

BY-LAWS
Of
HILLSBOROUGH SOCCER CLUB
A NJ NONPROFIT CORPORATION
ADOPTED JUNE 21, 2016

ARTICLE I
NAME

This organization shall be known as the Hillsborough Soccer Club (HSC), a non-profit corporation.

ARTICLE II
MISSION AND PURPOSE

SECTION 1: Mission Hillsborough Soccer Club, (HSC) is committed to providing an opportunity for youth to participate and develop to their potential in a high quality and competitive soccer program that allows individual goals to be achieved. HSC will provide skills training and development as well organized games, competitions and other events to promote youth soccer and to allow for the development of the sport.

SECTION 2: Purpose The Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code (code) as the same may be amended from time to time.

GENERAL CORPORATE POWERS AND ACTIVITIES

The HSC will have and exercise all powers, rights and privileges granted to corporation organized as a non-profit pursuant to Title 15A of the New Jersey Statutes Annotated, as now or hereafter in effect, these By-laws, and the HSC's Articles of Incorporation, and may, at its discretion, take any reasonable action in support of, and engage in, activities and programs related to its mission. It is the intention of HSC at all times to qualify and remain qualified as exempt from income tax under Title 15A of the New Jersey Statutes Annotated and Section 501(c)(3) of the United States Internal Revenue Code of 1954 and any amendments thereto

ARTICLE III AFFILIATION

The HSC is an affiliated member of any league sanctioned by New Jersey Youth Soccer, United States Youth Soccer Association, and the United States Soccer Federation. HSC will maintain membership in good standing within these organizations, and comply with their constitution, By-laws and the rules and regulations.

ARTICLE IV GOVERNING AUTHORITY

The governing authority of the HSC shall be the Board of Trustees, which will provide oversight and guidance to the Board of Directors. The Board of Directors shall be responsible for the daily management and supervision of HSC. The powers of the Board of Directors are delineated by the By-laws as currently written and as may be amended by the HSC's general membership. The members of the Board of Directors are the club's Officers and shall be elected by the club's general membership. The President, Treasurer and Secretary shall serve on the HSC Trustees along with any other person elected by a simple majority of the Board of Directors to serve as Trustee.

ARTICLE V BOARD OF DIRECTORS

SECTION 1: Board of Directors Meetings The Board of Directors (the "Board") shall conduct an official business meeting on a monthly basis. This meeting is open to the general membership. A simple majority of the Board shall constitute a quorum and a quorum is required for an official business meeting. Meetings shall be conducted according to the form prescribed in Robert's Rules of Order. Official business meetings may also be called by the President or a simple majority of the Board.

SECTION 2: Term of Office The term of office for each member of the Board and the President shall be for two fiscal years, beginning the 1st of July after election to that position.

SECTION 3: Elections The Board shall be elected by the general club membership at the annual membership meeting. Individuals elected or temporarily appointed to the Board shall serve as the officers of HSC. Approximately half of the Board positions shall be open for election on one year, with the remaining positions open for election in the succeeding year. To maintain continuity the President and Vice President will be elected in alternate years. The Past President position is not an elected position. To be considered for election:

- A. Candidates must be members in good standing of HSC.
- B. For the position of President, candidates must have been a member of the HSC Board of Directors for at least two years before assuming the role.

Voting may be voice vote, roll call vote or written ballot as determined by the Board.

SECTION 4: Temporary Board Positions From time to time a Board position may be vacated or open. The President has the authority to appoint a temporary Board member to fill the position until the next election date. At the next general election, the vacated/open position shall be filled by election for either the remaining year of the current term, or for a new two year term, as appropriate.

SECTION 5: Responsibility and Authority

- A. All actions of the Board require the affirmative vote of a simple majority of officers present at an official Board meeting. The Board shall have the following responsibilities and authority:
1. Conduct the ongoing day-to-day operations of HSC. Operating rules, policies and procedures may be implemented to advance day-to-day activities of HSC. To be adopted, the operating rules, policies and procedures must be approved by a simple majority of Officers present at an official business meeting of the Board. All actions, rules, policies and procedures must be consistent with the provisions of HSC's By-laws.
 2. Represent the club at meetings of any affiliated organizations.
 3. Develop coaching licensing levels, training criteria, performance requirements and evaluation criteria. The Board shall approve the appointment of head coaches and assistant coaches of the member teams. Coaches and assistant coaches are appointed for terms of one seasonal year. The Board shall have the authority to remove and/or replace a coach or assistant coach at any time, upon a vote to so remove at an official Board meeting.
 4. Suspend, bar completely, or otherwise discipline any player, coach, assistant coach, failing to comply with rules and regulations, failing to fulfill membership requirements, for engaging in violent or abusive action/language or any action that is disruptive to HSC operations or hinders the fulfillment of HSC objectives. These actions must be voted on at an official Board meeting.
 5. Approve the formation of member teams, known as league team. This includes determining the number and makeup (age groups and specific members) of league teams.
 6. Approve the applications of all youths desiring participation in the HSC programs.
 7. Develop HSC's budget, approve budgeted operating expenditures, and determine registration fees and special assessments. These actions must be approved at an official Board meeting. With regard to expenditures, the President may authorize non-budgeted expenditures up to \$500.00 without a vote by the Board. The President is responsible for reporting such an action to the Board at the next regularly scheduled meeting of the Board.
 8. Maintain a dispute resolution protocol to address disputes, issues and concerns brought to the attention of the Board.

