC shall be subordinate and with which shall be affiliated.

### 4.2. Right to Vote

- 4.2.1. In all matters formally presented at the Annual General Meeting of the Warrington Soccer Club, each member shall be entitled to one vote. No other individual ever has the right to cast a vote.
- 4.2.2. The Board of Directors shall have the right to cast a vote with the exception of the President who shall have no vote except in the case of a deadlock when the President, or in his absence the Vice President, has the privilege of casting the deciding vote. In the absence of both the President and the Vice President, the Treasurer and Secretary, in that order, ascend to the chair. In either case, the voting limitations applicable to the Office of President shall apply.

### 4.3. Majority Vote

- 4.3.1. The majority for the voting power present shall be necessary to decide affirmatively any issue which is presented to the membership, except in the case of amendment to the constitution or by laws as hereinafter provided.

### 4.4. Board of Directors

- 4.4.1. The legislative and judicial powers of WSC unless specifically designated otherwise herein, are vested in a group of Board Members duly elected by the members in good standing of WSC at their annual general meeting and shall serve until their successors shall be elected. No less than seven (7) and no more than fifteen (15) directors shall constitute the Board of Directors. Directors shall be members of WSC. The term of office shall be 2 years. One half of the directors will be elected in even years and half in odd years.

### 4.5. Vacancies in the Board of Directors

- 4.5.1. Vacancies in the Board of Directors shall be filled by a majority vote of the remaining members of the Board and each person so elected shall be a director until his successor is

elected by the members at the next annual meeting of the members. In the event that a standing Board Member is unable or unwilling to fulfill the remainder of his or her term, the President may appoint a good standing member to said position via a majority vote of the Board of the Directors.

#### 4.6. Executive Officers

4.6.1. The Executive Officers of the club shall be the President, Vice President, Treasurer and Secretary.

4.6.2. In order to be nominated to serve as an Executive Officer, the candidate must be a currently serving member of the Board of Directors. Nominations must be made and published to the General Membership 30 days prior to the AGM. Nominations may be made by any member in good standing and must be accepted by the candidate prior to being put on the ballot.

4.6.3. Terms of office for Executive Officer are 2 years with President and Secretary being elected in even years and the Treasurer and Vice President in odd years.

4.6.4. President has the ability to appoint a current member of the Board of Directors to fill a vacant Executive Board position for the remainder of the existing term via a majority vote by the Board of Directors.

## 5. Article 5: Fiscal Policies

### 5.1. Fiscal Year

5.1.1. The fiscal year of WSC shall be from March 1 to February 28 (29) of the subsequent calendar year.

### 5.2. Structure

5.2.1. The WSC shall operate as a 501 (c) (3) nonprofit organization as defined by the IRS code.

### 5.3. Budget

5.3.1. The Treasurer of the club shall present to the Board of Directors and the General Membership for their approval a proposed annual budget for the upcoming fiscal year. The budget for the upcoming fiscal year must be approved by the membership prior to the end of the current fiscal year or at the Annual General Meeting.

### 5.4. Fiscal Controls

5.4.1. The Treasurer will open and maintain all accounts in reputable financial institutions approved by the Board of Directors or the Financial Committee.

5.4.2. All payments and withdrawals from any account will require 2 signatures. Approved signatures for all accounts shall be the 4 currently serving Executive Officers as elected by the membership.

5.4.3. Electronic Transfers- All electronic transfers must be approved by at least two Executive Board members. These transactions must be highlighted at the Monthly Board Meeting.

#### 5.5. Audit

5.5.1. A year-end financial review and any and all supporting records and documents shall be presented to an independent auditor for annual accounting review. The report and completed review will be presented to the Board of Directors by December 1st of each year. In addition, results of the review will be presented to the General Membership at the Annual General Meeting and copies of the report will be made available to the general membership upon request.

## 6. Article 6: Officers

### 6.1. President

6.1.1. The President shall manage and supervise the affairs of WSC in accordance with the needs and desires of the membership; preside at all meetings; enforce the constitution and bylaws and such rules and regulations which may be enacted by the Board of Directors; appoint all committees with the approval of the Board; be an ex officio member of all Board committees; call such meetings as herein provided to be called; cast a deciding vote on issues at any meeting of the board; together with any other Executive Officer sign all contracts and official documents; appoint auditors of financial records for report at each AGM; administer the discretionary fund as approved by the Voting Membership at the AGM; pursue growth and development of the club; and perform other such duties as the Board of Directors may from time to time direct.

