

**WORLD CUP SOCCER CLUB
OF GREATER NASHUA, INC.
CONSTITUTION AND BY-LAWS**

ARTICLE I – NAME

SECTION 1. The name of this organization shall be World Cup Soccer Club of Greater Nashua, Inc.

SECTION 2. For the purpose of brevity, the following words shall have this meaning throughout this document:

- a. “club” shall mean World Cup Soccer Club of Greater Nashua, Inc.
- b. “board” or “Board” shall mean the Executive Board.
- c. “member” or “member in good standing” shall mean a member current in his financial obligations.

ARTICLE II – PURPOSE

SECTION 1. The purpose of this club is to:

- a. provide the opportunity for soccer players to play competitive and developmental soccer;
- b. maximize the development of the players in skills and team play;
- c. teach players the fundamentals of sportsmanship, commitment and team loyalty;
- d. ensure quality coaching of our players; and
- e. acquire the physical equipment and real property necessary to carry out said purposes.

SECTION 2. The club shall be operated exclusively for the purpose indicated in Section 1 of this Article. In furtherance of such purpose, the club shall recognize athletic achievement and sponsor quality development (educational) programs, provided that no such activity may be undertaken which is not charitable or educational within the meaning of Section 501C(3) of the Internal Revenue Code, as amended.

ARTICLE III - MEMBERSHIP

SECTION 1. Membership in this club shall be of two classes: Executive Board Membership and Regular Membership.

SECTION 2. Executive Board Membership

- a. Board Membership is conferred by vote of the full members in good standing, as described in Article III, Section 3c, at elections held during the Annual Meeting as described in Article VI, Section 1, except for Executive Board members Boys Director and Girls Director. The Boys Director and Girls Director positions are appointed by the duly elected Executive Board.
- b. Eligibility for Executive Board membership requires Regular Membership status in good standing.

SECTION 3. Regular Membership

- a. Eligibility for Regular membership shall be limited to one parent or guardian of each active player or a player 16 years or older if designated by their parent. Such designation shall be in writing addressed to the Treasurer.

- b. Regular membership in good standing shall be determined by the Treasurer at the beginning of the Fall season for players in the Under 14 and under age groups (term of 8/1 of current year to 3/31 of the following year) and at the beginning of the Spring season for Under 14 age groups (term of 4/1 of current year to 7/31) of the same year, and the Under 15 and older players in the spring (term of 4/1 of current year to 3/31 of the following year). The Treasurer, whose decision shall be final, shall provide certification to the Board.
- c. A parent or guardian with two or more active players in good standing shall have full membership for each such player.

SECTION 4. Expulsion From The Club

- a. Except as modified below, any member may be expelled by a vote of three-fourths (3/4) of the Board, upon due notice, for conduct inconsistent with the purpose of the club as set forth in Article II, but only after an opportunity for presentation of a defense has been given. In the interim, the Executive Board may suspend the charged member and reassign their duties as necessary.
- b. Should expulsion proceedings be brought against a Board member, the Board shall reassign the Board member’s duties as necessary. The Board member charged shall not participate in any club matters until such time as a finding has been made after a hearing.
- c. Expulsion proceedings shall be open to Board members only. These proceedings should be held as expeditiously as possible. Such proceedings shall be conducted only at a duly noticed special meeting called by the President or two other Board members.
- d. Only Board members or others present at the invitation of the Board shall be present before, during or after such proceedings. Only Board members shall have access to any documents generated at, by or for the proceedings.
- e. Voting in all such proceedings shall be conducted by secret ballot with such vote count being validated by the President and the Vice President of Business Operations before being destroyed. If either of these Board members is a charged party, an alternate Board member shall be named for validation of ballots.
- f. The President, or other appointed Board member, shall convey in writing the determination of the Board to the charged member detailing the charge, findings and decision.