- B. The Board shall employ a dispute resolution protocol as follows:
1. All disputes, issues and concerns brought by any individual regarding the operation or functioning of HSC, or the conduct or behavior of HSC's coaches or members, or any other issue, shall be heard at a scheduled monthly meeting of the Board. Any individual, wishing to bring a dispute, issue or concern to the Board's attention shall advise the Secretary of the Board, in writing, at least thirty days prior to the meeting of the Board. At the discretion of the Board, individuals may be asked to attend the meeting and provide additional information.
 2. All proposed resolutions of disputes, issues or concerns, shall be approved by a vote of a simple majority of a quorum of the Board. The decision of the Board on all disputes, issues, and concerns is final. There exists no appeal to the Board of Trustees.
 3. At the discretion of the Board, consideration of any dispute, issue or concern may be adjourned or postponed to a subsequent meeting.
 4. At any time, if a dispute, issue or concern arises between Board members which cannot be resolved during the normal course of business of the Board, such dispute, issue or concern may be referred to the Board of Trustees for resolution. The decision to refer a dispute, issue or concern between Board members to the Board of Trustees must be determined by a vote of a simple majority of Board members at the next monthly meeting. It shall be the obligation of the Board member seeking the referral vote to provide the Secretary notice of the request for such vote, as soon as possible, but at least twenty days prior to the next monthly Board meeting. Upon notice of a request for referral, the Secretary of the Board shall, in writing, no less than ten days prior to the meeting in which the referral vote shall occur, notify all Board officers that a referral vote shall take place.
 5. The decision to refer a dispute, issue or concern existing between Board members to the Board of Trustees shall be made by a simple majority of a quorum at the meeting. If, by vote, it is determined not to refer the dispute, issue or concern to the Board of Trustees, the matter is resolved and shall be handled in the normal course of business of the Board. If, however, by vote, it is determined to refer the dispute to the Board of Trustees, the Secretary of the Board shall advise the Board of Trustees, in writing, of the referral. Such advise shall take place within ten days of the referral.
 6. Upon referral, the Board of Trustees shall convene a meeting to resolve the dispute, issue or concern. The Board of Trustees shall consider all possible resolutions presented by the Board and any other such resolutions it deems appropriate. The dispute, issue or concern shall be determined to be resolved when, upon a vote of a simple majority of a quorum of the Board of Trustees, the terms of a resolution is approved. The Board of Trustees shall advise, in writing, the Secretary of the Board, it's determination. Once a determination of the Board of Trustees has been rendered there shall be no further right to appeal.

ARTICLE VI
BOARD MEMBERS

The HSC Board shall consist of Officers serving as President, Vice President, Secretary, Treasurer, Coaching Director, Assistant Coaching Director, Fields Director, Ways and Means Director, Equipment Director, Registrar, Communications Director, and the Past President. The specific duties and responsibilities assigned to each officer include, and are not limited to, the following:

SECTION 1: President

- A. Organize and preside over all official Board meetings and general membership meetings.
- B. Manage club's operations. May make operational decisions with respect to specific situations, including the authority to immediately suspend any appointed HSC official, when it is impractical to solicit full Board approval for such suspension. The suspension shall be temporary and shall be reported to the Board in a timely manner. Decisions to temporarily suspend are subject to the review and approval of the Board. The authority to make permanent policy, personnel or operational changes rests solely with the Board.
- C. Implement decisions by the Board and Board of Trustees.
- D. Sign checks as an alternate for the Treasurer.
- E. Appoint temporary Board members.
- F. Act as the HSC's primary representative at mandatory affiliate meetings.
- G. Participate in the evaluation of coaches with the Coaching Director(s).
- H. Before and during the fall/spring seasons, in cooperation with the Field Director, verify that game fields are in a safe and playable condition.
- I. Oversee HSC public relations in coordination with other Board members.
- J. Liaise with local government, school, sports organization, and other officials on various matters affecting the HSC.
- K. Vote to break a deadlock of Board.
- L. Serve as a member of the Board of Trustees and Chairman of the Board of Trustees.

