

**BYLAWS**  
**OF**  
**HOMEWOOD SOCCER CLUB, INC.**  
**An Alabama Nonprofit Corporation**

**ARTICLE I**  
**OFFICES**

**1.1 Principal Office.** The principal office of the Corporation shall be located in the City of Homewood, Jefferson County, Alabama, at the Homewood Soccer Park on South Lakeshore Drive. The Board of Directors may by resolution change the location of this office from time to time.

**1.2 Other Offices.** The Corporation may have other offices at such place or places as the Board of Directors may from time to time appoint or the business of the Corporation may require.

**ARTICLE II**  
**OBJECTIVES AND POLICIES**

**2.1 Objectives.** The Corporation is an organization dedicated to promoting the development of young people and their enjoyment of soccer. The Corporation's objectives are:

- (1) To provide for girls and boys of this area, ages 4–19, a safe, varied and well-run soccer program with opportunities for growth in both physical and character development;
- (2) To incorporate players of all skill levels, from beginner to recreational to select, and to offer them the highest possible quality coaches, skills development and team management;
- (3) To provide the level of competition for players that matches both their skill level and their competitive desire;
- (4) To provide direction in learning both fundamental and advanced techniques of soccer;
- (5) To stress excellence of play and joy in the game while learning good sportsmanship and having fun; and
- (6) To provide for informed parental input and participation in the development and conduct of the soccer program.

**2.2 Policies.** The Corporation administers the Homewood community soccer program (the "Program") and represents the parents of all soccer players in the Program. The

Corporation is responsible for developing written policies for the long-term and day-to-day management and operation of the Program. The policies include, but are not limited to, statements of expectation for all participants in the Program, including parents, players, and coaches. The Corporation will receive and evaluate all complaints, comments, and suggestions regarding the Program, and revise the Program's policies, or take such other action as it deems appropriate.

### **ARTICLE III** **BOARD OF DIRECTORS**

**3.1 General Powers.** The affairs of the Corporation shall be managed by its Board of Directors.

**3.2 Number; Tenure.** The Board of Directors shall consist of no fewer than three (3) and no more than twenty-five (25) members. The initial number of directors shall be fifteen (15). Unless otherwise provided by resolution of the Board of Directors, each director shall hold office for a period of one (1) year or until his or her successor has been duly elected and qualified.

**3.3 Removal.** Any director may be removed from office, with or without cause, by a vote of a majority of the Board of Directors.

**3.4 Vacancies.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by vote of a majority of the remaining members of the Board as then constituted. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**3.5 Regular Meetings.** Regular meetings of the Board of Directors shall be held without other notice. The regular meetings of the Board shall be held on the first Monday of each month, or at such other time as may be set by the Board of Directors, for the transaction of such business as may come before the meeting. The June regular meeting shall also serve as the annual meeting of the Board of Directors. The Board of Directors may designate any place as the place of meeting for any regular meeting or for any special meeting called by the Board of Directors. If no designation is made, the place of meeting shall be the principal office of the Corporation in the State of Alabama. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than the resolution. All regular meetings of the Board of Directors shall be open to Program participants.

**3.6 Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President, any two (2) directors, or any three (3) Team Representatives. Such meeting shall take place at the principal office of the Corporation at such time as is set by the persons authorized to call such meeting.

**3.7 Notice.** Notice of any special meeting of the Board of Directors shall be given at least fifteen (15) days prior to such meeting by written notice delivered personally or sent by mail or e-mail to each director at his or her mailing address or e-mail address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by e-mail, it shall be deemed to be delivered as of the date and time of delivery (as evidenced by the computer-generated time stamp). Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

**3.8 Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Any vacancies in the Board of Directors shall reduce the total number of persons needed to obtain a quorum (i.e. if 3 of the 15 Board of Directors positions are vacant, the total number of directors required to achieve a quorum shall be 7).

**3.9 Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**3.10 Compensation.** Directors as such shall not receive any stated salaries for their services; but nothing contained herein shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation.

**3.11 Informal Action by Directors.** Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the directors.

**3.12 Ex Officio Members.** The Program's Soccer Director, Director of Coaching, and Registrar, as well as the Athletic Director of the Homewood Parks and Recreation Board, shall be *ex officio* members of the Board of Directors. The *ex officio* members of the Board of Directors shall have the right to receive notice of and to attend all meetings of the Board of Directors, but shall not have any voting privileges.

