

## ARTICLE I

Eldridge, Iowa 52748

### Mission Statement:

Our mission is to provide a positive, developmental and competitive soccer program for players within, but not limited to, the North Scott School District.

Our charter is to administer programs of education and instruction emphasizing soccer skills, knowledge of the soccer laws, and promoting an appreciation for the game in accordance with the high standards of good sporting conduct and fair play.

We strive to continuously improve the caliber of our training, coaching, equipment, and playing fields by fostering community pride and strong relationships with the North Scott School District, and surrounding areas, local government, organization and businesses.

## ARTICLE II

Section 1. Funds. NSSC may charge fees and accept personal, corporate, and governmental grants or gifts to secure the funds necessary for the activities of the club as well as, provide for the acquisition, maintenance or use of real estate for the performance of this Club's stated purpose. The Club may receive gifts, legacies and donations from any source to be used solely for the promotion of the health, welfare, education and recreation of the children of the county of the North Scott School District and surrounding areas through the organization of this Club.

Section 2. Non-Profit Status. NSSC is not organized for pecuniary profit and it shall not have any power to issue certificates of stock, dividends or ownership certificates. No dividend will be paid, and no part of the income or assets of this corporation will be distributed, to its Directors. However, the corporation may contract in due course of business with its Directors for services rendered to the extent permissible under the Articles of Incorporation, under law, and under S501(c)(3) of the IRS code. The balance, if any, of all the funds received by NSSC from its operations, after full and complete payment of all debts and obligations shall be held, accumulated, used and distributed exclusively for carrying out the purpose of the NSSC, consistent with the laws and regulations applicable to tax exempt, nonprofit organizations under the Internal Revenue code of 1954, as amended and the laws of the State of Iowa.

Section 3. Non-Discrimination. No person shall be denied membership or participation in activities of NSSC due to race, sex, religion, or national origin.

Section 4. Scholarship Grant. In furtherance of the stated purpose of NSSC, the Board of Directors shall establish guidelines concerning the grant of registration and equipment acquisition scholarships so as to insure that no child in the geographic area of NSSC is denied or precluded from participating in the sport of soccer due to economic hardship or lack of sufficient economic resources.

Section 5. Affiliation. The Club shall be affiliated with the Iowa Soccer Association (ISA). The Club will vote on primary league affiliations yearly. A primary league shall be defined as having participation of not less than three (3) Club teams. Individual teams final schedules including, but not limited to league games, tournaments, and practices shall be approved by the Board prior to the beginning of each season.

### ARTICLE III

#### Membership

Section 1. Qualifications for Membership. Membership in the NSSC shall be granted to:

a. A parent or legal guardian of all soccer players for whom a membership fee has

been paid or for whom a grant has been awarded;

b. Coaches and Assistant coaches of all NSSC soccer teams;

c. All Directors or coordinators of the NSSC.

Section 2. Annual Meeting. The Annual Meeting of the membership of the NSSC shall be held in the month of December of each year for transaction of such other or future business as may come before the meeting. Board of Directors will be elected at the annual meeting.

Section 3. Notice of Annual Meeting of Membership. The Board of Directors shall cause Notice of the Annual Meeting of the membership to be published in the local newspaper of general circulation in the North Scott area at least ten (10) days prior to the Annual Meeting date.

Section 4. Quorum. A majority of the Board of Directors then serving shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

Section 5. Organization. The President of the Club shall call the meetings of the membership to order and act as chairperson thereof. In the absence of the President, the Vice-President of the NSSC shall act as chairperson of the meeting. The Secretary of the Club shall act as Secretary of all meetings of the membership, but in the Secretary's absence, the presiding Director may appoint any person to act as Secretary of the meeting.

Section 6. Order of Business. The order of business at all meetings of membership shall be determined by the presiding Director.

Section 7. Rules. All meetings of the membership shall be conducted in accordance with Robert's Rules of Order unless specified directly by the President.

Section 8. Proxies. Voting by proxy is prohibited.