ARTICLE IV – EXECUTIVE BOARD OFFICERS

SECTION 1. Complement

- a. The Executive Board officers of the club shall consist of: President, Vice President of Business Operations, Vice President of Soccer Operations, Secretary and Treasurer. Executive Board officers shall be elected by the members in good

standing. There shall also be a Boys Director and a Girls Director appointed annually by the elected Executive Board officers. Each of these Executive Board officers shall have one vote.

No member of the Executive Board may hold any club paid position. This also includes the paid coaching position.

The Executive Board may not have more than 2 (two) elected members serving together with affiliations to the same team. Affiliations to the same team of more than 2 board members (elected or appointed) are allowed in the event that board members are appointed due to board vacancies. Appointed members will need to continue to step down at the next general election allowing other club members without the team affiliation restriction to be elected to office.

- b. The Executive Board shall have broad authority to administer club operations and set all policies and procedures. The focus of the Executive Board authority extends to all matters and includes the authority to collect funds, assess fees and expend such club funds as is necessary for the purposes set forth in Article II, Section 1.
- c. The club may, from time to time, hire a paid administrator to perform necessary duties as assigned by the President or Vice President.

SECTION 2. Nominations

- a. The administrator shall mail or email a notice to all members in good standing forty five (45) days prior to the annual general meeting to solicit the names of individuals interested in running for office. The notice shall list the offices up for election and their duties.
- b. Individuals interested in filling vacated Board positions should contact the administrator for a nomination form. The individual should then obtain the signatures of twenty-five (25) Full members. The nomination form once completed along with a brief resume and a statement as to their reasons for seeking office. (The resume and statement should not exceed one page) shall be delivered to the administrator no less than thirty (30) days prior to the annual general meeting.
- c. The administrator will mail or email all members in good standing at least fifteen (15) days prior to the annual general meeting a list of the positions being filled, the names of all individuals running for office and a copy of their resume/statement and an absentee ballot form.
- d. Vacated positions, for the purpose of Section 2 (b), is defined as any Executive Board position for which the prior two-year term has been completed, the incumbent officer cannot complete their elected term, for any reason, or at the option of the Executive Board if the member has missed three (3) consecutive meetings.

SECTION 3. Election

- a. Except as modified below, election of all officers shall be by voice, count or secret ballot as determined by the voting membership present at the annual general meeting or special general meeting. Included in the count will be all

absentee ballots received by the treasurer by the date indicated on such ballot.

- b. Each member in good standing shall be permitted one vote for each player registered with the club.
- c. In the event that there are no contested positions to be filled on the ballot and there are no amendments to the by-laws being proposed, a mailing or emailing of the ballot to all members will not be required.

SECTION 4. Term of Office

- a. All positions shall be elected on a staggered basis. The term for new Executive Board members shall begin either 30 days from the elections date or on 8/1 of that year, which ever comes first. The term of office for all elected Executive Board members shall be two (2) years. (If a Board member is elected out of the staggered rotation set forth below, the term may be only one year as to abide to "Article IV, section 4, article b & c – below).
- b. The following positions shall be elected in odd years: President, Vice President of Soccer Operations and Treasurer.
- c. The following positions shall be elected in even years: Vice President of Business Operations and Secretary.

SECTION 5. Vacancies

- a. Except as provided below, nothing in this section shall alter the provisions of Article III, Section 2.
- b. In the event that a Board position, other than that of President, is vacated prior to the completion of the elected term, the existing Board may appoint an individual to fill the vacated position until the next general meeting, at which time the election procedures contained in Article IV, Section 3 shall be followed.
- c. Should the President position become vacant, the Vice President of Business Operations shall automatically succeed to President and serve the remainder of the term or until the next general election, whichever occurs first.

ARTICLE V – DUTIES OF OFFICERS

SECTION 1. No officer shall hold two or more elected offices concurrently. However, an officer need not resign a current office before election to a new office.

SECTION 2. President

- a. It shall be the duty of the President to preside at the Annual, Regular, Special and Executive Board meetings; to appoint committees deemed necessary to exercise general supervision over the club; and to administer policies of the club as established by the Board or regular membership at an annual general meeting. The President shall be an ex-officio member to all committees.
- b. At the annual general meeting, the President shall present a written annual report reviewing the club activities during the prior fiscal year with recommendations for the coming fiscal year. This report shall be furnished to all Board members and to full members in good standing upon written request.