SECTION 2: Vice-President

- A. Assume all powers of the President in their absence.
- B. Serve as primary liaison and contact between HSC and leagues and represent the HSC at league meetings and function as affiliate contact.
- C. Coordinate the team flighting system and process each season.
- D. Oversee and coordinate the game schedules, fields, and referee assignments with the league.
- E. Coordinate and develop a referee mentoring program.
- F. Participate with the Coaching Director(s) and President in coaching evaluations.
- G. Perform responsibilities as assigned by the President. Serve as a member of the Board of Trustees.

SECTION 3: Secretary

- A. Take and maintain the minutes of all Board meetings, which, upon approval will become the official record of actions taken by the Board.
- B. Maintain the By-laws, policies and procedures, and club documentation.
- C. Maintain and manage records and files of all official HSC correspondence, generated by any HSC officer.
- D. Communicate meeting notifications and other official correspondence as required to the general membership and other individuals and entities.
- E. Serve as a member of the Board of Trustees.
- F. Oversee High School Scholarship committee and award process.

SECTION 4: Treasurer

- A. Develop the annual HSC budget to be submitted to the Board for approval. The budget will coincide with HSC's fiscal year.
- B. Maintain a record of all HSC expenditures. Keep the Board advised of the status expenditures balance against the budget.
- C. Manage the HSC's checking and other bank accounts and financial matters.
- D. Manage and maintain records of the HSC's financial, tax records and documents.
- E. File and maintain the Articles of Incorporation with the State of New Jersey.
- F. Maintain and coordinate the Work Bond Program
- G. Serves as a member of the Board of Trustees.

SECTION 5: Coaching Director

- A. Develop and manage programs to improve and enhance the knowledge and skill of the HSC's coaches. Ensure coaches meet affiliate and HSC licensing and training requirements.
- B. Act as the representative of the coaching staff to the Board. Communicate policy decisions, procedures and general information from the Board to the coaching staff.
- C. Coordinate the distribution of information regarding tournaments, coaching clinics and licensing courses to the coaches.
- D. In association with the President and Vice President, evaluate coaches and recommend appointment, development, and/or removal of coaches to the Board for approval.
- E. Organize and manage yearly league tryouts.
- F. Organize team player rosters and coaching rosters for approval by the Board.
- G. Oversee and act as main liaison with the professional training organization.

SECTION 6: Assistant Coaching Director

- A. Assume powers of the Coaching Director in their absence.
- B. Plan and organize the SAGE program.
- C. Assist with all duties and responsibilities the Coaching Director.

SECTION 7: Fields Director

- A. Ensure that the game and practice fields are in safe and playable condition.
- B. Coordinate all activities associated with maintaining and preparing fields/field equipment for games and practices.
- C. Prepare an annual budget for field maintenance to submit to the Treasurer, for inclusion in the annual budget.
- D. Schedule and obtain permits for all practice and game locations with the Township, Board of Education and other entities.

SECTION 8: Ways and Means Director

- A. Coordinate and manage all HSC fund raising activities.
- B. Coordinate publicity (with Communications Director) for HSC activities and events within the community.
- C. Coordinate professional picture days.
- D. Serve as primary Chairperson of the Banquet Committee to organize and coordinate the Annual Player Banquet or other player awards event.
- E. Prepare the annual budget for fundraising activities to submit to the Treasurer for inclusion in the annual HSC budget.

SECTION 9: Equipment Director

- A. Manage and account for all HSC equipment.
- B. Timely procure HSC equipment and respond to requests for equipment as needed.
- C. Prepare an annual budget for HSC equipment to submit to the Treasurer, for inclusion in the annual budget.
- D. Coordinate and manage the HSC team uniforms and accessories and, on an on-going basis, obtain competitive bids from vendors for uniforms for Board review.

SECTION 10: Registrar

- A. Manage and coordinate HSC player and league registration. Cooperate with league officials to ensure all registration activities are completed in a timely and thorough manner.
- B. Maintain official HSC player and league registration documents and records, including those pertaining to non-resident players, and maintain primary control of the online registration and billing database.
- C. Maintain coaches' licenses and other required certifications.

SECTION 10: Communication Director

- A. Maintain and oversee operation of the club website and social media outlets.
- B. Manage the communication, publication and distribution of announcements, bulletins, information, and other newsworthy accomplishments and events developed or submitted by the Board, players, coaches, and/or teams.

