

SCARBOROUGH SOCCER CLUB

BY-LAWS

ARTICLE I: NAME AND OFFICES

- 1.1 The name of this Corporation shall be the Scarborough Soccer Club also known as the “SSC”. The principal office of the club shall be located in Scarborough, Maine.

ARTICLE II: AFFILIATION

- 2.1 **Affiliation**
The Scarborough Soccer Club shall maintain affiliations with SoccerMaine, the United States Soccer Federation (USSF) and the United States Youth Soccer Association (USYSA) and other soccer-related groups as appropriate.

ARTICLE III: PURPOSE

- 3.1 The purpose & mission of the SSC is:
 - 3.1.1. To provide each player with age appropriate and grade appropriate chances to play competitive soccer.
 - 3.1.2. To promote an atmosphere whereby players gain valuable experience in the game of soccer, and also have fun.
 - 3.1.3. To provide leadership that promotes fairness, skill development and sportsmanship.
 - 3.1.4. To provide education, learning and refereeing experiences for all Scarborough players.
 - 3.1.5. To create a complete competitive and non-competitive program for U9 - U14 as specifically outlined in the parent handbook.
 - 3.1.6. This Corporation shall be a public benefit corporation as described in the Maine Nonprofit Corporation Act, 13 M.R.S.A. Sec. 101 et seq., and shall only engage in activities as are permitted by Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV: RECORD KEEPING

- 4.1 There shall be kept, at a location designated by the board of Directors, records of Membership and complete accounts of the activities and transactions of the SSC. These shall include, but are not limited to, a minute book, a copy of the SSC philosophy, its By-Laws, and all amendments. Records may be kept in an accessible and electronic format such as on a web site, as determined by the Board of Directors that is consistent with legal requirements.

- 4.2 Any Board member shall have the right, for any proper purpose and at any reasonable time, on verbal demand stating the purpose thereof, to examine the books and records or accounts, minutes, and records of members of the club.
- 4.3 The duly elected Secretary of the SSC shall be responsible for maintaining, storing, and rendering the official records of the club.
- 4.4 Records shall be kept for a period not less than two calendar years immediately prior to the current calendar year. Records may be retained longer based upon policy established by the Board of Directors.

ARTICLE V: MEETINGS

- 5.1 The annual meeting shall be held in the month of February at a time and location as determined by the Board of Directors.
- 5.2 The date, time and location for the annual meeting shall be established and published no later than 30 days prior to the meeting. Notification of the members of the SSC shall be accomplished through a communication on the SSC website and such other public notice as viewed reasonable.
- 5.3 The purpose of the annual meeting shall be to provide all members of the SSC a forum to communicate and discuss club affairs with the Board of Directors, to elect new officers to the Board of Directors when terms expire, to review an Annual budget, and to vote on proposed amendments to these By-Laws.
- 5.4 The Board of Directors may call a special meeting for the purpose of emergency elections or conduction of other board business if necessary. Such special meeting must conform to the same 30 day notification process outlined for the annual meeting.
- 5.5 Roberts Rules will govern the conduct of the meeting.

ARTICLE VI: MEMBERSHIP

- 6.1 There shall be two classes of Membership; voting and non-voting:
 - 6.1.1. Voting members shall be the members of the Board of Directors, which is comprised of the five elected officers and the five appointed officers.
 - 6.1.2. Non-Voting members comprise the following groups:
 - 6.1.2.1. Any player on a team who has paid his/her Registration fee and is up to date.
 - 6.1.2.2. Parents or legal guardians of players as described in 5.1.2.1 above are automatically non-voting members of SSC.
 - 6.1.2.3. All coaches of the SSC.
 - 6.1.2.4. Any staff position created, approved, and appointed by the Board of Directors.

ARTICLE VII: BOARD OF DIRECTORS

- 7.1 The general management of all affairs of the SSC shall be vested in the Board of Directors, and shall be the ultimate authority on all issues. The board shall be comprised of up to ten members, five who shall be elected and five who shall be

appointed by the board of Directors. The SSC Board of Directors will work under the guidelines of SoccerMaine.