**ARTICLE IV**  
**ANNUAL MEETING/ELECTION OF DIRECTORS**

**4.1 Team Representatives.** Each soccer team participating in the Program shall have the right to be represented by up to two (2) team representatives (each a "Team Representative") who may attend regular and annual meetings of the Corporation and shall be entitled to vote on the election of new members of the Board of Directors of the Corporation at the annual meeting of the Corporation. The duly-appointed coach of each team participating in the Program shall be one Team Representative of the team he/she is coaching. The second Team Representative for each team participating in the Program shall be elected by a majority vote of the parents of the team, and shall serve for a period of one (1) season (fall or spring). No person shall serve as the Team Representative of more than one team during any one season. The parents of each player shall have a single vote in determining the elected Team Representative. The elected Team Representative shall be responsible for notifying the Board of Directors of his/her election and providing the Secretary of the Corporation with appropriate contact information.

**4.2 Annual meeting.** The annual meeting of the Corporation shall be held on the third Monday in May. At each annual meeting of the Corporation, the Corporation's current Board of Directors and any Team Representatives attending such meeting shall elect the persons who will serve on the Board of Directors for the coming year. At the beginning of the annual meeting, the President of the Corporation shall announce the total number of Directors and Team Representatives who are present at the meeting so that everyone present will know the total number of votes required to be elected to the Board of Directors for the coming year. After that, the President will accept nominations for the Board of Directors for the coming year. Any current Director or Team Representative may nominate a person to serve on the Board of Directors for the coming year. Any person nominated must receive at least one (1) other vote in support of the person's nomination by a current Director or a Team Representative in order to be eligible to be voted upon for election to the Board of Directors for the coming year. Once all nominations have been received, the President will announce those persons who are eligible for election to the Board of Directors of the Corporation for the coming year. The current Board of Directors and any Team Representatives attending the annual meeting shall then vote on each of the persons who are eligible for election to the Board of Directors for the coming year. A majority vote of the current Directors and Team Representatives attending the annual meeting is required in order to be elected to the Board of Directors of the Corporation for the coming year.

**ARTICLE V**  
**OFFICERS**

**5.1 Officers.** The officers of the Corporation will be a President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it deems desirable, such officers to have the authority, and to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except that the same person may not hold the offices of Treasurer and President.

**5.2 Election and Term of Office.** The officers of the Corporation will be elected annually by the Board of Directors at the annual meeting of the Board of Directors, immediately following the election of the Board of Directors for the coming year. If the election of officers will not be held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer will hold office until his successor is duly elected and qualified.

**5.3 Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board whenever in the Board's judgment the best interests of the Corporation would be served thereby.

**5.4 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors of the Corporation for the unexpired portion of the term.

**5.5 President.** The President will be the principal executive officer of the Corporation and will, in general, supervise and control all of the business and affairs of the Corporation. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general the President will perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall reside within the city limits of Homewood, Alabama, and shall serve as the principal liaison between the Corporation and the Homewood Parks and Recreation Board.

**5.6 Vice President-Administration.** In the absence of the President or in the event of his or her inability or refusal to act, the Vice President-Administration will perform the duties of the President, and when so acting, will have all the powers of and be subject to all the restrictions upon the President. The VP-Administration shall be responsible for identifying persons willing and able to serve on the Board of Directors and as officers of the Corporation, as well as Team Representatives. The VP-Administration shall maintain a current database of all players and parents of players participating in the Program, as well as other persons associated with the Program or that are interested in the Program. The VP-Administration shall also maintain a contact list of volunteers who have expressed a willingness to assist the Corporation, and maintain registration forms and other documents used by the Corporation in the administration of the Program.

**5.7 Treasurer.** The Treasurer will have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as are selected in accordance

with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. The Treasurer shall assist the Board of Directors in the development of an annual budget, shall ensure that regular audits of the Corporation's finances are completed and the results of such audits are reported to the Board of Directors, and shall provide regular reports to the Board of Directors on the Corporation's financial status and compliance with its annual budget.

**5.8 Secretary.** The Secretary will keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and ensure the proper execution of all documents on behalf of the Corporation; keep a register of the post-office address of each director which shall be furnished to the Secretary by such director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

**5.9 Vice President-Concessions.** The Vice President-Concessions shall be responsible for the operation of all concession facilities operated in connection with the Program, to include supply procurement, Patriot night operations, Saturday and special event operations, and maintenance of concession facilities. The VP-Concessions shall ensure that all funds received from the operation of concessions are turned over to the Treasurer for deposit in the Corporation's accounts.

**5.10 Vice President-Fund Raising.** The Vice President-Fundraising shall be responsible for organizing a comprehensive program for raising funds over and above registration fees. Fund sources can include donations, advertising sales, sale of soccer program related products, and other sources not involving solicitation by players. The VP-Fundraising shall ensure that all funds received from Program fundraising activities are turned over to the Treasurer for deposit in the Corporation's accounts.

**5.11 Vice President-Patriot Program.** The Vice President-Patriot Program shall be responsible for the ordering and distribution of Patriot t-shirts each season; placing the goals and balls for easy access by the Patriot coaches prior to each session and returning the goals and balls to storage at the completion of each session; ordering player medals for the end of the season celebration; and planning and conducting the end of the season Patriot Party (traditionally a hot dog supper.)

**5.12 Vice President-Fields and Equipment.** The Vice President-Fields and Equipment shall provide regular review of the overall condition of all soccer fields and facilities including field turf and decorative plantings, and building maintenance and cleanliness, and shall report all issues and concerns to the Soccer Director and Board of Directors. The VP-Fields and Equipment shall manage the inventory of soccer equipment, including the distribution to teams, collection of equipment returns and the request for ordering of new and replacement equipment.

The VP-Fields and Equipment shall also be responsible for the inspection and set-up of all fields prior to games.

**5.13 Vice President-Communications.** The Vice President-Communications shall maintain the Program web site; create and distribute, by email, a monthly newsletter; and arrange for appropriate pre-registration advertising.

**5.14 Soccer Director.** The Soccer Director ("SD") shall be responsible for the daily management of the Program, including the establishment of a shared vision for the Program and the Program's long-term goals. His duties shall include the following:

1. SD shall work with the President to identify program issues, establish annual goals and develop plans for Program improvements.
2. SD will enforce the Policies and Procedures and the Statements of Expectations as approved by the Corporation.
3. SD shall oversee the team and player registration processes of the leagues with which the Program is affiliated.
4. SD shall have primary responsibility for interactions with external soccer organizations and leagues with which the Program is affiliated.
5. SD shall determine field closings due to weather and other events as necessary and shall make arrangements to notify all affected parties.
6. SD shall work with the Director of Coaching in making team-player assignments, selection and evaluation of coaches and on field performance of teams and players.
7. SD shall provide necessary support to each officer as required.

**5.15 Director of Coaching.** The Director of Coaching ("DOC") shall be responsible for the overall technical development of Program coaches, players and teams, including the following:

1. DOC shall plan, organize and conduct select team player try-outs and recreational player evaluations.
2. DOC shall select and establish mutual commitments with players for select teams (Blue Teams).
3. DOC shall make team assignments for recreational teams (Red Teams).
4. DOC shall make team assignments for Patriot Teams
5. DOC shall recruit, select and contract with coaches for Blue Teams and make team assignments.
6. DOC shall recruit, select and assign coaches for Red Teams and Patriot Teams.
7. DOC shall develop an age based player development program.
8. DOC shall develop and conduct an ongoing training program for coaches of all ages and skill levels that support the player development program.
9. DOC shall conduct ongoing evaluations of the performance of coaches, players and teams in order to identify strengths and weakness to aid in Program improvement.
10. DOC will work with coaches to resolve any issues with players or parents.

**ARTICLE VI**  
**CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**6.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

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

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

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

**ARTICLE VII**  
**BOOKS AND RECORDS**

**7.1 Books and Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the directors. All books and records of the Corporation may be inspected by any director for any proper purpose at any reasonable time.

**ARTICLE VIII**  
**AMENDMENTS TO BYLAWS**

**8.1 Amendment.** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two-thirds (2/3) of the Board of Directors of the Corporation present at any regular or special meeting of the Board of Directors, if at least thirty (30) days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting. In addition, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any annual meeting of the Corporation by a vote of two-thirds (2/3) of the Corporation's current Board of Directors and any Team Representatives attending such meeting, if at least thirty (30) days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.