### 6.2. Vice President

6.2.1. The Vice President shall assist the President in the performance of his/her duties; exercise all of the powers of the President during his/her absence or incapacity and have the right to vote; has authority sign checks and official documents on behalf of the club; and shall perform other duties as the Board may from time to time direct.

### 6.3. Treasurer

- 6.3.1. The treasurer shall oversee the financial concerns of WSC; keep records of all financial transactions; make all required financial reports to local, state and federal authorities; prepare and maintain an appropriate budget; has the authority to sign checks and official documents on behalf of the club.

### 6.4. Secretary

- 6.4.1. The Secretary shall keep a record of all Board of Director related meetings; receive and produce any correspondence; keep attendance record of each meeting; prepare a yearly calendar to ensure timeliness of business; provide Board of Directors with copy of attendance and meeting minutes for each WSC meeting; give the required notice of all meetings to the members and of the Board of Directors; authorized to sign checks and official documents on behalf of the club; and perform other duties as the Board may from time to time direct.

### 6.5. Directors

- 6.5.1. The members of the Board serving as Directors shall serve in an at large capacity performing any number of activities to assist the club with achieving its purpose and objectives. All Directors are responsible for adding value to the club and contributing to the ethical success of the organization. Directors must promise to promote the values of Warrington Soccer Club and to act as advocates for the club by engaging in activities that enhance its credibility and value.

### 6.6. Administration

#### 6.6.1. Travel

- 6.6.1.1. The coordinator of the Travel Program is responsible for managing the travel program at the appropriate age levels.

#### 6.6.2. Intramural Coordinator

- 6.6.2.1. The coordinator of the Intramural Program is responsible for managing all IM programs and also responsible for managing all age level coordinators.

#### 6.6.3. Fields

- 6.6.3.1. The director of Fields is responsible for the development and implementation of a plan to insure optimum playing conditions and field layout each season.

#### 6.6.4. Public Relations / Marketing / Communications

- 6.6.4.1. The director of Public Relations is responsible for the newsletter, website, sponsorships and other programs that promote the clubs' activities and programs.

#### 6.6.5. Referees

- 6.6.5.1. The director of Referees is responsible for development of referee resources for the IM program and scheduling of referee resources for the IM program

#### 6.6.6. Registrar

- 6.6.6.1. The Registrar is responsible to maintain the database of club members, including ensuring the integrity and security of the data.

#### 6.7. Immediate Past President

- 6.7.1. The Immediate Past President shall retain a voting seat on the Board of Directors for a period of 2 years.

#### 6.8. Directors shall be elected to the Board of Directors by a majority vote of the Voting Members at the AGM or appointed by the President per Section 4.6.4.

#### 6.9. No director other than the executive officers shall have the authority to conduct business in the name of WSC.

#### 6.10. No director shall have the authority to commit WSC to an expenditure unless said amount has been published in a budget at the AGM and approved by the Voting Members.

#### 6.11. No standing Board of Directors will encumber future Board of Directors with long term debt to exceed beyond four years.

#### 6.12. Absences

- 6.12.1. Any director who is absent without excusable cause from three (3) consecutive board meetings, or for any reason, total of five (5) meetings of the Board of Directors shall there by forfeit, without additional formality, his/her right to hold his/her respective office for the unexpired term.

#### 6.13. Compensation

- 6.13.1. All directors of WSC shall serve without salaries.

#### 6.14. Removal from Office

- 6.14.1. A director of WSC shall be removed from office, whenever in the Board's judgment it is in the best interests of WSC, by a 3/4 vote of the entire voting power of the Board of Directors.



## 7. Article 7: Meetings

### 7.1. Annual General Meeting

- 7.1.1. The annual general meeting (AGM) of the membership will be held in the month of January. The date, time and place of such meeting shall be published to the voting members at least thirty (30) days in advance.
- 7.1.2. Parliamentary authority to be used at all WSC meeting's is Robert's Rules of Order
- 7.1.3. The agenda shall be printed and shall include:
  - Roll Call
  - Credential Report Minutes & Acceptance
  - Board and Committee Reports
  - Old Business New Business
  - New FY Budget Approval
  - By Laws and Constitution Changes & proposals
  - Elections
  - Good & Welfare
- 7.1.4. Special General Meetings can be called at any time by the President or upon written demand of thirty (30) members or three (3) Board members. In such cases the President, shall call the meeting within ten (10) days of such demand. Special General Meetings require the Secretary to provide a minimum of two (2) days written notice to all members prior to the meeting.