SECTION 3. Vice President of Business Operations

- a. The Vice President of Business Operations shall serve in the absence of the President and shall conduct the business of the club with equivalent authority and responsibility.
- b. The Vice President of Business Operations shall represent the needs and desires of the business division of the club. This individual shall administer the budget process, work closely with the Treasurer with regards to the financial status of the club, work with the Soccer Administrator on all correspondence, file all the necessary forms and reports to keep the club in good 501C(3) status, and work with committee heads to assure the forward progress of the business subdivisions of the club. The Vice President of Business Operations shall be an ex-officio member of all committees within the business division of the club.
- c. At the annual general meeting, the Vice President of Business Operations shall present a written annual report reviewing the business activities during the prior fiscal year with recommendations for the coming fiscal year. This report shall be furnished to all Board members and to full members in good standing upon written request.

SECTION 4. Vice President of Soccer Operations

- a. The Vice President of Soccer Operations shall represent the needs and desires of the boys and girls divisions of the club. This individual shall represent the interest of the club to any affiliated league and ensure that the changes and recommendations of these leagues are factored into club operations. The Vice President of Soccer Operations shall be an ex-officio member of all committees within the soccer division of the club.
- b. At the annual general meeting, the Vice President of Soccer Operations shall present a written annual report reviewing the soccer activities during the prior fiscal year with recommendations for the coming fiscal year. This report shall be furnished to all Board members and to full members in good standing upon written request.

SECTION 5. Secretary

- a. The Secretary shall keep all club records, except for financial records.
- b. The record shall keep an exact record of all proceedings of the Annual, Regular, Executive Board, and Special meetings of the club.
- c. At the Annual General Meeting, the Secretary shall present a report on all policies established or changed by the Executive Board or full membership during the prior fiscal year.

SECTION 6. Treasurer

- a. The Treasurer shall keep all club financial records past and present, including but not limited to tax returns, cancelled checks, bank statements and account books.
- b. The Treasurer shall collect all monies due to the club, deposit said monies in an Executive Board approved bank account, invest such monies as directed by the Executive Board, keep account of all monetary transactions of the club, and report receipts and payments at all meetings.

- c. The Treasurer shall file monthly financial statements with the President and Vice President of Business Operations.
- d. At the end of the fiscal year, the Treasurer shall forward a written report to the President and the Vice President of Business Operations. The President shall ensure copies are provided to each Board member and to full members in good standing upon written request.
- e. Upon vacating office, the Treasurer shall, after audit by the Vice President of Business Operations and/or an independent auditor, turn over to their successor in office all funds, books, accounts, and financial records maintained during the retiring Treasurer's tenure.
- f. All business account signature cards are to have two (2) signatures from the following Board members: President, Vice President of Business Operations, Vice President of Soccer Operations, Secretary, or Treasurer.

SECTION 7. President Pro Tempore

- a. In the absence of the President, the Vice President of Business Operations, the Vice President of Soccer Operations, and the Secretary, in that order, shall be the President Pro Tempore.

ARTICLE VI – MEETINGS

SECTION 1. Annual General Meeting

- a. Annual general meetings shall be held prior to
- b. April 15th of each calendar year for the purpose of reporting to the full membership as required by the various articles in this document and for the election of vacated Board positions.
- c. The date, time and place shall be determined at least fifteen (15) days in advance, by the Secretary, who shall notify the full membership of the meeting by mail or email, in the case that an election ballot is not required.
- d. A quorum necessary to conduct business shall be two-thirds (2/3) of the Executive Board.

SECTION 2. Executive Board Meeting

- a. The Executive Board shall meet, at least quarterly, at such time and place as the President shall designate.
- b. The President shall call a meeting of the Executive Board upon written request of at least three (3) Board members. The request shall state the purpose of the meeting.
- c. The President shall call an Executive Board meeting upon written request of any ten (10) full members in good standing, within fourteen (14) days of such request. The request shall state the purpose of the meeting.
- d. A quorum necessary to conduct business shall be fifty percent (50%) of the Executive Board.

