



CHELSEA SOCCER CLUB

home of the Sting



**By-Laws of
Chelsea Soccer Club Inc.
A Nonprofit Corporation**

**Approved March 3, 2003
Last Amended: June 2, 2005**

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Amendment History.

<i>Date</i>	<i>Type</i>	<i>Section</i>	<i>Description of Change</i>
6/2/2005	Change	6.7	Changed wording of Registrars functions to address any league or event sanctioned by CSC, not just Mid-State and AYSA
6/2/2005	Change	5.4	Changed number of at large directors to 7 from 5.

1 Definition of By-Laws.

These By-Laws constitute the code of rules adopted by the Chelsea Soccer Club INC., for the regulation and management of its affairs.

2 Purpose and Powers

This corporation will have the purpose and powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by law unless superseded by MSSSL, AYSA, USYSA, or USSF.

The primary purpose of this Corporation is to own, operate, and maintain a soccer club to provide youth soccer to youth of both sexes ages 17 and under, to teach sound soccer skills; to provide an environment for both the youth and the coaches engendering a strong desire to perform to the best of their abilities.

3 Principal and branch offices

The principal place of business of this corporation in Alabama will be located at an address the Board of Directors may select.

4 Membership

4.1 Definition of Membership.

The membership of this Corporation are those persons having membership rights in accordance with the provisions of these By-Laws.

4.2 Class of Members.

This Corporation will have one class of Members.

4.3 Qualification of Members.

The qualifications and rights of the Members of this Corporation are:

A Member is defined as the immediate family of a registered player. Each Member (family) is entitled to one vote.

All registered coaches of the Corporation shall automatically become Members of the Corporation.

4.4 Assessments.

Members will be subject to assessment of special fees and dues on the following basis:

The Board of Directors may, from time to time, determine the type of fees and dues which may be assessed to Members, as well as the amount thereof. The Board will have full authority to assess such fees and dues.

The amount of the fees and dues fixed by the Board of Directors shall become, on and after notice, an indebtedness to the Corporation collectable by due course of law. The failure to pay any dues or fees assessed shall render the Member liable to expulsion.

4.5 Members' Meetings.

4.5.1 Annual Members' Meeting

The annual meeting of the Members shall be held during the second quarter of the calendar year, at a time and place defined by the Board of Directors.

4.5.2 Special Members' Meetings.

Special meetings of the Members may be called by either of the following:

- The Board of Directors.
- The President.
- Members having ten (10) percent of the votes which all members are entitled to cast at such meeting.

4.5.3 Notice of Members' Meetings

Written or printed notice, stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, must be delivered not less than five (5) nor more than forty (40) days before the date of the Members' meeting, either personally, by (registered or certified) first class mail or at the direction of the President, the Secretary, or the officers or other persons or members calling the meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage prepaid.

4.6 Quorum of Members.

A quorum at any Members' meeting shall be the members present, plus fifty (50) percent plus one (1) of the Board of Directors. A simple majority of the votes entitled is necessary for the adoption of any matter.

4.7 Termination of Membership.

Membership will terminate in this Corporation on either of the following events, and for no other reason:

- Receipt by the Board of Directors of the written resignation of a Member, executed by such Member or his duly authorized attorney-in-fact.
- The death of a Member.
- The failure of a Member to pay dues, fines, or assessments on or before their due dates.

- For cause, inconsistent with membership, and determined by the Board of Directors to be in the best interest of the Corporation.

Before a membership terminates for any reason other than the resignation or death of a Member, the Member will be given an opportunity to be heard before the Board of Directors. A Member terminating membership status for reasons other than death, may be completely and automatically reinstated if the Member corrects the cause of termination before formal adoption by the Board of Directors of a resolution acknowledging such termination.

5 Directors.

5.1 Definition of Board of Directors.

The Board of Directors is a group of persons vested with the management of the business and affairs of this Corporation subject to law, the Articles of Incorporation, and these By-Laws.

5.2 Structure of Board.

The Board of Directors of this Corporation will constitute a single class.

The Board of Directors will be comprised of the President, Vice-President, Secretary, Treasurer, Registrar, and Directors-at-Large.

