

East Orange Soccer Club By-Laws



Approved August 2006

East Orange Soccer Club By-Laws

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A. Offices

1. *Registered Office and Registered Agent*

The location of the registered office and the name of the registered agent of the corporation in the state of its incorporation shall be such as shall be determined from time to time by the Board of Directors and on file in the appropriate office of the state of its incorporation pursuant to applicable provisions of law.

2. *Corporate Offices*

The corporation may have such corporate offices, anywhere within and without the state of its incorporation, as the Board of Directors may from time to time appoint, or the business of the corporation may require. The "principal place of business" or "principal business" or "executive" office or offices of the corporation may be fixed and so designated from time to time by the Board of Directors.

3. *Records*

The corporation shall keep complete and correct books and records of account for such fiscal or calendar year as the Board of Directors shall elect, and shall keep minutes of the proceedings of the Board of Directors and committees. The corporation shall keep at its registered office or principal place of business, the record of its Members, giving the names and addresses of all members. Any person who has been a Member of record of the corporation for at least six months may, upon written demand stating the purpose therefore, have the right to record of Members and make extracts there from. This right of inspection shall not extend to any person who has used or proposes to use the information obtained otherwise than to protect this interest as a Member of the corporation, or has within the two years preceding such demand, sold, offered to sell, or otherwise disclosed any list or information concerning the Members of the corporation, or has aided or abetted any person in procuring any list or information for any purpose.

4. *Name of Corporation*

The name of the Corporation shall henceforward be known as East Orange Soccer Club (EOSC). The original Articles of Incorporation were executed on January 20, 1993.

5. *EOSC Philosophy*

East Orange Soccer Club has been created to provide the opportunity for children of ages 4 – 18 to learn the principles, rules, tactics, fundamentals, and love of the game of soccer. EOSC has teams placed into four distinct categories – MODS (U5/6 – U11/12), recreational, competitive, and Premier (U10 – U19). In this light, each team should be treated as accorded by their respective category.

EOSC takes the stance that soccer belongs to the players. It provides many physical benefits and emotional satisfaction. It is always the contention that all EOSC teams and coaches will play by the rules presented to them and will place personal safety of all players and coaches above all else. It is also the contention of EOSC that all coaches, players, parents, and spectators follow the Code of Ethics developed by East Orange Soccer Club. It is the coach's responsibility to insure that the principles, integrity, and dignity of the sport not be compromised.

6. *Affiliations*

- a. The East Orange Soccer Club League teams shall be affiliated with GCFYSL (Greater Central Florida Youth Soccer League) as long as the League continues in operation or until East Orange Soccer Club is dissolved. East Orange Soccer Club will operate in accordance with the GCFYSL constitution, by-laws, rules, and regulations.
- b. The East Orange Soccer Club MODS program shall be run generally in accordance with FYSA (Florida Youth Soccer Association) guidelines and recommendations for small-sided soccer as decided by the BOD.

B. Corporate Seal

The corporate seal shall have inscribed thereon the name of the corporation and the words: "Corporate Seal", the state of incorporation and the year of incorporation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

C. Members

1. Membership

Membership in East Orange Soccer Club shall be open to any persons who are parents or legal guardians of children who are registered and actively participating in the soccer program and who desire to promote the goals of East Orange Soccer Club. Members shall be admitted to East Orange Soccer Club upon application to the Board of Directors. The Board of Directors shall vote on each application for membership and approval for membership shall be granted by a majority vote of the Board of Directors. Membership shall not be denied on the basis of race, color, creed, religious affiliation, nationality, or for any other reason declared unconstitutional.

2. Powers of the Members

The sole power of the members of the East Orange Soccer Club shall be to elect the Executive Officers of the Board of Directors.

3. Annual Meeting of Members

The first annual meeting of the Members of East Orange Soccer Club was held in June 1994. Future annual meetings of the Members shall be held within the first two weeks of June each year on a date chosen by the Board of Directors at any place or places within or without the State of Florida as the Board of Directors may by resolution designate. The first order of business at the Annual General Meeting shall be the election of the Executive Officers. The Board of Directors may present at each Annual General Meeting of the Members a full and clear statement of the business and condition of the corporation.

4. Registration Fees & Refunds

- a. The Executive Board shall annually set registration fees for membership in East Orange Soccer Club. A two-thirds vote by the Board of Directors will be required for any changes in fees.
- b. A full refund will be made if a player cannot be placed on a roster. Prior to the start of the season, a parent may request a refund in writing which will be made minus an administrative fee of \$30. No refunds will be made once the soccer season has commenced.
- c. No player will be allowed to "play down" in age without appropriate written medical documentation.
- d. The fee schedule for East Orange Soccer Club as of May 1, 2006 will be as follows:
MODS programs - \$80/season or \$135/year League programs - \$100/season or \$175/year Premier - +\$20

5. Removal of Members

The Executive Board shall have the right and authority to suspend, bar completely, or otherwise discipline any player, coach, team assistant, or club member. The Executive Board shall review at the beginning of each season the guidelines for disciplinary action. Falsification of records shall be grounds for permanent disbarment from future participation in club or league activities.