SECTION 3. Regular Meeting

- a. The President will preside over all regular meetings. Items to be discussed and voted on at the meeting will be limited to those set forth on the agenda.

- b. Any party wishing to be placed on the agenda shall contact the President, Secretary, or Club Administrator with a written request, defining the topic to be discussed and the time requested.

SECTION 4. Special Meeting

- a. A special meeting may be called by the Club President at any time club business requiring such meeting to transact business.
- b. The President shall call a special meeting within 14 days of a written request signed by at least fifty (50) members in good standing.
- c. A quorum necessary to conduct business shall be two-thirds (2/3) of the Executive Board.

SECTION 5. Team Meetings

- a. The Soccer Administrator shall conduct meetings at least quarterly with the club's team managers to communicate Executive Board decisions to the members in good standing and to gather parental feedback from the managers.
- b. The date, time and place shall be determined by the Soccer Administrator and communicated to the team managers.

SECTION 6. Coaches Meetings

- a. The Vice President of Soccer Operations shall conduct meetings to be held at least quarterly with the coaches.
- b. The date, time and place shall be determined by the Vice President of Soccer Operations and communicated to the Coaches.

ARTICLE VII – CLUB FEES

SECTION 1. Club fees shall be paid prior to the beginning of the fall season for under fourteen age groups and prior to the spring season for all age groups.

SECTION 2. Club fees may be paid for the entire year for any two-season team.

SECTION 3. Hardship Cases

- a. Parents or guardians of players unable to pay all or a portion of the required club fees may request a waiver or partial waiver of payment through the coach or team manager. The coach or team manager must present the case to the Board, either in writing or in person, prior to the beginning of the season for which the waiver or partial waiver is being sought. If the case is presented in writing, the written request should be sent to the Treasurer.
- b. The Board shall vote on the waiver at the next scheduled meeting. Approvals are only valid for the specific season for which the waiver is sought.

ARTICLE VIII – PROCEDURE

SECTION 1. The club year, fiscal or otherwise, shall begin on August 1 and end on July 31 of the following year.

SECTION 2. The procedure of this club in all cases not specifically provided for in this document shall conform to the principles of Robert's Rules of Order.

ARTICLE IX – ASSETS

SECTION 1. Ownership

- a. No part of the net earnings of the club shall inure to the benefit of any member, officer or other individual.
- b. Nothing contained in this document shall be read as authorizing or permitting the club to operate other than exclusively for the charitable or educational purpose within the meaning of Section 501C (3) of the Internal Revenue Code and no amendment to this document shall authorize or permit the club to be organized or operated for other than the aforementioned purpose.

SECTION 2. In the case of dissolution of this club, the funds and assets of said club shall be transferred, as voted on by the Executive Board, to an organization meeting the definition of charitable or educational in Section 501C(3) of the Internal Revenue Code which provides soccer services to the youth of the Greater Nashua area.

SECTION 3. Any merger, acquisition or partnership agreements between this club and any other organization either existing or proposed, must be approved by ¾ (75%) of the full membership regardless of the number of full members attending a meeting proposing such a transition for the club

ARTICLE X - AMENDMENTS

SECTION 1. These by-laws may be amended or repealed by a two-thirds (2/3) vote of all members present and voting, including the Executive Board members at an Annual General meeting or Special meeting, so long as written or electronic notice, which defines what issues are to be voted on, is mailed or emailed no later than fifteen (15) days prior to the meeting,

SECTION 2. Copies of the proposed amendments, the proposing party, and whether the Board is recommending approval, shall be furnished by mail or email to the Board and Full membership at least fifteen (15) days prior to the meeting.

SECTION 3. Although these by-laws may be amended or repealed as herein set forth, these by-laws will remain in effect until an amendment is passed or an Article is repealed.

Presented to the full membership_____