Section 9. Participation in Meetings. Any member of the NSSC shall have the right to attend and speak at all meetings of the NSSC, and the Board of Directors. However, voting privileges may only be exercised by a member at the Annual Meeting of the Membership and should any member seek to protest a game, disciplinary action at a game or complaint about any coach, referee, or other NSSC volunteer, a request must be made to any Board member at least five (5) days prior to any meeting of the Board of Directors. People eligible to cast votes are: the Board of Directors, each team shall have one (1) vote, and any parent or legal guardian who is a NSSC member who has attended four (4) of the last six (6) meetings.

Section 10. Termination of Membership Status. Membership in the NSSC for any member hereof shall be terminated:

a. The failure of any member to remain in good standing with respect to the prompt

payment of all fees and charges.

b. A member's disregard, violation or breach of the rules and regulations of the

NSSC;

c. Upon a majority vote of the Board of Directors present.

Section 11. Termination of the Club. Any decision to cease shall be done at a general meeting.

## ARTICLE IV

### Responsibility of Members

Section 1. Coaches Responsibilities. As representatives of NSSC, all coaches and assistant coaches shall conduct themselves in accordance with the rules and regulations that follow. Coaches are encouraged to be licensed at the E level within two years of coaching at the head coach level. Coaches shall initially pay such fee for licensure and shall be reimbursed by the Club after presenting certification of completion of such course. Coaches compensation shall be reflective of license status.

Prior to the start of any paying season, coaches shall meet with the parents/guardians of their respective players and explain the commitment (practice, games, conduct, fundraising, etc) that the team and the NSSC expect of them and their child, and maintain an open dialogue with players, parents and other coaches.

Coaches shall not place undue pressure on a player to lessen a commitment to another activity (i.e. school sports, band, church, etc.). It is the goals of NSSC to peacefully coexist in the North Scott community with other organizations.

Coaches shall be responsible for notifying parents/guardians of practice and game schedules, any changes with these schedules.

Coaches are directly responsible for the conduct and sportsmanship of his/her players, assistant coaches and spectators before, during and directly after every game.

Coaches shall ensure that players, assistant coaches and spectators do not interfere with the playing of the game.

Coaches shall ensure that players, assistant coaches and parents/guardians are aware of any code of conduct, written or implied, set forth by the NSSC and any other organization that governs the conduct of the NSSC.

The midfield handshake at the end of each game with each referee and opposing team and coaches, is mandatory for all players and coaches, and the coaches shall see that it is conducted in an orderly fashion.

Coaches should make every effort to ensure the safety of his/her players during games. A coach should forfeit any game, which in his/her opinion does not promote the safety of his/her players.

Coaches shall make an effort to play each player in each game. A coach may make a decision not to allow a player to play or to reduce his/her playing time if:

The player has excessively missed practice sessions and/or games.

The player possesses an attitude that in the opinion of the coach is detrimental to the team and/or individual development.

The player's physical condition limits his/her ability to play.

Coaches are responsible for attending (or designating a representative to attend) all NSSC meetings, coaches meetings and clinics, and required league meetings, if any.

Coaches are directly responsible for reasonably safeguarding any club property issued to him/her and is responsible for returning such property at the end of the playing season.

Under no circumstances shall a coach verbally or physically abuse a player, a coach, a referee or a spectator. Any infraction to this rule, or any other questionable conduct of a coach should be reported to the Board of Directors.

Questionable conducts of a coach may result in warnings, suspensions or revocation of coaching privileges, which will be decided by the Board of Directors. The President of the Club will notify the coach of the Board's decision.

Coaches shall report to the Board of Directors at the next scheduled meeting if a player has received a Yellow Card as to the name of the player and the cause of the card.

Coaches shall report to the President within 2 days of a player receiving a Red Card with the name of the player and cause of the card. The Coach will inform the player that they are not allowed to play in another match until they have written a letter to the Board of Directors and soccer league, as well as meeting directly with the Board of Directors to discuss their Red Card.

Coaches shall follow all rules and regulations, written or implied, of the NSSC and any other organization that governs the NSSC.

Section 2. Players Responsibilities. As representatives of the NSSC all players shall conduct themselves in accordance with the rules and regulations that follow.

Players shall be committed to the best interests of their team.

Players shall make every attempt to attend all scheduled practices and games and shall notify his/her coach of the inability to attend a game or practice as early as possible.

Players must wear the proper NSSC uniform and any other items required by the NSSC and/or any organization that governs the NSSC, in order to play in any game.

Players must conduct himself/herself in a manner promoting good sportsmanship in both game and practice situations.

Under no circumstances shall a player verbally or physically abuse a player, coach, referee or a spectator. Any infraction to this rule, or any other questionable conduct of a player should be reported to the Board of Directors.

Questionable conduct of a player may result in warnings, suspensions or revocation of playing privileges which will be decided by the Board of Directors. His/Her coach will duly notify the player of the Board's decision.

If a player receives a Red Card, they are not allowed to play in another match until the following has occurred: They must write a letter to the Board of Directors and league explaining why they got the Red Card and an apology for their actions. They must appear before the Board of Directors to discuss their Red Card and receive permission from the Board to return to play.

Section 3. Parents/Guardians Responsibilities. As representatives of the NSSC all parents/guardians shall conduct themselves in accordance with the rules and regulations that follow.

Parents/Guardians shall make every attempt to support fundraising that benefits the youth soccer and/or the NSSC.

Parents/Guardians shall provide his/his child's coach with any requested support to make each player's experience an enjoyable one.

Parents/Guardians shall make every attempt to have their child attend all scheduled practices and games and shall notify his/her coach of the inability to attend a game or practice as early as possible.

Parents/guardians shall ensure that their child arrives at scheduled practices and games on time and is promptly picked up at the end of scheduled practices and games.

Parents/Guardians must conduct himself/herself in a manner promoting good sportsmanship in both game and practice situations.

Under no circumstances shall a parent/guardian verbally or physically abuse a player, coach, referee or spectator. Any infraction to this rule or any other questionable conduct of a parent/guardian should be reported to the Board of Directors.

Questionable conduct of a parent/guardian may result in warnings or revocation of membership. The President will duly notify the parent/guardian of the Board's decision.

## ARTICLE V

### Directors

Section 1. General Powers. The business and affairs of the NSSC shall be managed by its Board of Directors. These powers include but are not limited to:

a. Purchase, take, receive, lease, take by gift, bequest or otherwise acquire, own, hold,

improve, use and otherwise deal in and with real or property, or any interest

therein, whenever situated for the benefit of the NSSC.

b. Sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of

all or any part of the NSSC's assets (such as soccer equipment, field maintenance

material, etc.).

c. Make contracts and guarantees and incur liabilities, borrow money at such lawful

rates of interest as the Board of Directors may determine.

d. Elect or appoint Directors and agents of the NSSC who may be Directors or members, and define their duties.

e. Make and alter the Bylaws for the administration and regulations of the affairs of the NSSC.

f. Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the NSSC is organized.

Section 2. Number and Tenure. The Board of Directors for the NSSC shall consist of seven members. Tenure shall be for two (2) year terms from the first Board meeting in January through the beginning of the next Board meeting in January in two (2) years. Three members will be voted on in the even years. Four members will be voted on in the odd years. No term limits have been established. Upon the conclusion of the election of new board members in December at the annual meeting, the new Board of Directors shall conduct a reorganization meeting to establish the appointment of the executive positions for the next calendar year. The executive positions shall consist of President, Vice-President, Treasurer, Secretary and Registrar. The number of Directors may be enlarged or reduced.

Section 3. Qualifications for Board Membership. Any member of the NSSC over eighteen (18) years of age shall be eligible for election to the Board of Directors. Any Director who is absent for more than three meetings in succession without Board approval will be replaced by special appointment of the current Board from the general membership for the duration of tenure.

Section 4. Regular Meeting. There shall be a minimum of six (6) regular meetings per year of the Board of Directors. The Board of Directors may change by a majority vote, the day of the week upon which these meetings shall be held, without other notice than this Bylaw.

Section 5. Conflict of Interest. No contract or other transaction between the NSSC and one or more of its Directors are financially interested, shall be either void or voidable because of such relationship.



a. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or consent of such interested Director.

b. The fact of such relationship or interest is disclosed or known to the Board member's entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent.

c. The contract or transaction is fair and reasonable to the NSSC.

## ARTICLE VI

### Directors Description

Section 1. Number. The Board of Directors of the NSSC shall consist of seven members. Executive positions shall be President, Vice-President, Secretary, Treasurer and Registrar. The same person may not hold two or more offices.

Section 2. Removal. Any Director may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the NSSC would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3. Vacancies. Any vacancy in office, occurring during the year through death, resignation or other cause, may be filled for the unexpired portion of the term by a majority vote of the Board of Directors at any special meeting or regular meeting thereof.

Section 4. President. The President shall in general supervise and control all of the business and affairs of the NSSC. He/She shall conduct all of the meetings of the Board of Directors and Annual Meeting. He/She may sign, with the Treasurer or any other proper Director of the NSSC thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other Director or agent of the NSSC, or

shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may from time to time prescribed by the Board of Directors. The President shall appoint committees as may be needed from time to time.

Section 5. The Vice-President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restriction upon the President. The Vice-President will perform any other duties as may be prescribed from time to time by the Board of Directors.

Section 6. The Treasurer. The Treasurer shall maintain records and receipts of all moneys to be deposited in a bank in the name of the Club, receipts of all bills paid with cash, and shall assure that all accounts are paid by check and bear the signature of the Treasurer. The Treasurer shall produce all financial records when required by the Board of Directors and submit, in writing, a financial report at all monthly board meetings. The Treasurer shall be responsible, along with the President and Secretary to file all Corporation, Federal and State forms as required. The Treasurer shall have his/her signature on file at the bank as the primary signer for the Club banking account.

Section 7. The Secretary. The Secretary shall maintain accurate records of the Board of Directors meetings and maintain the files of the Club, as required. The Secretary shall keep a record of all members of the Board of Directors, including the team representatives. The Secretary will be responsible to distribute minutes from the prior meeting at least one (1) week before the next scheduled meeting. The Secretary shall be responsible, along with the President and Treasurer to file all Corporation, Federal and State forms as required.

Section 8. The Registrar. The Registrar shall be responsible for the registration of all players, volunteers, coaches, and verify team numbers or designations within the Club. The Registrar shall keep a complete list of all teams, players, volunteers, and coaches. Shall update the membership of changes to teams during the monthly Board of Directors meeting. The Registrar must review all registrations and coordinate fee payments with the Treasurer before submission to the ISA or league designated. The Registrar is not responsible to review team entry forms for any tournaments.

Section 9. Other Directors. Any other Director elected by the Board of Directors all have such duties as may be assigned to them by the Board of Directors or the President.

## ARTICLE VII

## Dissolution of the Club

Upon the dissolution of the NSSC, the Board of Directors shall after paying or making provisions for the payment of all its liabilities of the NSSC, dispose of all manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time of dissolution qualify as an exempt organization or other organizations under S501(c)(3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provisions of any future Internal Revenue law) as the Board of Directors shall determine. Any of such assets not disposed of shall be disposed of by the Iowa District Court for Scott County, exclusively for such purposes for such organization or organizations as that Court shall determine, and which are organized and operated exclusively for such purposes.

## ARTICLE VIII

### Miscellaneous

Section 1. Fiscal Year. The NSSC fiscal year shall be on a calendar year basis from January 1 through and including December 31.

Section 2. Other Committees. The Board of Directors may, by resolution, provide for such other standing or special committees, as it from time to time deems desirable, and discontinue the same at its pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors. If provision be made for any such committee, the members thereof shall be appointed by the Board of Directors and shall serve at the pleasure of the Board. Vacancies in such committees shall be filled by the Board of Directors.