6. Playing Season

The playing season for East Orange Soccer Club shall be September 1st through August 31st with insurance coverage during that time period for all players in accordance with our local and state affiliations.

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7. Member Registration Requests

All coach, field, and teammate requests will be written on the registration form. Persons registering players will stress that these requests will be honored if possible but cannot be regarded as promises or otherwise binding in any way. Team assignment priorities will be as follows: 1) age of player; 2) sibling requests – same team, same practice field, closest practice fields together; 3) coach requests; 4) geographical requests; 5) teammate requests.

D. Henderson Scholarships

1. Number of Scholarships

The budget may include provision for players to receive Henderson Scholarships. The number of these players is to be determined by a two-thirds vote of the Board of Directors. At present time, a maximum of \$600 per season will be divided among players at the Scholarship Committee's discretion. The maximum dollar amount does not include specific donor contributions made to the Scholarship fund.

2. Acceptance of Player

a. Scholarship players must comply with all registration policies previously set forth and will be responsible for any penalty fees assessed during the season. The program will be conducted by word of mouth and openings will be filled on a first come, first served basis. The Board of Directors will choose a Scholarship Committee consisting of no less than three members each season to review and select the candidates.

b. Parents of scholarship players will sign a Scholarship Agreement and be expected to volunteer their time.

3. Duration of Scholarship

Each Scholarship will be awarded seasonally and be reconsidered by the Scholarship Committee at the beginning of each new season. If a parent desires an extension, they must request one in writing. Players may continue to apply as long as they maintain eligibility by completing the Scholarship Agreement.

E. Board of Directors

1. Eligibility

Only members of East Orange Soccer Club are eligible for election to the Board of Directors. Paid club employees are exempt from the eligibility requirement.

2. Number & Election

The Directors of East Orange Soccer Club shall be not less than three persons and shall not be greater than sixteen persons. The five Executive Officers shall be elected by a majority vote of the Members at the Annual General Meeting for a term ending on the date of the next Annual General Meeting. The remaining Director positions will be nominated and approved by a majority of the Executive Officers for a term also ending on the date of the next Annual General Meeting. The number of Directors may be increased or decreased and any vacancies may be filled by a majority vote of those Directors present at any regular meeting or at any special meeting duly called for that purpose, provided a quorum of the Board is present.

3. Powers of the Board of Directors

All powers of the corporation under the Florida Not for Profit Corporation Act and the Florida General Corporation Act shall be exercised by or under the authority of the Board of Directors, who shall also exclusively direct the management of the Corporation's business affairs.

4. Annual Meetings of Directors

Annual meetings of the Board of Directors may be held at any place or places within or without the State of Florida at such time as the Board of Directors may by resolution designate.

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5. *Special Meetings of Directors*

Special meetings of the Board of Directors may be called at any time by the President or by any three board members who make their request in writing to the Secretary. The meeting must be called within seven days of receipt of the request by the Secretary. The Secretary shall give at least three days notice to all board members and officers of the date, time, and location of the called meeting.

6. *Notice of Annual, Special, or Adjourned Meeting*

Notice of each annual and special meeting of the Board of Directors stating the time and place, shall be given by the Secretary or by the Members of the Board of Directors calling the meeting, or in the case of an adjourned meeting, by the Secretary, to each Member of the Board of Directors not less than ten days nor more than thirty days prior to the meeting by receipted personal delivery or first class mail, postage prepaid, return receipt requested. Notice shall not be required to be given to any Director who signs a Waiver of Notice at any time before or after the meeting. Attendance of a Director at a meeting shall constitute a Waiver of Notice of such meeting, except when a Director states at the beginning of the meeting an objection to the transaction of business because the meeting is not lawfully called or convened.

7. *Conduct of Affairs without Formal Meeting*

- a. All matters regarding the business, operation, affairs, or management of East Orange Soccer Club by the Board of Directors and the Executive or other committee or sub-committee of the Board of Directors may be undertaken without formal meeting by the Board of Directors or such committee or sub-committee and be deemed valid and lawful action by the Board of Directors or such committees or sub-committees so long as the written consent to such action of each Director or member of such committee or sub-committee is received by the Secretary of the corporation and filed in the minutes of the corporation.
- b. All meetings of the Board of Directors and the Executive Committee of the Board of Directors may be held by conference, telephone or telex-call, email, or similar communication equipment by means of which all Directors or members of said Board or committee may communicate among themselves. All Directors or members actually participating in such meeting shall be deemed present at such meeting in person for all purposes and all action taken at such meeting shall be deemed valid and lawful action by the Board of Directors or committee to the extent such action would be valid and lawful if taken in consequence of a formal meeting.