5.3 Qualifications of Directors.

The qualifications for becoming and remaining a Director of this Corporation are as follows:

- Directors must be a resident of the State of Alabama.
- Directors must be Members of this Corporation.

5.4 Number of Directors.

The number of Directors-at-Large of this Corporation will be seven (7).

5.5 Term and Election of Directors.

Election of the Board of Directors shall be annually at the Annual General Member meeting.

Director-at-Large will be elected for a term of two years. Each Director-at-Large will hold office for the term for which elected, or until termination of membership in the Corporation. The current Board of Directors shall remain in office until the General Membership Meeting of 2004.

Directors-at-Large may be removed from office when such action will serve the best interest of this Corporation in the manner prescribed in the Articles of Incorporation or these By-Laws. Such removal will be without prejudice to any contract rights of the Director so removed.

Directors-at-Large are expected to participate in the regular operations of this Corporation, and are subject to removal from office if their participation does not meet the following standards:

- Attendance at, or excused absences from, at least seventy-five (75) percent of all regular meetings of the Board of Directors.
- Attendance at, or excused absences from, regular Corporation functions including walk-in registration sessions.

5.6 Vacancies on the Board.

Any vacancy occurring in the Board of Directors shall be filled through appointment by the President of an individual who meets the qualification requirements described in section 5.3. The Board of Directors shall ratify any such appointments. The term of the appointment shall be from the date of its ratification until the next Annual General Members meeting.

5.7 Regular Directors Meetings.

Meetings of the Board of Directors will be scheduled monthly. Scheduled meetings may be re-scheduled, deferred, or cancelled at the discretion of the President. Meetings may be conducted using teleconferencing or other forms of electronic communication. Procedures for conducting meetings using electronic communication shall be approved by the Board of Directors.

5.8 Call of Special Board Meetings.

A special meeting of the Board of Directors may be called by either:

- The President or Vice-President.
- A majority of the Board of Directors.

Written, printed, or verbal notice stating the place, day and hour of a meeting of the Board of Directors will be delivered to each Director not less than five (5) nor more than ten (10) days before the date of the meeting, either personally, by (registered or certified) first class mail or at the direction of the President, the Secretary, or the Directors calling the meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage prepaid.

Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice for such meeting except where the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Meetings may be conducted using teleconferencing or other forms of electronic communication. Procedures for conducting meetings using electronic communication shall be approved by the Board of Directors.

5.9 *Quorum of Directors*

A majority of the whole Board of Directors will constitute a quorum. The act of the 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 under the Articles of Incorporation of this Corporation, or any provision of these By-Laws.

5.10 *Executive Committee.*

The Executive committee shall consist of the President, Vice-President, Secretary, Treasurer, Registrar, and any Director-at-Large as may be appointed by the President.

The Executive Committee may act with the authority of the Board of Directors in the event that the following specific types of business are before a meeting of the Board of Directors, and said meeting has not achieved a quorum within the fifteen (15) minutes of its scheduled start time:

- Disposition of minutes of previous meetings of the Board of Directors.
- Disposition of refund requests.
- Other categories of business as may be approved by the Board of Directors during a full meeting of the same.

6 Officers

6.1 *Roster of Officers*

The officers of the Corporation will consist of the following personnel:

- President
- Vice-President
- Secretary
- Treasurer
- Registrar

6.2 *Selection of Officers.*

Each of the Officers of this Corporation will be elected annually by a majority vote of the Members at the Annual General Membership meeting. Each Officer will remain in office from the period 1 June through 31 May. Newly elected officers will take office 1 June for the term elected.

The Board of Commissioners, Board of Directors, and Members will provide a list of nominees for election to each office.

6.3 *President.*

The President will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such

other duties as may be provided in the By-Laws or as may be prescribed from time to time by the Board of Directors. The President shall have the power (along with the Treasurer) to sign checks and disburse monies. The President may not, however, enter into any contracts, leases, or other instruments executed in the name of and on behalf of the Corporation, without the consent of the Board of Directors. The President or his appointee will represent the Chelsea Soccer Club Inc., in any organizations to which the Corporation affiliates. The President will be the custodian of the corporate records.

6.4 *Vice-President.*

The Vice-President, subject to the control of the Board of Directors, will perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. The Vice-President will perform such other duties as may be prescribed from time to time by the Board of Directors.