- C. Develop a communication plan to utilize electronic media, local print, TV and other media outlets to disseminate information about HSC events.
- D. Act as liaison with Hillsborough Community organizations and local businesses on behalf of HSC.
- E. Report the HSC weekly game results to the appropriate official league website

SECTION 11: Past President

- A. Act as an advisor to the Board on all matters.

**ARTICLE VI
MEMBERSHIP**

SECTION 1: Extending Membership Membership in the HSC shall be by invitation of the Board. Membership shall be extended to youth players and their parents or guardians via the invitation to play on one of the league teams. The Board may extend membership to other individuals at its discretion. Extension of membership shall not be influenced by an individual's race, sex, creed or national origin. The ability of a youth player to safely play the game is a factor for consideration.

SECTION 2: Voting General HSC members do not have voting privileges other than appointing Board of Directors and/or voting to amend these By-Laws at the Annual General Meeting. Only current members of the Board of Directors and Trustees may vote on all other issues.

SECTION 3: Affiliate Leagues Youth players must fulfill the registration requirements of the affiliate league(s), New Jersey Youth Soccer, United States Youth Soccer Association as well as HSC. This includes the timely payment of all registration fees and assessments associated with these organizations.

SECTION 4: Registration Fee The registration fee is determined from the annual budget. The fee shall cover the cost of running the league and meet HSC's costs and financial obligations to the affiliate organizations. This is a non-profit organization.

SECTION 5: Conduct Membership is contingent upon compliance with these By-laws, HSC policies and procedures, including the HSC Code of Conduct, and the policies and procedures of the United States Youth Soccer Association, New Jersey Youth Soccer, other affiliates. Members accept the responsibility to review and abide by these By-laws, policies and procedures. Members shall conduct themselves in a sporting like manner at all times and exhibit respect for the game, officials, players and spectators. Any abusive or violent behavior by a player or adult member may constitute grounds for the cancellation of membership.

ARTICLE VII

FISCAL AND SEASONAL YEAR

SECTION 1: Fiscal Year The fiscal year begins on July 1st and ends on June 30th.

SECTION 2: Seasonal Year The seasonal year is defined by the United States Soccer Federation.

ARTICLE VIII ANNUAL AND OTHER OFFICIAL MEMBERSHIP MEETINGS

An Annual General Membership (AGM) meeting shall be held in June of each year. The Board will notify the membership of the date of this meeting 30 days prior to the meeting date. Other membership meetings may be called by the Board at any time, with two weeks prior notice to the membership.

ARTICLE IX AMENDING THE BY-LAWS

Amendments to the By-laws require the approval of a simple majority of all the voting members present at the annual membership meeting. Any member can submit a proposed amendment to the By-laws, requesting a vote by the general membership at the annual membership meeting. Any such proposal must be submitted to the club Secretary, in writing, at least 60 days before the annual membership meeting. All proposed amendments to the By-laws must be circulated to the general membership at least 30 days prior to the annual meeting.

ARTICLE X OFFICERS' LIABILITY AND INDEMNIFICATION

SECTION 1: Indemnification To the fullest extent permitted by applicable provisions of New Jersey law and applicable laws and regulations then in effect, HSC will indemnify any person, made or threatened to be made, a party to an action or proceeding, including one by or in the right of HSC to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any officer of the HSC served in any capacity at the request of the HSC, by reason of the fact that such person, his testator or interstate, was Officer of the HSC or served such other HSC, partnership, joint venture, trust, employee benefit plan of other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeal therein, if such trustee or officer acted, in good faith, for a purpose which he or she reasonably believed to be in, or in the case of service of any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the HSC and, in criminal actions or proceedings, in addition had no reasonable cause to believe that the conduct was unlawful.

SECTION 2: Advancement of Expense To the fullest extent permitted by Applicable provisions of New Jersey law and any other applicable laws and regulations then in effect, upon request of any person who may be entitled to indemnification hereunder, the corporation will advance to such person reasonable expenses incurred by such person in defense of a civil or criminal action or proceeding to which such person has been made, or is threatened to be made, a party by virtue of serving, or having served, as an Officer of the HSC in any similar capacity with any other organization at the request of the Corporation. Such advancement will be contingent upon receipt and review by the officer designated by the Board further that in no event will any expenses be advanced without a written undertaking signed by such person agreeing to repay any such amounts advanced to, or on behalf of, such person if it is ultimately determined that the person may not be indemnified by HSC. All claims for advancements, supporting documentation, and written undertakings will be remitted to the attention of the Secretary of the Board at the principal office of the HSC.

SECTION 3: Indemnification and Advancement are Contract Rights The rights to indemnification and advancement provided hereunder are contract rights and will continue after such person has ceased to be a trustee or officer of the Corporation and will inure to the benefit of such person's heirs, executors, administrators, and legal representatives.