8. *Quorum*

- a. At all meetings of the Board of Directors, a majority of the full Board of Directors shall, unless a greater number for any particular matter is required by the Articles of Incorporation or these By-Laws, constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum, except as may be otherwise specifically provided by statute, by the Articles of Incorporation, or by these By-Laws, shall be the act of the Board of Directors.
- b. Less than a quorum may adjourn a meeting successively until a quorum is present, and no notice of adjournment shall be required.

9. *Waiver by Writing*

Any notice provided or required to be given to the Directors may be waived in writing by any of them, whether before, at, or after the time stated therein.

10. *Waiver by Attendance*

Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where he attends for the express purpose and so states at the opening of the meeting by objecting to the transaction of any business because the meeting is not lawfully called or convened.

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11. Action by Directors without a Meeting

To the extent authorized by law, the Board of Directors may, upon compliance with applicable conditions and upon obtaining the written or electronic approval of all the Directors, take any action required or permitted at a meeting without holding a meeting.

12. Checks

All checks or instruments for the payment of money and all notes of the corporation shall be signed by two officers or such other person or persons as the Board of Directors may from time to time designate. If no such designation is made and unless and until the Board of Directors otherwise provides, the President and the Treasurer shall have the power to sign all such instruments for, in behalf of, and in the name of the corporation, which are executed or made in the ordinary course of the Corporation's business.

13. Elected Officers

- a. The following officers of the corporation shall be chosen or appointed by election by the Board of Directors, and shall be deemed elected officers: a President, a MODS Director (1st Vice President), a League Director (2nd Vice President), a Secretary, and a Treasurer. If the Board of Directors at any time desires it may add additional Vice Presidents, Assistant Secretaries, and Assistant Treasurers. Any two or more such offices may not be held by the same person.
- b. An elected officer shall be deemed qualified when he/she enters upon the duties of the office to which he/she has been elected and furnishes any bond required by the Board of Directors. The Board of Directors may also require of such person his/her written acceptance and promise to faithfully discharge the duties of such office.

14. Term of Office

Each elected officer of the corporation shall hold his/her office for the term for which he/she was elected, or until he/she resigns, or is removed by the Board of Directors, whichever first occurs. Any officer may be elected to succeed him or herself.

15. Appointment and Removal of Agents

- a. The Board of Directors from time to time may also appoint agents for East Orange Soccer Club, as it shall deem necessary or advisable. All appointed agents shall hold their respective positions at the pleasure of the Board of Directors or for such terms as the Board of Directors may specify, and they shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors, or by an elected officer empowered by the Board of Directors to make such determination.
- b. Any agent elected or appointed by the Board of Directors may be removed or discharged by the Board of Directors whenever in its judgment the best interests of the East Orange Soccer Club would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed.

16. Salaries and Compensation

Salaries and compensation of all elected agents and employees of the East Orange Soccer Club shall be fixed, increased or decreased by the Board of Directors, but this power, except the salary or compensation of the President, may, unless prohibited by law, be delegated by the Board of Directors to the President or a committee. Salaries and compensation of all other appointed officers, agents, and employees of the corporation may be fixed, increased, or decreased by the Board of Directors, but until action is taken with respect thereto by the Board of Directors, the same may be fixed, increased, or decreased by the President, or by such other officer of officers as may be empowered by the Board of Directors to do so.

17. Delegation of Authority to Hire, Discharge, Etc.

The Board of Directors from time to time may delegate to the President or other officer or executive employee of East Orange Soccer Club the authority to hire, discharge and fix and modify the duties, salary or other compensation of employees of the corporation under their jurisdiction, and the Board of Directors may delegate to such officer or

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executive employee similar authority with respect to obtaining and retaining for the corporation the services of attorneys, accountants, and other consultants and advisors.

18. Duties of Officers May be Delegated

If any officer of the Corporation is absent or unable to act, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate for the time being, some or all of the functions, duties, powers, and responsibilities of any officer to any other officer, or to any other agent or employee of the Corporation, or other responsible person, provided a majority of the Board of Directors concurs therein.

19. Vacancies and Removals

- a. In the event of a vacancy in any office other than the President, the President may appoint a temporary successor until the next Board of Directors' meeting at which time the position shall be filled as prescribed herein for the election of officers. If a vacancy occurs in the President's position, either through resignation or disability, the 1st Vice-President shall function as President until an election for a new President can be held at the discretion of the Board of Directors.
- b. Any officer may be removed from office by a two-thirds vote of the entire Board of Directors at a regular or special meeting, provided such officer and all board members have been notified by registered mail at least seven days in advance of the intention of the Board of Directors to vote on his or her removal.
- c. The Board of Directors must make the decision whether the best interests of East Orange Soccer Club will be served by the recall action. "Due Process" must be followed which is construed to mean, at a minimum, the forwarding of a formal written complaint to the President, notification to all appropriate parties, and the scheduling of the meeting where all facts will be presented. A concerted effort must be made to have the affected party present. A vote on the action must be made by a quorum of the Board of Directors.
- d. Any board member may be asked to step down when a vote of no confidence has been issued by another member of the Board. This process allows for the willing removal of an individual without holding a formal recall.

20. Standing Committee

There is only one standing committee within the Board of Directors and that is the Executive Committee. It is comprised of all the elected Officers – President, MODS Director, League Director, Secretary, and Treasurer. The domain of the Executive Committee includes but is not limited to East Orange Soccer Club policy and the investigation, suspension, and/or removal of any coaches or Board members.

21. Director's Monies

Each Director may spend up to \$100 per month on job related necessities with approval by the President.

22. Director's Votes

Each position on the Board of Directors holds one vote with the exception of the President who may cast a vote only in the event of a tie. Member(s) holding more than one position on the Board of Directors shall be given that same number of votes.

23. Club Affiliations

EOSC BOD members may not coach, train, or hold other positions in a youth soccer club other than EOSC.

F. Executive Officers

1. The President

- a. The President shall be the Chief Operating Officer of the corporation and shall be also the Chief Executive Officer of the corporation. The President shall preside at all meetings of the Directors. He/she shall have general and

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active management of the business of the corporation and shall carry into effect all directions and resolutions of the Board of Directors.

- b. He/she may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of the corporation and may cause the seal to be affixed thereto, and all other instruments for and in the name of the East Orange Soccer Club.
- c. When authorized to do so by the Board of Directors, the President may execute powers of attorney from, for and in the name of the corporation to such proper person or persons as he/she may deem fit, in order that thereby the business of the corporation may be furthered or action taken as may be deemed by him/her as necessary or advisable in furtherance of the interests of East Orange Soccer Club.
- d. The President, shall, unless the Board of Directors otherwise provides, be ex officio a member of all standing committees. He/she shall have such general executive powers and duties of supervision and management as are usually vested in the Chief Executive Officer or Chief Operating Officer of a corporation.
- e. He/she shall have such other or further duties and authority as may be prescribed elsewhere in these By-Laws or from time to time by the Board of Directors.
- f. The President of the East Orange Soccer Club shall have one vote to be cast only in the event of a tie.
- g. The President shall attend or insure representation at all GCFYSL President's meetings, East Orange Soccer Club functions, FYSA's Annual General Meeting, Orange County Commissioner Meetings, and /or other events where the best interests of East Orange Soccer Club are served by the presence of our club President.

2. *The MODS Director – 1st Vice President*

- a. The MODS Director shall, in the absence, disability or inability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall from time to time prescribe.
- b. The MODS Director shall regulate and enforce the rules for the East Orange Soccer Club MODS program – currently the U5/6 – U11/12 age divisions – in accordance with FYSA (Florida Youth Soccer Association) guidelines and recommendations for small-sided soccer.
- c. He/she shall work with the Registrar to generate teams for the MODS program following all applicable FYSA recommendations and guidelines.
- d. He/she is the primary contact for all MOD coaches and he/she or his/her designee will make the game schedules for all MOD teams.
- e. The MODS Director will identify Age Coordinators for each age level to assist with information dissemination to MOD coaches.
- f. The MODS Director will also develop and keep current a MOD Coach's Handbook in a binder format to be issued to each MODS coach. Any addendums or pertinent changes will be given as supplements for the original binder at the beginning of each season.

3. *The League Director – 2nd Vice President*

- a. The League Director shall, in the absence, disability or inability of the President and the MODS Director, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall from time to time prescribe.

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- b. The League Director shall regulate and enforce the rules for the East Orange Soccer Club League teams -- currently filled by the U10 and above age divisions -- in accordance with GCFYSL (Greater Central Florida Youth Soccer League) mandates and by-laws.
- c. He/she shall work with the Registrar to generate teams for the League divisions following all applicable guidelines.
- d. The League Director is the primary contact with all League level coaches concerning game scheduling, referee assignment, player problems, field assignments, etc.
- e. The League Director will identify Age Coordinators for each age level to assist with information dissemination to League coaches.

