

**BYLAWS OF
THE AMHERST SOCCER CLUB**

A New Hampshire Non-Profit Corporation

Effective: August 26, 2002

Amended: December 18, 2003

Amended and Restated: December 12, 2007

ARTICLE I: PURPOSE

The purpose of The Amherst Soccer Club (hereinafter referred to as “the ASC” or “the Corporation”), is to provide Amherst area youth with an advanced, competitive soccer program; to further the sport of soccer utilizing the sport to promote sound bodies, keen minds, positive competitive attitudes, and the spirit of teamwork and good sportsmanship. To achieve this purpose, the ASC shall maintain the following philosophy:

1. Accept youth without exception to race, religion, nationality, disability or gender;
2. Accept youth regardless of financial status;
3. Promote teamwork, skills, sportsmanship, instruction, and the ability to attain individual goals with competition an integral part of the program;
4. Provide the best possible level of instruction and organization to the end that the purpose of the ASC is best served; and
5. Cooperate with youth sport organizations for the purposes of promoting the best possible environment for the development of recreational and advanced sports programs.

ARTICLE II: MEMBERSHIP

The ASC shall have the following classes of membership:

1. Regular Members: Regular members shall include parents or legal guardians of registered dues-paying players in the ASC. In addition to regular dues assessed for all players to participate in the ASC, regular members must complete a separate registration no later than August 1 of each year, or such other date as may be established by the Board of Directors. Membership is not required for a player to participate in the ASC’s teams, programs or special events.

2. Special Members: Special members shall be those members who have been invited to become members of the ASC by a majority vote of the Board of Directors, and shall include all Officers, Directors, and active coaches of the ASC.

3. Limitations of Membership. All members are required to be current in all obligations due the ASC, including dues, uniform payments and other billable items. Regular members shall not be entitled to vote on any matter relating to the ASC, and shall have such rights and privileges as may be granted to them by the Board of Directors. Special members shall nominate and vote for the Directors consistent with ARTICLE III hereof.

ARTICLE III: BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the ASC managed under the direction of the Board of Directors. The Board of Directors shall consist of no fewer than five (5) or more than ten (10) members. The exact number of Directors, within the minimum and maximum numbers allowed, may be determined by majority vote of the Board. No member of the Board of Directors shall serve simultaneously on the Board of Directors or other governing body of any other youth league without the consent of a majority of the ASC Board of Directors. Without limiting the scope of authority of the Board of Directors, such power shall include the right to hire and fire employees, retain professional services, enter into employment agreements, including an Agreement with the Club Head Coach, authorize the purchase or rental of property, determine annual dues and membership fees, determine all policies of the ASC, settle all disputes pertaining to the ASC, amend and enforce all rules and regulations of the ASC, maintain a database of players, provide the policies and procedures for registration of players, coaches, teams and others, elect officers of the ASC, adopt such rules and regulations for the conduct of Director's meetings and the management of the ASC consistent with these Bylaws, the Articles of Agreement, and consistent with the laws of the State of New Hampshire.

Each Director shall continue in office for a term of three (3) years and until his or her successor shall have been appointed and shall have qualified. The terms of the Directors shall be staggered for purposes of continuity on the Board. The Board of Directors shall accept nominations for Directors submitted by the nominating committee of the Board of Directors each year prior to the annual meeting of the ASC. Each Director is entitled to one (1) vote. A majority of the total number of Directors entitled to vote and then holding office shall constitute a quorum for the transaction of business at any meeting. The President of the ASC shall cast the deciding vote in the event that the Directors cast their votes in such a manner as to create a tie. Any Director of the ASC may resign at any time by giving written notice to the President. Directors shall receive no compensation for services performed to the ASC, but may be reimbursed for actual pre-approved out-of-pocket expenses. Directors may participate in a meeting of the Board of Directors by teleconference.

ARTICLE IV: MEETINGS

1. Annual Meetings: The annual meeting of the ASC shall be held no later than December 15th of each year. It is the responsibility of the Board of Directors to provide notice

of the annual meeting. Notification to members of the annual meeting must include the time, date and location of the meeting to occur not less than ten (10) days prior but not more than thirty (30) days prior to the meeting date.

2. Regular Meetings: Regular meetings of the Board of Directors shall be held monthly at such places and at such times as the Board of Directors shall determine.

3. Special Meetings: Special meetings of the Board of Directors shall be held when necessary at the discretion of the President of the ASC or at the request of three (3) or more Directors. Notice shall be provided at least two (2) days prior to any scheduled meeting.