### 7.2. Board Meetings

- 7.2.1. The Board of Directors shall meet at least once each month at a time and place to be determined by the President. Such meetings may be attended by any of the Voting Members.
- 7.2.2. In the event a club decision needs to be addressed between monthly Board of Director meetings, voting may be done via electronic email where majority vote is required.

## 8. Article 8: Quorum

- 8.1. The majority (half plus one) of the voting power of the Board of Directors present at all meetings shall constitute a quorum.

## 9. Article 9: Amendments

### 9.1. Amendments to the Constitution

- 9.1.1. All voting members shall be given thirty (30) days' notice of proposed amendments.
- 9.1.2. Passage of a Constitutional amendment shall require an affirmative vote of (75%) of the Voting Members present at the AGM or at a Special General meeting of the General Membership (as noted in 7.1.4).
- 9.1.3. Such Amendments shall take effect immediately at the conclusion of the meeting at which the amendments were approved.
- 9.1.4. Constitutional Amendments shall only be made by the Voting Members at the AGM or Special General meeting.

### 9.2. Who can make amendments

- 9.2.1. Any proposal or motion to amend the constitution of WSC may be made in writing to the Secretary forty-five (45) days in advance of the AGM and these proposals or motions shall be made available to each member thirty (30) days in advance of the Annual General Meeting.

## 10. Article 10: Dissolution

- 10.1. In the event the organization becomes defunct or is dissolved, the last remaining director shall turn over all assets to EPYSA.

This document formally replaces all prior documents and revisions to the constitution and bylaws of the Warrington Soccer club.

In witness, we subscribe our names this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

Signatures:

# Bylaws

## 1. Communications

- 1.1. All official communications to the Club shall be by mail or via e-mail to the official addresses as listed on the club web site.
- 1.2. For the purposes of the Constitution and By Laws, e-mail may be considered an acceptable form of official written notification.

## 2. Management

- 2.1. The club may from time to time employ an Executive Director to manage the daily affairs of the club. The responsibilities of the Executive Director include providing a day-to-day interface with the members, suppliers and other constituents for information related to the operation of the club and its programs. The executive director can enter into agreements for the purchase of goods or services for the club based on an approved budget. The Executive Director will review and approve any bills and present to the treasurer for payment and hold such payments for second signatures by another authorized Board member. At no time is the Executive Director authorized to sign a check on behalf of the club. The Executive Director has no voting power in the AGM or Board meetings unless he I she has earned that privilege on the basis of his membership standing in the club as defined by the constitution.

## 3. Meetings

- 3.1. Meetings of the board will be held at a time and place to be determined by the president. When deemed necessary to conduct important business of an urgent nature the President may call special meetings to be held via teleconference or email majority vote on club matters.

## 4. Fiscal Controls

- 4.1. No funds, greater than \$500.00, shall be expended in the absence of an approved budget or upon Board approval.
- 4.2. Special or non-budgeted items must be approved by a 3/4 affirmative vote of the Board of Directors.

## 5. Discipline of a Member and Protest of an Action

- 5.1. Complaint Against a Member. Any member may file a written complaint against another member with the appropriate Coordinator or Program Director for routing to the president requesting an investigation, review and/or disciplinary action or other action for any violation

of WSC constitution, bylaws, or rules of play. The WSC President may refer the matter to a Discipline and Protest Committee or the WSC Board for review and action.

- 5.1.1. Complaint Procedures. A complaint shall be in writing and provided to the WSC President within 28 days of the incident giving rise to the complaint. The complaint shall contain a statement of the facts, the complainant's position and the action requested of the WSC Board. Other statements supporting the complainant's position may be provided with the complaint. If there is a complaint, the WSC president shall provide a synopsis of the complaint with notice of the hearing to the person(s) complained of, hereinafter referred to as the respondent. The President shall call a special meeting, if necessary, or allow the complaint to be heard at a regular meeting; however the complainant(s) and Respondent are to be provided 5 days written notice of any hearing by the WSC President. In the notice of hearing the president shall designate a reasonable time period for presentation by the complainant, respondent and their respective witnesses. The notice provided for herein may be waived by the respondent in writing. During the complaint hearing, no one may serve on the committee if he or she could have any interest in the outcome of the protest.
- 5.1.2. Discipline of a Member. The Board of Directors by affirmative vote of  $\frac{3}{4}$  of the board members in attendance at any duly constituted hearing, may censure, place on probation, suspend, expel or provide any appropriate punishment to a member for violation of the WSC, EPYSA or USYSA Constitution, Bylaws or Rules and/or Regulations. The decision of the Board shall be communicated in writing within 7 days of the hearing to the complainant.
- 5.1.3. Appeal Hearing Procedures. The rights of any member disciplined or of any complainant to appeal any disciplinary action by a member shall be appealed to the Board of Directors. An appeal shall be in writing and provided to the President. The appeal shall contain a statement of facts, their position and the action requested of the WSC Board of Directors. Other statements supporting their position may be provided with their appeal. If there is an appeal, the WSC President shall provide a synopsis of the appeal with the notice of the hearing to the person(s) making the appeal. The President shall call a special meeting if necessary, or allow the appeal to heard at a regular meeting of the Board of Directors; however individuals involved in the appeal are to be provided 5 days written notice of any hearing by the WSC President. In the