4. *The Secretary*

- a. The Secretary shall attend all sessions of the Board of Directors and shall record or cause to be recorded all votes taken and the minutes of all proceedings in a minute book of the corporation to be kept for that purpose. She/he shall perform like duties for the Executive and other standing committees.
- b. Hers/his shall be the principal responsibility to give, or cause to be given, notice of all meetings of the Board of Directors and Members, but this shall not lessen the authority of others to give such notice as is authorized elsewhere in these By-Laws.
- c. She/he shall see that all books, records, lists, and information or duplicates required to be maintained at the registered or other offices of the corporation are so maintained.
- d. She/he shall keep in safe custody the seal of the corporation, and when duly authorized to do so shall affix the same to any instrument requiring it, and when so affixed, she/he shall attest the same by their signature.
- e. She/he shall perform such other duties and have such other authority as may be prescribed elsewhere in these By-Laws, or from time to time by the Board of Directors or the President, under whose direct supervision she/he shall be.
- f. She/he shall have the general duties, powers, and responsibilities of a Secretary of a corporation and maintain the official copy of the East Orange Soccer Club By-laws with any amendments added and distributed at each Annual General Meeting.
- g. She/he shall distribute the prior month's minutes in a timely fashion to all BOD members via email.

5. *The Treasurer*

- a. The Treasurer shall have the responsibility for the safekeeping of the funds and securities of East Orange Soccer Club and shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements in books belonging to the Corporation. She/he shall keep, or cause to be kept, all other books of accounts and accounting records of the corporation, and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of East Orange Soccer Club in such depositories as may be designated by the Board of Directors. The accounting year for East Orange Soccer Club will be June 1 to May 31.
- b. She/he shall disburse, or permit to be disbursed, the funds of the corporation as may be ordered, or authorized generally, by the Board of Directors and shall render to the Chief Executive Officer of the Corporation and the Directors whenever they may require it, an account of all her/his transactions as Treasurer and of those under her/his jurisdiction, and of the financial condition of the Corporation.
- c. She/he shall perform such other duties and shall have such other responsibilities and authority as may be prescribed elsewhere in these By-Laws or from time to time by the Board of Directors.

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- d. She/he shall have the general duties, powers, and responsibilities of a Treasurer of a corporation, and shall be the Chief Financial and Accounting Officer of the Corporation. She/he will be responsible for the East Orange Soccer Club tax-exempt certificate and any copies of such certificate distributed to other Directors for the purpose of establishing accounts at retailers, suppliers, etc.
- e. A Financial Statement shall be prepared for each Board of Directors' meeting. The club's receipt book and vouchers shall be available when needed by the Board of Directors properly balanced according to the most recent bank statement.
- f. The Treasurer shall not be required to be bonded.
- g. She/he or his/her designee will collect and distribute incoming mail from the club P.O. Box.

G. Board of Director Positions (excluding Executive Officers)

1. *Equipment Director*

The Equipment Director shall be responsible for acquiring and disbursing club and team equipment at the start of each season, as needed throughout the season, and then collect such equipment at the end of season from coaches who will not be returning. He/she shall repair and replace equipment as necessary. He/she shall keep an inventory of all equipment and disbursement records and keep on file a listing of suppliers. He/she shall be responsible for the distribution of uniforms to coaches and the maintenance of such inventory.

2. *Uniforms Director*

The Uniforms Director shall procure, maintain the inventory, and distribute both League and MODS uniforms at the beginning of each season and as needed throughout the season. He/She will also distribute coach's shirts, premier practice uniforms and gear, and any other club approved apparel. He/she shall keep an inventory of all types of uniforms and keep on file a listing of suppliers.

3. *Fields Director*

The Fields Director shall oversee the maintenance, upkeep, cleaning, and improvement of all East Orange Soccer Club fields and facilities. He/she will be responsible for the assignment of all practice times and locations at the beginning of each season and will maintain a record of all such assignments. He/she will insure the regular maintenance and marking of fields, secure goals, and replace nets as needed through club employees or volunteers. He/she is responsible for securing annual insurance of all EOSC practice and game fields and will serve as the contact person for all of the club field locations.

4. *Newsletter Director*

The Newsletter Director shall prepare, edit, label, and mail "The Round Table" for the bimonthly (six times per year). The format of said newsletter should follow that of previous existing months with any additional improvements as made by the Newsletter Director and his/her assistants.

5. *Webmaster*

The Webmaster shall operate, update, and maintain the club website at www.eastorangesoccer.com.

6. *Registrar*

- a. The Registrar shall be responsible for the registration of all players with any and all state and GCFYSL requirements being met for the Premier, League, and MOD teams at her/his organized Registration Days.
- b. She/he shall also distribute player passes to coaches.

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- c. The Registrar will operate and serve as the principal telephone contact for East Orange Soccer Club.
- d. She/he will maintain and make available to other Directors the registration database of current and recent past players, coaches, and teams.
- e. The Registrar will assist the MODS Director and the League Director in the formation and generation of team rosters. She/he will also prepare pre-season Coach's Packets, which shall include team rosters, parent contact information, and medical release forms.

7. Director of Marketing

The Director of Marketing shall work to secure club sponsors throughout the community to be recognized in our club newsletter, website, banners, and/or other East Orange Soccer Club avenues.

8. Special Events Director

The Special Events Director shall organize, coordinate, and execute East Orange Soccer Club special events to include but not limited to Parent's Night, Coach's Dinner, Team Photo Day, Annual General Meeting/End-of-Year Party, Summer Soccer Camps, Coach's Training Days, Referee Training Days, and obtain and distribute MOD trophies each season.

9. Director of Referees

The Director of Referees will be responsible for the Youth Referee program at EOSC which shall include training, game assigning, fundraising, and payment of fees to Youth Referees. She/he will also act as the Club Assignor for League officials if proper licensing is available. She/he will also collect and tabulate the Referee Payment Cards and provide the totals for each official to the Treasurer in a timely manner for payment.

10. Director of Coaching

The Director of Coaching will be responsible for the interviewing, hiring, training, and follow-up of all Premier coaches within EOSC. He/she will oversee the MODS Director and League Director in their relations with club coaches. He/she will provide periodic coach's training sessions as needed for coaches at all levels.

11. Assistants

Each Board member may choose one assistant to help them with their responsibilities. The assistants do not need to attend Board meetings and should report to their Director. They may vote by proxy for their Director with that individual's approval when said Director is unable to attend a meeting.

H. Board of Director Meetings

1. Meeting Dates

Regular meeting dates for the Board of Directors shall be established as a normal agenda item of all meetings by the Board of Directors. Meetings will be scheduled generally on a monthly basis and no less than nine meetings will be scheduled annually. At present, the East Orange Soccer Club Board of Directors will meet on the first Wednesday after the first Tuesday of each month following the GCFYSL Board of Directors meeting.

2. Notice of Meetings

Notice of monthly meetings shall be provided by the Secretary via email or phone to all members of the Board of Directors at least five days prior to the date of the meeting.

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3. *Open Meetings*

All meetings of the Executive Officers or the Board of Directors shall be "open meetings". However, comments during the meetings are restricted to those individuals who are on the Board of Directors. A portion of the agenda will be available for an open forum for all in attendance.

4. *Director Reports & Budgets*

a. Reports must be submitted at least three days prior to the scheduled Board of Directors meeting. The reports should be sent to the Secretary with copies sent to all other Board members to facilitate shorter meetings.

b. Annual budgets should be submitted to the Treasurer by April 15 for the following year.

5. *Meeting Attendance*

Attendance is required at East Orange Soccer Club Board of Directors' meetings. The absence of a Director at two consecutive meetings or three or more meetings throughout the year shall be grounds for the remaining Directors to cast a majority vote for the removal of that Director from his/her position if said Directors so desire.

I. Non-Board Positions

1. *Coaches*

a. All coaches are appointed by East Orange Soccer Club and are responsible for running their teams in accordance with the rules and policies of East Orange Soccer Club and its affiliates. Coaches are responsible for their players, assistant coaches, and parents. An important aspect of their responsibility is the safety of their players. All coaches must check their fields and goals before practicing or playing on them.

b. Head coaches will be provided with an assistant coach by East Orange Soccer Club whenever possible. They should attempt to secure a parent as an assistant whenever one has not been provided for them. Each coach is limited to one assistant in the MODS program and two assistants in the League program.

c. Each MODS head coach shall pay a \$20 registration fee for their child for each season that they remain the head coach of their child's team. Each Competitive or Premier head coach shall pay a \$40 registration fee for their child for each season that they remain the head coach of their child's team.

d. No coach may hold tryouts in the MODS program. Any coach wishing to hold tryouts at the League level must either be approved as a "Premier Coach" or obtain approval from the Board of Directors.

e. Any individual who is acting as a coach or in some other capacity at a soccer club other than East Orange Soccer Club will not be allowed to coach or assist an East Orange Soccer Club team.

f. Premier and League coaches are permitted to implement their own team rules and policies provided they do not violate East Orange Soccer Club rules or policies and are distributed in written format to each player at the beginning of each season and kept on file with our Registrar. League coaches have the right to discipline their players for breaking team or East Orange Soccer Club rules or policies. Penalties can include benching or suspending a player for no more than one game without the Board of Directors' approval. Any suspension of a player must be reported to the League Director.

g. Any player or coach who receives a red card must be reported to the League Director who will then report it to the Board of Directors. Coaches and their teams are responsible for any and all fines and for recovering the player's pass after the fine has been paid.

h. All head coaches MUST attend all East Orange Soccer Club coach's meetings, or send a qualified representative in their absence, and must sign up for their practice fields each season. Coaches may not practice on any field

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other than the one assigned to them without approval of the Fields Director. EOSC will only provide two practice sessions per week per team.

2. Team Managers

Team managers do not need to be approved by the Board of Directors. They are responsible for helping their coach with team administrative matters and activities such as pictures, team party, etc. They are chosen by the head coach and must follow the East Orange Soccer Club Code of Conduct and all other applicable rules as a team representative.

3. Field Marshals

Field Marshals will report to the Director of Referees and will be responsible for monitoring the game fields at their designated site. Any problems encountered must be reported to the Director of Referees who will report back to the Board of Directors.

J. Miscellaneous East Orange Soccer Club Policies

1. Coach's Equipment

- a. All coaches will be supplied with free equipment for their team from East Orange Soccer Club through the Equipment Director. Coaches are responsible for returning their equipment when they discontinue their association with East Orange Soccer Club. If their equipment is not returned, the coach will be billed \$30 to cover the cost of replacing the equipment and the coach will be in "bad standing" until such time that they return the equipment or pay the \$30.
- c. Returning coaches must request any equipment needed at registration excluding necessary replacements that may occur throughout the year.

2. Age Requirements for Coaching

All head coaches must be at least eighteen years old and assistant coaches must be at least fifteen years old. Assistant coaches under the age of eighteen may only assist in the MODS program and may not be left alone with the team at any time.

3. Amendment to By-laws

- a. These by-laws may be repealed, amended, or changed at the Annual General Meeting or at any Board of Directors' meeting by a vote of two-thirds of a quorum of the Board of Directors providing each director was given notice of the proposed change at least ten days prior to the meeting at which the action will be considered.
- b. The 2006 By-laws will be the sole guidelines for East Orange Soccer Club. All past editions of club by-laws will be rendered obsolete upon approval of the 2006 version at the Annual General Meeting. The newly revised by-laws will be obsolete upon the adoption of the future versions by the members at that time.

4. A Plea of Ignorance

A plea of ignorance to these By-laws and their requirements is not sufficient and violators may expect appropriate action by the Board of Directors.

5. NSF Checks

- a. If a check for the payment of registration fees bounces, the registration will revert to incomplete status. If roster assignment has already been made, the coach will be informed to disallow the player's participation in all activities and will be asked to pull the player's pass until such time as the Treasurer informs him/her that the fee has been paid. Parents will be informed immediately and given seven days to pay the fee in cash. If a check

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bounces a second time, the player will be dropped from the roster. Any roster opening created by the incomplete registration will be filled on a first come, first served basis after the seven-day grace period.

- b. The Treasurer will contact the appropriate individual for any check that bounces for a purpose other than registration and immediately require the funds to be paid in cash. The payment deadline will be set by the Treasurer in accordance with the purpose of the check. The Treasurer may choose to instruct the coach of the affected player to restrict that player from team activities until further notice or the Treasurer may choose to withhold any item(s) purchased with a bad check.
- d. Any member having a second check bounce will be required to pay any amount due to the club for any purpose in the future in cash.

6. *Yearly Club Inventory*

Each May, East Orange Soccer Club will conduct a club wide inventory. Any board members who have any club property in their possession must inventory and submit a report on all items to the Board of Directors. All keys for any East Orange Soccer Club storage or facilities must be declared and signed for at this time. Reports must be given to the Board of Directors and copies made for the new Officers elected at the Annual General Meeting.

7. *Coach's Training*

East Orange Soccer Club will pay for any of their club coaches to be trained and licensed up to the level of "D" license. Coaches will be required to repay any fees if they do not continue coaching at East Orange Soccer Club team for a minimum of one year upon completion of their licensing.

8. *Referee Training*

East Orange Soccer Club will pay for the entry level referee training course for any of their club members. Uniforms and state licensing are the responsibility of the recipient. East Orange Soccer Club referees are expected to show preferences to our games.

K. MODS Program

1. *Uniforms*

MOD uniforms are not required to have non-duplicating numbers. No sponsors, logos, nicknames, etc. may be added to the uniforms.

2. *Tournaments*

MOD teams are not encouraged to play in tournaments outside of the DC Cup Tournament. East Orange Soccer Club does not provide tournament money for MODS teams. Any tournaments that MODS teams choose to enter should be in the festival format as recommended by FYSA for all teams U7/8 and below.

3. *Instructional Program*

The MODS program is designed to be an instructional program for soccer development. Emphasis should be placed on teamwork and fun. There will be no standings or playoffs in the MODS age divisions. All participants will receive the same trophy at the end of the season. There is no slide tackling allowed in the MODS program. The "sweeper" position is not allowed in the MODS program. All players should get equal playing time on both the offensive and defensive ends. MOD coaches should thoroughly review their MOD Coach's Handbooks for a complete listing of rules each season.

4. *Equal Playing Time*

All MOD teams must abide by the equal playing time rule, which states that all players must play equal amounts of each game. No player shall play for an entire game unless the team has zero subs. If one or more subs are available, all players will be rotated off the field one by one throughout the game at available subbing opportunities.

L. League Program

1. Uniforms

All teams will wear only East Orange Soccer Club approved uniforms and must purchase said uniform from East Orange Soccer Club.

2. Tournaments

East Orange Soccer Club does not provide funds for teams to participate in tournaments.

3. Equal Playing Time Rule

a. All League teams that play in the C division must abide by the equal playing time rule, which states that all players must play for equal portions of each game. League teams that play in the B division are strongly encouraged to follow the equal playing time rule and should insure that their team rules are on file with the club's Registrar if they deviate from the Equal Playing Time Rule.

b. Premier ("A"), Regional, and State Cup teams are exempt from the equal playing time rule.

4. League Coaches

a. All league coaches are responsible for following all USYSA, GCFYSL, FYSA, East Orange Soccer Club, and other appropriate rules. Any problems concerning fields, rosters, passes, etc. should be addressed to the League Director.

b. It is the right of East Orange Soccer Club to reprimand, remove, or suspend any club coach for a failure to follow the rules. The Executive Committee will decide what discipline is necessary. The removal of a coach must be approved by a quorum of the Board of Directors with a two-thirds vote for his/her removal.

c. Coaches are approved for one year of service. Upon completion, they may reapply for membership and approval by the Board of Directors to continue as a coach for East Orange Soccer Club. The right to appoint or approve any and all coach's applications is reserved for East Orange Soccer Club.

d. East Orange Soccer Club may appoint any successor in the line of coaching for a club team upon the departure of any coach.

5. Volunteer Organization

East Orange Soccer Club is an all-volunteer community organization. As such, no coach who is not designated as Premier will ask to be paid for his coaching or training of East Orange Soccer Club players. The team may choose to hire a club-approved trainer at their own expense.

M. Indemnification

1. The Corporation shall indemnify any person who was or is a party to any proceeding, (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation, as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a 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 which he reasonably believed to be in or not opposed to the

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best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

2. The Corporation shall indemnify any person, who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlements of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made under this paragraph with respect to any claim, issue, or matter as to which such person shall ahead been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such could shall deem proper.
3. To the extent that any person referred to in this paragraph has been successful on the merits or otherwise in defense of proceeding referred to therein or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith, including fees for appellate services rendered.
4. Any indemnification under this paragraph (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this paragraph. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such proceeding, or if such quorum is not obtainable, or even if obtainable, by a majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding, or by independent legal counsel selected by the Board of Directors
5. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified shall evaluate the reasonableness of expenses and may authorize indemnification.
6. Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Corporation in advance of final disposition of such proceeding as authorized by the Board of Directors in the specific case upon receipt on an undertaking by or on behalf of the Director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as provided in this paragraph. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate. The indemnification and advancement of expenses provided by this paragraph shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, By-Law, agreement, vote of disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.
7. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this paragraph.
8. For the purposes of this paragraph, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a Director, officer, employee, or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other

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enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

Approved on this ____ day of August, 2006, as signed below by a two-thirds vote among a quorum of the East Orange Soccer Club's Board of Directors.

Cherie Martin, EOSC President

Steve Martin, EOSC MODS Director

David Sawyer, League Director

Amy Phillips, Secretary

Luann Stevenback, Treasurer

Patti Henderson, Registrar

Richie Freebourn, Uniforms Director

Ruben Trevino, Fields Director

Richie Freebourn, Equipment Director

Pete Cole, Special Events Director

Elena Esquen, Newsletter Director

Chad Brandt, Director of Marketing

Tim Willings, Webmaster

Tim Willings, Director of Referees

Mauricio Mejia, Director of Coaching

Kathy Tice, Director of Fundraising