ARTICLE V: OFFICERS/CLUB DIRECTORS

The officers of the ASC shall be elected annually by the Board of Directors. Each officer shall hold office until a successor shall have been elected and duly qualified. The corporation shall maintain a President, Vice-President, Secretary and Treasurer. In addition, specific directorships may be established by the Board of Directors from time to time. Any officer may resign at any time by giving notice to the President, and such resignation shall take effect at the time specified therein.

1. President: The President shall:

- a. Preside at all meetings.
- b. Oversee all organizational activities.
- c. Represent the ASC at any non ASC activity.
- d. Countersign with the treasurer on checks for the amount of Two Thousand Five Hundred and 00/100 Dollars (\$2,500.00) or more.
- e. Appoint all committees necessary to carry out the approved action of the ASC.
- f. Fill, by temporary appointment, any elected office vacant for any reason.
- g. Attend to the arbitration of all conflicts that may affect the club.
- h. Be bonded with the cost covered by the ASC.
- i. Act as Chairman of the Board.

2. Vice-President: The Vice President shall:

- a. Perform the duties of the President in his/her absence.
- b. Act as parliamentarian, and determine that all business of the ASC be conducted as set forth in this constitution.
- c. Participate as ex-officio member of all committees.
- d. In the absence of the President, countersign with the treasurer on checks for Two Thousand Five Hundred and 00/100 Dollars (\$2,500.00) or more.
- e. Perform other duties that may be assigned by the President.
- f. Be bonded with the cost covered by the ASC.

3. Secretary: The Secretary shall:
 - a. Prepare a permanent set of minutes of the proceedings of each meeting.
 - b. Handle all incoming and outgoing correspondence.
 - c. Update the constitution by annotating additions, deletions, and changes duly ratified by the membership.
 - d. Notify all members of scheduled meetings.
 - e. Maintain an ongoing historical record of *all* club business.
 - f. Be bonded with the cost covered by the ASC.

4. Treasurer: The Treasurer shall:
 - a. Maintain a set of books covering the financial transactions of the organization.
 - b. Present a written financial statement at each Board meeting.
 - c. Present a written income and expense statement, and a balance statement, at the annual meeting.
 - d. Prepare, sign and submit all checks in the amount of \$2,500. or more, to the President or Vice-President for countersignature.
 - e. Ascertain that all financial obligations are paid promptly.
 - f. Accept and deposit all organizational funds in a financial institution approved by the ASC Board of Directors.
 - g. Maintain a set of records for each sponsored activity, noting all paid out expenses, items, and sources of expense, and all sources of revenue by type.
 - h. Be bonded with the cost covered by the ASC.
 - i. Oversee annual tax preparation.
 - j. Collect delinquent dues.
 - k. Be responsible for the complete confidentiality and allocation of player scholarships.

5. Registrar: The Registrar shall:
 - a. Be responsible for registering all players and coaches with USYSA and GSYSL in the fall and spring. Registering includes obtaining all appropriate league forms, medical releases and dues. Provide all coaches with official rosters and all players with player cards. Ensure club indemnification and medical release forms are completed and on file.
 - b. Maintain ongoing records for liability purposes.
 - c. Report to ASC Board ongoing status of registration (# of teams, # of members etc.)
 - d. Be responsible for acquiring and maintaining registration materials.
 - e. Maintain database of club membership information for each year and as a historical record.
 - f. Present an annual budget to the Board of Directors for approval.

6. Members at Large: The Members at Large shall be assigned duties as deemed necessary by the President or the Board of Directors.

ARTICLE VI: CLUB HEAD COACH

1. Overview. The position of Club Head Coach is paramount to the orderly and structured operation of ASC. The Club Head Coach shall act as the liaison between Team Coaches and the Board of Directors, and shall maintain and implement club policy. Improving the skills of Team Coaches and developing and fostering an environment conducive to the overall growth of players, coaches and ASC are key components to the overall responsibilities of the Club Head Coach.

2. General Job Description.

- a. Nominate all coaches within the program,
- b. See that the coaching philosophy as adopted by the ASC is carried out by the coaching staff of each team.
- c. Maintain the development of programs for soccer skills and tactics as they shall be taught from age group to age group.
- d. Coordinate coaching clinics for ASC coaches.
- e. Resolve coaching related conflicts (i.e. coach/coach, coach/referee, coach/player, coach/parent).
- f. Notify League Referee and Field Coordinator when necessary.
- g. Arrange with appropriate organizations the scheduling and use of practice fields for all school activities.
- h. Coordinate all tournament registration, exclusive of any ASC sponsored tournament.

ARTICLE VII: TEAM COACHES

1. Overview.

- a. The position of Coach is one of the most critical responsibilities within the organization. Not only does the Coach oversee the day to day business of the assigned activity, but also has the responsibility to see that the ASC philosophy is carried out within his activity; to ensure that it is the good of the players that takes priority; to mediate disputes; to maintain an open and unbiased posture on every issue; to ensure to the best of his ability, that rules, schedules, team selection, and any other activity bearing on the sport, be performed with fairness to all.

- b. The Coach must understand and be prepared to follow the coaching concepts and overall player development goals endorsed by the ASC to ensure consistency between sponsored soccer teams, particularly in the transition from age group to age group.

- c. It is the policy of the ASC that its coaches and assistants refrain from engaging in confrontations with other league teams or league officials, members or game officials. Any such incidents that require active resolution shall be accomplished through

appropriate board.

2. Job Description.

- a. Organize all practice and game situations.
- b. Work closely with the Club Head Coach implementing the club's curriculum.
- c. Work closely with the Club Head Coach in budget matters for their activity and timely advise of related equipment and supply needs.
- d. Bring to the attention of the Club Head Coach:
 - i. any conflicts with parents and or players.
 - ii. any conflicts within the coaching staff.
 - iii. any conflict arising over league rules or play.
 - iv. any conflict arising with referees or during the course of competition.
 - v. any other matters relating to the ASC.
- e. Report any and all infractions to the Club Head Coach, so a judgment can be reached on the course of action best for the ASC.
- f. Ensure all assistant coaches, players and other necessary parties are provided with accurate game schedules.
- g. Report to and coordinate with the Club Head Coach the rescheduling of any games.
- h. Be responsible for the recruitment of players to the ASC.

3. Term.

The term of Coach shall be from the time of appointment through the following spring season. There are no restrictions as to the number of consecutive terms served.

ARTICLE XIII: SPECIAL COMMITTEES

The ASC Board from time to time may create special committees as the situation requires, for the purpose of completing an assigned task. The special committee may not commit the ASC to any action or position, without approval at a Board meeting. The committee shall exist only as long as the assigned function remains, or until the Board shall disband or alter the committee.

ARTICLE IX: PLAYER SELECTION, GENERAL

1. Residence, age (date of birth), and number of players per team must conform to the rules of the league or tournament which the ASC sponsored team has entered.

2. All eligible players must be provided the opportunity to try out for sponsored teams through reasonable public notice: team coaches must provide reasonable opportunity for all interested players to be fairly evaluated for selection.

3. Player selection is on an annual basis, the year determined by the league. Players can be added at the team coach's discretion with approval of the Club Head Coach.

4. Player selection shall be made without exception to race, religion, nationality, disability, gender or financial status.

ARTICLE X: EXECUTION OF CONTRACTS

All contracts and agreements authorized by the Board of Directors, and all checks, drafts, notes, bonds, bills of exchange and orders for the payment of money shall, unless otherwise directed by the Board of Directors, or unless otherwise required by law, be signed by any two of the following officers: The President, the Vice-President, the Treasurer, or the Secretary. The Board of Directors may, however; authorize any one of said officers to sign checks, drafts and orders for the payment of money singly and without necessity of countersignature, and may designate officers and employees of the Corporation other than those named above, or different combinations of such officers and employees, who may, in the name of the Corporation, execute checks, drafts and orders for the payment of money on its behalf.

ARTICLE XI: LOANS

No loans shall be contracted on behalf of the Corporation and no negotiable paper shall be signed in its name unless authorized by resolution of the Board of Directors. When authorized by the Board of Directors so to do, any officer or agent of the Corporation thereunto authorized may effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation and, when authorized so to do, may pledge, hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority may be general or confined to specific instances.

ARTICLE XII: CONFLICT OF INTEREST

1. Each Board member, prior to taking his/her position on the Board, and all present Board members shall submit in writing to the Chairman of the Board a list of all businesses or other organizations of which he is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee or agent, with which the Corporation has, or might reasonably in the future enter into, a relationship or a transaction in which the Board member would have conflicting interests. The Chairman of the Board shall become familiar with the statements of all board members in order to guide his conduct should a conflict arise.

2. At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Board member shall make known the potential conflict, whether disclosed by his written statement or not, and after answering any questions that might be asked him, shall withdraw from the meeting, as both a participant or an observer, for so long as the matter shall continue under discussion. Should the matter be brought to a vote, neither the

affected Board member nor any other Board member with a pecuniary benefit transaction with the Corporation shall vote on it.

3. The Board will comply with all the requirements of New Hampshire law where conflicts of interest are involved, including but not limited to the requirements of a two-thirds vote where the financial benefit to the director or trustee is between \$500 and \$5,000 in a fiscal year, and to the requirement of a two-thirds vote and publication in the required newspaper where the financial benefit exceeds \$5,000 in a fiscal year. The New Hampshire statutory requirements are incorporated into and made a part of this conflict policy.

ARTICLE XIII: EQUAL OPPORTUNITY STATEMENT AND NON-HARASSMENT POLICY

1. ASC is committed to providing equal opportunity to players, coaches, officers, members, employees, contractors and vendors, and to maintaining an environment that is free of unlawful discrimination and harassment. Discrimination against or harassment of any person, whether a player, coach, officer, member, parent, fan, contractor or vendor, or a person seeking to become a player, coach, officer, member, contractor or vendor, or of the players, coaches, parents or fans of any opposing club or team in contrary to ASC policy.

2. Every player, coach, officer and member of ASC is responsible for adhering to this policy and for promoting an environment that is free of unlawful or offensive discrimination or harassment. Every player, coach, officer and member of the Club who believes that he/she has observed or experienced harassment or discrimination by the Club or a player, coach, officer, member, parent, fan, contractor or vendor of the Club have the responsibility to and are encouraged to bring those circumstances to the attention of the Board.

3. Harassment is conduct which has the purpose or effect of creating an intimidating, hostile, or offensive environment, has the purpose or effect of substantially and unreasonably interfering with an individual's performance of his/her club responsibilities or functions, or which otherwise adversely affects an individual's club-related opportunities.

Sexual harassment includes, but is not limited to: any advance of a sexual nature toward any player, unwanted sexual advances, request for sexual favors, other physical conduct of a sexual or otherwise offensive nature within the context of Club activities or conduct which has the purpose or effect of creating an intimidating hostile or offensive club environment.

Epithets, slurs, jokes, pranks, innuendo, suggestive comments, written or graphic material, express or implied sexual propositions, stereotyping, or threatening, hostile, or intimidating acts, based on race, color, religion, sex, gender, national origin, age, marital status, sexual orientation, family responsibility, physical appearance, disability, physical handicaps or other characteristics or status protected by state or

federal laws will not be tolerated. The description of specific conduct is for illustrative list of behavior that is contrary to this policy.

4. Any person who believes that he or she has been subjected to or witnessed illegal discrimination, including sexual or other forms of illegal harassment, is requested and encouraged to report the incident to the Club. This report may be made to the coach, Head Coach, any officer or member of the Board. All such reports must be reported to the Board by any coach, Head Coach or officer of the Club.

No reprisal, retaliation or any other adverse action will be taken against any person for making a complaint or report of discrimination or harassment in good faith or for assisting in the investigation of any such complaint or report. Any suspected retaliation or intimidation should be reported immediately to the Club.

All complaints or reports will be investigated by the Board, promptly, thoroughly and discretely so that the privacy of the alleged victim, the complainant/reporter and the person accused of such misconduct is maintained.

If the investigation confirms that conduct contrary to Club policy has occurred, ASC will take corrective action including discipline of the person violating the policy, or ordering counseling, mediation or other educational/rehabilitative procedures. Violation of this policy or failure to abide by the order of the Board shall be grounds of dismissal from the Club and/or any position held within the Club.

ARTICLE XIV: SEAL

The Board of Directors shall provide a corporation seal, which shall be in the form of a circle, and shall bear the name of the Corporation and words and figures indicating the year and state in which the Corporation was incorporated.

ARTICLE XV: FISCAL YEAR

The fiscal year of the Corporation shall be August 1 through July 31.

ARTICLE XVI: WAIVER OF NOTICE

Whenever any notice is required to be given to any Director by these Bylaws or the Articles of Agreement or the laws of the State of New Hampshire, a waiver of the notice in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to giving the notice.

ARTICLE XVII: INDEMNIFICATION

Each Director and Officer shall be indemnified by the Corporation against personal liability to the Corporation or its Members for monetary damages for breach of fiduciary duty as a Director or Officer, or both, except with respect to:

1. Any breach of the Director's and/or Officer's duty of loyalty to the Corporation or its Members;
2. Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; or
3. Any transaction from which the Director, Officer, or both, derived any improper personal benefit.

ARTICLE XVIII: TAX EXEMPT STATUS

These Bylaws of the Corporation shall at all times be so construed and limited as to enable the Corporation to qualify and to continue qualifying as a voluntary charitable corporation organized and existing under the provisions of Chapter 292 of the Revised Statutes Annotated of the State of New Hampshire, as amended, and as a tax exempt charitable organization organized and operated for any purpose for which an organization may be exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE XIX: AMENDMENTS

Proposed amendments to these Bylaws, including league play rules, must be presented in writing to the Board, at a regular Board meeting. Upon acceptance of the written proposed amendment, the Board shall declare the proposal as an agenda item to be covered at the next Annual or special meeting under the last item of old business.