notice of hearing the president shall designate a reasonable time period for presentation by the complainant, respondent and their respective witnesses. The notice provided for herein may be waived by the person making the appeal in writing. During the appeal hearing, no one may vote on the outcome of the appeal if he or she could have any interest in the outcome of the appeal.

## 5.2. Protest of Action

5.2.1. **Discipline and Protest Committee.** A Discipline and Protest (D & P) Committee shall be appointed by the WSC President upon receipt of a protest. The chairperson of the committee may be the Referees administrator or an individual designated by the president. The remainder of the committee shall be composed of 4 other individuals from the General Membership. No one may serve on the committee if he or she could have any interest in the outcome of the protest.

### 5.2.2. What Can Be Protested

5.2.2.1. The judgment of a referee cannot be protested and shall be considered final; however, misinterpretation or misapplication of the rules of play may be protested when properly noted with the official and opposing coach on the field immediately after the game.

5.2.2.2. A protest based on the alleged ineligibility of a player

### 5.2.3. Procedures for Filing a Protest

5.2.3.1. No protests will be allowed unless they are made known to the referee and the opposing coach immediately after the game.

5.2.3.2. The referee and opposing coach must be advised at this time of the alleged basis for the protest.

5.2.3.3. Protests must be noted on the referee's game report and a referee's report containing a complete description of the situation protested shall be submitted to the Discipline and Protest Committee through the Director of Referees.

5.2.3.4. Protests shall be in writing submitted to the WSC Executive Director for routing to the President and contain the following information:

5.2.3.4.1. The date of occurrence protested

5.2.3.4.2. A list of parties involved, their addresses and phone numbers

5.2.3.4.3. A short plain statement of the matter protested. Setting forth the rule which is alleged to have been violated

- 5.2.3.4.4. A list of names, addresses and phone numbers of witnesses to the incident forming the basis of the protest
- 5.2.3.4.5. What action the protesting party requests of the Discipline and protest Committee
- 5.2.3.4.6. The protest shall be signed by the party preparing the protest, his 1 her address and telephone number
- 5.2.4. Procedures for Handling a Protest. The D&P Committee shall meet as soon as possible after the protest is filed but in each event no later than 10 days after the protest is filed. The Chairperson shall call a special meeting or meet by telephone; however the complainant and respondent are to be provided 5 days written notice of any hearing by the Chairperson of the D& P Committee. In the notice of any hearing the Chairperson shall designate a reasonable time period for presentation and may request appearances by the protesting party, witnesses or the person(s) against whom the complaint is lodged. The notice provided for herein may be waived by the respondent in writing. The decision of the D&P Committee shall be communicated in writing within 7 days after the meeting to the protesting party and to the person(s) against whom the protest is lodged.
- 5.3. Appeal Hearing Procedures. All decisions of the D&P Committee may be appealed to the Board of Directors.
  - 5.3.1. A simple majority vote of the members in attendance at any meeting in which an appeal is heard shall be required to uphold or deny the appeal. The decision of the Board of Directors is final.
- 5.4. Physical Contact or Abuse
  - 5.4.1. Nothing in these By Laws, the WSC Constitution, or Rules of Play shall be construed to restrict or prohibit the WSC Board of Directors right, upon written request of any member, utilizing the hearing procedures listed in these By Laws to investigate, hold a hearing for disciplinary action, any situation which involves violent physical contact between players, coaches, referees, and/or spectators or any abuse or threatened abuse of a players, coach, referee, or spectator.

This document formally replaces all prior documents and revisions to the constitution and bylaws of the Warrington Soccer club.

In witness, we subscribe our names this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

Signatures: