

BYLAWS OF THE PALMER SOCCER CLUB

ARTICLE I Name

The name of this non-profit, tax-exempt youth organization shall be the Palmer Soccer Club (PSC).

ARTICLE II Purpose

The Purpose of the PSC shall be to encourage, promote, guide, and conduct a recreational and developmental soccer program for the youth of the area, ages 5 to 18 years old. PSC's primary goal is to improve the health, welfare and morale of the children and young adults, as well as building a sense of community in our local families, within Palmer, Alaska and the Matanuska Susitna Borough, Alaska through the sport of soccer, while providing a low-cost form of exercise for the participants.

ARTICLE III Membership

Membership in PSC is comprised of all registered players, their parents or legal guardians, coaches, and PSC Board Members. Other individuals who are knowledgeable in soccer and want to contribute may apply to the PSC Board for membership status.

Board Composition and Configuration

Section 1: The Board shall consist of eleven (11) positions: five (5) Officers, President, Vice-President, Secretary/Treasurer, Program Director, Registrar, four (4) Directors of Functional Areas, and two (2) Members-at-Large. Also, on the Board, when applicable, is the Immediate Past President. The Immediate Past President may serve as an advisor to the board for one year.

Section 2: Interim vacancies shall be filled by appointment by the President with the concurrence of the Board. A simple majority of the Board shall constitute a quorum and a majority vote of those in quorum will be required for passage of a vote.

Section 3: Only Board members are entitled to vote at Board meetings. The President shall have the power to vote only in case of a tie. The Immediate Past President shall not be a voting member of the board. There shall be no proxy voting.

Section 4: All corporate powers shall be exercised by or under authority of and subject to the limitation of the Articles of Incorporation of Palmer Soccer Club, the PSC Bylaws, and the Laws of the State of Alaska. The Board shall control the business and affairs of this corporation.

ARTICLE IV Meetings

Section 1: An Annual General Membership meeting shall be held each January. The time, place and date of this meeting shall be posted on PSC's website and if applicable, other social media forums. Email notification will also be sent to the PSC Membership.

Section 2: Special meetings of the General Membership shall be called as needed at a time and place to be specified by the Board, with a minimum of seven (7) days notification to the general membership. Notification will be posted on the PSC Website and if applicable, other social media forums. Email notification will also be sent to the PSC Membership.

Section 3: Meetings of the PSC shall be conducted in accordance with the current edition of "Roberts Rules of Order."

PSC meetings shall begin with a Call to Order, will follow the below Order of Business, and will end with a motion to Close:

1. Reading and Approval of the Minutes
2. Reports of Officers
3. Reports of Functional Area Directors
4. Reports of Select Committees
5. Unfinished Business
6. New Business

Section 4: The Board will meet monthly or as needed throughout the year.

- A. Board meetings are open to the general membership
- B. The Board may vote to go into executive session during a meeting. No action can be taken in executive sessions.
- C. The President or any two Board members may call special meetings.

ARTICLE V Board Members Authority and Responsibility

Section 1: The Board shall have the power to:

- A. Guide the Palmer Soccer Club in its efforts to fulfill the purpose of the PSC as stated in Article II.
- B. Authorize all expenditures for operations. The PSC shall not be liable for any unauthorized expenditures.
- C. Remove by a two-thirds majority vote any Board Member who does not fulfill their duties. PSC will follow the removal process stated in AYSA Bylaws Article I, Section 8.
- D. Appoint all committee chairpersons and members.
- E. Develop written policies regarding coaches, referees, player conduct and special teams.

- F. Enact rules and regulations and a protest procedure for the PSC.
- G. Delegate specific powers to committee chairpersons or individual Board members.
- H. Approve selection and appointments of coaches.

Section 2: Duties of Officers

- A. President: The President shall preside at all General Membership and Board meetings, call any necessary special meetings, coordinate the efforts of all officers and members and serve as an advisory member of all committees. The President and two Board members shall exercise the powers of the Board when an immediate matter renders it impossible to obtain a vote of the Board (due to emergencies, unavailability of Directors, etc.). Any such decisions must be brought before the full Board for review at its next scheduled meeting. Insurance matters shall be managed by the President.
- B. Vice-President: The Vice-President shall attend all General Membership and Board meetings and preside in the absence of the President. The Vice-President shall maintain liaison with local schools, governmental agencies and other youth organizations. The Vice-President shall supervise the process of selection of coaches.
- C. Secretary/Treasurer: The Secretary/Treasurer shall schedule and issue notice of General Membership and Board meetings as well as attend General Membership and Board meetings. The Secretary/Treasurer shall be responsible for all general correspondence and maintenance of general records except those of a registration or insurance nature. The Secretary/Treasurer shall maintain all financial records and verify all approved expenditures. The Secretary/Treasurer is responsible for a written financial report at each general membership meeting and an annual financial report at the close of each accounting year. The Secretary/Treasurer should be prepared to give a financial report at any duly called Board meeting.
- D. Program Director: The Program Director shall attend general membership meetings and Board meetings. The Program Director shall work closely with managers, coordinators, and other soccer organizations and other soccer organizations to plan the soccer programs. The Program Director shall be responsible for organizing the team selection process, scheduling, supervising all regular season games, activities and awards.
- E. Registrar: The Registrar shall attend general membership meetings. The Registrar shall secure a supply of registration forms, maintain a list of players in each age group, conduct a registration sessions, submit registration forms, team rosters and any other appropriate information to the State Organization, and maintain the birth certificate files as needed.

Section 3: Duties of Functional Area Directors

The General Membership shall elect a Director for each Functional Area to the Board. These Directors shall attend general membership and Board meetings. Functional Area Directors shall prepare a written report for the Annual General Membership meeting.

- A. Grounds & Fields: Responsibility for care and maintenance of the fields and field equipment shall be vested in the Director of Grounds & Fields Maintenance.
- B. Uniforms & Equipment: Responsibility for the acquisition, management and care for all team equipment shall be vested in the Director of Uniforms & Equipment.
- C. Referees: The Director of Referees shall be responsible for scheduling referees in support of PSC games and arranging training and certification programs for referees.
- D. Coaches: The Director of Coaches shall assist the Program Director identifying and contacting prospective coaches, make recommendations to the Board on coaching issues and organize training programs for coaches.

Section 4: Members-at- Large

- A. Attend General Membership and Board meetings.
- B. Help other Board Members and Directors to fulfill their duties.
- C. Serve on a Select Committee, i.e. Publicity (Facebook, website, etc.).

Section 5: Immediate Past President

- A. Serve as an advisor to the board to efficiently transition the roles and responsibilities of the President.
- B. Remain on the board for a period of 1 year.
- C. The Past President is not restricted from running for another position on the board.

ARTICLE VI Elections

Section 1: If creating a new Board:

- a. The membership in attendance at the January General Membership Meeting shall elect members of the Board to fill the eleven (11) Board positions.
 - i. Officer Positions of President, Secretary/Treasurer, Program Director will be for a two (2) year period and the Officer Positions of Vice President, and Registrar will be for a one (1) year period.
 - ii. Two (2) Directors will be elected for two (2) year terms and two (2) Directors for one (1) year terms.

- iii. One Member at Large will be elected for a two (2) year term and one Member at Large will be elected for a one (1) year term.
- iv. Each member present may vote once for each position that is open for election.
- v. The elected board members shall elect from among themselves the Officers, Directors and Members at Large.

Section 2: If electing to an existing Board the membership in attendance at the January General Membership Meeting shall elect members of the Board to fill each vacant PSC Board position.

Section 3: A nomination committee, appointed by the President of PSC and approved by the Board, shall present a slate of candidates to the membership. Nominations may also be made from the floor at the General Membership Meeting.

Section 4: In the event there are more candidates for the Board than positions open, the candidates receiving the majority vote will be considered elected to the available positions. A tie for the final position (the least number of votes) will require a runoff between the individuals who tied, conducted as soon as the tie is determined to exist. Each member present will have one vote for the position that was tied. This will continue until the tie is resolved or all candidates tied for the position remove their names from nomination except one, that one will be considered elected to the Board.

Section 5: PSC Board members shall serve a two (2) year term.

ARTICLE IX Corporation Records and Reports

Section 1: The corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All such books, records, and accounts shall be kept at its principal place of business in the State of Alaska, as fixed by the Board from time to time.

Section 2: All books and records provided for in AS.10.20.131 of the Corporations Statute of Alaska shall be open to inspection for the Directors and members of this corporation, from time to time, and in the manner provided in AS.10.20.131 (b), of the Corporations Statute of Alaska; that is, for any proper purposes at any reasonable time.

Section 3: The original or a copy of these bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the members of the corporation, as provided in AS.10.20.131 (b), for any proper purpose at any reasonable time.

Section 4: All checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness, issued in the name or payable to the corporation, shall be

signed or endorsed by such person or persons and in such manner as shall be determined by resolution of the Board.

Section 5: The Board, except as in the bylaws otherwise provided, may authorize any Officer or Director to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 6: The Board shall cause an annual report or statement to be prepared by each officer and director presented to the Board, and such annual report or statement shall become a part of the permanent records of the business of this corporation.

ARTICLE X Compliance

As a member of Alaska Youth Soccer Association (AYSA), Palmer Soccer Club shall adhere to the Bylaws of AYSA where it is applicable. PSC will follow all city, borough and state ordinances and regulations governing the conduct of nonprofit corporations.

ARTICLE XI Dissolution

In the event the Palmer Soccer Club becomes defunct, merges with another organization, or is dissolved, the assets shall be turned over as directed by the laws of the State of Alaska. Upon the dissolution of PSC, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation within the Matanuska Susitna Borough which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under section 501 c (3) of the Internal Revenue Code.

Upon the dissolution of the PSC, the disposition of any net proceeds from charitable gaming conducted under AS 05.15 will go to a charitable organization operating within the Matanuska Susitna Borough, as defined at AS 05.15.690 or another qualified organization that is authorized to conduct activities under AS 05.15.

ARTICLE XI Amendments

Section 1: Amendments to the Bylaws may be proposed by the Board or by the general membership. A request for an amendment to the Bylaws by the membership must be submitted to the Board in writing, accompanied by a petition signed by a minimum of ten members.

Section 2: Bylaws may be adopted, amended, or repealed at any regular General Membership meeting by a majority vote of the members present. Printed copies shall be available for review from any Board member and on the PSC website for at least 30 days preceding the meeting at which vote shall be taken.

From 01/2016 copy of Bylaws

Amended 11/27/20

Approved 01/26/21