6.5 *Secretary*

The Secretary will keep the minutes of all meetings of the Members and of the Board of Directors, will give all notices as required by law or by these By-Laws, and generally, will perform the duties incident to the office of Secretary and such duties that may be required by law, by the Articles of Incorporation, as may be provided in the By-Laws, or as may be prescribed from time to time by the Board of Directors.

6.6 *Treasurer*

The treasurer will deposit the funds as required by the Board of Directors, will sign corporate checks and disburse funds, will keep and maintain adequate and correct amounts of the Corporation's properties and business transactions, will render reports and accountings to the Directors and Members as required by the Board of Directors, Members, or by law, and will perform in general all duties incident to the office of Treasurer and such duties that may be required by law, by the Articles of Incorporation, as may be provided in the By-Laws, or as may be prescribed from time to time by the Board of Directors.

6.7 *Registrar*

The Registrar shall work with the commissioners and coaches to see that each player is properly registered for any Chelsea Soccer Club teams, submit all registrations for leagues or events sanctioned by Chelsea Soccer Club, compile a directory of all players, review all tournament registrations submitted by individual teams, keep coaches informed as to players ineligible due to disciplinary actions taken by the Board of Directors, and will perform in general all duties incident to the office of Registrar and such duties that may be required by law, by the Articles of Incorporation, as may be provided in the By-Laws, or as may be prescribed from time to time by the Board of Directors.

6.8 *Removal of Officers*

Any officer elected to office may be removed by a three-fourths majority vote of the Board of Directors whenever in their judgment the best interests of this Corporation

will be served. The Officer under consideration may not participate in the vote. However, such removal will be without prejudice to any contract rights of the Officer so removed.

7 Committees and Commissioners.

7.1 Committees

All committees shall be appointed by the President. Each committee shall have a minimum of two members of the Board of Directors represented.

7.2 Board of Commissioners.

The Board of Commissioners of the Chelsea Soccer Club Inc. shall consist of the commissioners. Commissioners shall be nominated by a committee. The Board of Commissioners shall be appointed by the Board of Directors.

The Board of Commissioners shall perform the duties as directed by the Board of Directors.

The Board of Commissioners shall appoint a current commissioner as Executive Commissioner.

8 Operations.

8.1 Fiscal Year.

The fiscal year of this Corporation will begin January 1 and end on December 31.

8.2 Books and Records.

This Corporation will keep current and complete books and records of accounts, and will keep minutes of the proceedings of its Members, Board of Directors, and Officers. This Corporation will keep at its principal place of business a membership register giving names, addresses, and other details of the membership, the original copy of the current By-Laws including amendments to date certified by the Secretary of the Corporation.

The Corporation shall have an audit performed from time to time.

8.3 Inspection of Books and Records.

All books and records of this Corporation may be inspected by any member, his agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

8.4 Nonprofit Operations - Compensation.

This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Directors

or Officers. However, the Corporation may pay compensation in a reasonable amount to Members, Officers or Directors for services rendered.

8.5 *Club Colors*

The colors of the Chelsea Soccer Club Inc. shall be white and royal blue.

9 Amendments.

9.1 *Amendments of Articles of Incorporation.*

The power to alter, amend, or repeal the Articles of Incorporation is vested to the Board of Directors and the Members. Such action must be taken pursuant to a resolution approved by a majority of the Directors and a majority of the Members.

9.2 *Modifications of By-Laws.*

The power to alter, amend, or repeal these By-Laws, or to adopt new By-Laws, insofar as is allowed by law, is vested in the Board of Directors, and the same shall be taken pursuant to a majority vote of the Board of Directors.

10 Adoption of By-Laws.

10.1 Action.

Adopted by the Board of Directors by resolution and vote on March 4, 2003, at Birmingham, Alabama by signatories below:

_____ David H. Sharp President	_____ Scott A. Carpenter Vice President
_____ Mark Rose Treasurer	_____ Sandra Murray Secretary
_____ Lona Evans Registrar	_____ Jamie Shaddix Board Member
_____ Helen Sharp Board Member	_____ John Stewart Board Member
_____ John Kehoe Board Member	_____ Jason Wood Board Member
_____ Joseph Smith Board Member	