- 7.2 The five (5) elected positions for the Board of Directors shall be President, Vice-President, Registrar, Secretary and Treasurer. Up to five (5) appointed positions for the Board of Directors shall be allowed. Currently, they include Director of Coaching and Player Development, Director of Equipment, and Director of 4 v4, Director of Uniforms.
- 7.3 Duties:
 - 7.3.1. President: The President shall be the Chief Executive Officer and shall in general, supervise and control all of the business and affairs of the Scarborough Soccer Club.
 - 7.3.2. Vice President: Shall perform all the duties of the President if required and other duties as determined by the board. The Vice-President shall perform the duties of the President in the absence of the President and shall fill out the President's term in the event that President is unable to complete his/her term.
 - 7.3.3. Secretary: Shall maintain the minutes of the Board meetings; give notice of all meetings; maintain the minutes and other official records; and shall perform all other duties directed by the Board of Directors.
 - 7.3.4. Treasurer: shall receive, disburse and record all SSC funds; keep full and accurate accounts of receipts and disbursements; deposit all monies in the name of SSC; sign all checks and render to the Board and members an accounting of all transactions and perform all other financial duties as directed by the Board.
 - 7.3.5. Registrar: Shall collect, process, and maintain the registration information for all SSC players, coaches, Board of Directors, and volunteers; shall serve as the coordination point between the SSC and SoccerMaine state registrar; and perform all other duties as directed by the Board.
 - 7.3.6. Director of Coaching & Player Development: Shall recruit, nominate, train and assist the coaching staff of the SSC to successfully accommodate player development; serve as the primary liaison between the coaches and the Board of directors; and perform all other duties as directed by the Board.
 - 7.3.7. Director of 4V4 Lobster Classic: Shall be the lead organizer and Tournament director for the 4v4 tournament; shall properly register this tournament with governing bodies; shall recruit teams to play in the tournament as necessary; and perform all other duties as directed by the Board.
- 7.4 Each officer shall be elected at the annual meeting. The President and Vice-President shall be elected at the annual meeting held on even numbered years. The Secretary, Registrar and Treasurer shall be elected at the annual meeting held on odd numbered years.
 - 7.4.1 The elected officer's shall nominate and vote on each of the appointed Board positions. A majority vote of the elected officers is required to appoint the nominee.

- 7.5. Removal from Office:
- 7.5.1. Any Board member can be removed from office for just cause which includes but is not limited to failure to fulfill their duties as mentioned in 6.3, for actions, statements or behavior which are contrary to the interests of the club; for conduct that would reflect poorly on the club; for violations of SoccerMaine ethical code or violations of Maine Law, Code of Conduct and other items as outlined in the Parents Handbook.
 - 7.5.2. Prior to any removal. The Board of Directors will notify the member in writing of the charges against him/her and will allow that member a reasonable opportunity for a hearing before the Board.
 - 7.5.3. The Board of Directors will promptly convene a meeting to hear the grievance and rebuttal.
 - 7.5.4. Any such removal shall be by a unanimous vote of the present voting members of the Board of Directors, excluding the member being considered for removal. A two-thirds majority of voting members must be present to remove another member.
 - 7.5.5. A new director may be elected by the Board to serve out the unexpired term of the director so removed. If the President is so removed, the Vice-President shall become the President and serve out the unexpired portion of the term. Any such removal shall be by a unanimous vote of the members of the Board of Directors.
- 7.6 Resignations:
- 7.6.1. In the event of a resignation of a member, a new director may be elected by the Board of Directors to serve out the unexpired term. In the event the President resigns, the Vice-President shall become the President and serve out the unexpired portion of the term.
- 7.7 Nominations:
- 7.7.1. Nominations for elected officers will be accepted up until 30 days prior to the Annual Meeting.
 - 6.7.1.1. Any adult SSC member can be nominated.
 - 6.7.1.2. Election shall be conducted as pursuant in provisions of Article 5
- 7.8. The first meeting of the new Board of Directors shall be held within one (1) month of the election. The new Board of Directors will establish a suitable schedule each month for its regular meetings.
- 7.9. The Board shall have the right to hold executive sessions to discuss issues which may require privacy. For executive sessions, only voting Board members may attend.
- 7.10. Special Board meetings may be held upon the request of any Board member,

Specifying the time, date, place and purpose of the meeting.

- 7.11.1 A majority of voting Board members shall be required at a meeting if a quorum is participating in person or telephonically.
- 7.12. Except as provided elsewhere herein, voting will be by simple majority.
- 7.13. In the event of a tie vote, the vote of the President shall be the deciding vote on any such issue. If the President is not present or abstains from voting, the vote of the Vice-President shall be the deciding vote on any such issues.

ARTICLE VIII: AMENDMENTS

- 8.1. These by-laws may be amended by a two-thirds (2/3) vote of the entire Board.
- 8.2. Written notices must be given to all Board members Thirty (30) days prior to any meeting which an amendment to the by-laws is to be acted upon.
- 8.3. Thirty (30) day written notice may be waived by unanimous vote of all Board members.

ARTICLE IX: COACHES

- 9.1. All SSC coaches and assistant coaches must be approved by the Board of directors.
- 9.2. The Board shall have the authority to set standards of conduct for coaches, and to establish a code of discipline for players and coaches.
- 9.3. All coaches will earn SoccerMaine e-license, attend Coaches meetings and regular club Board meetings.

ARTICLE X: INDEMNIFICATION

- 10.1. The Corporation shall, in all cases permitted by law, including without limitation Section 714 of title 13-B of the Maine Revised Statutes Annotated, indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Scarborough Soccer Club or is or was serving at the request of the Scarborough Soccer Club, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action, suit or proceeding; except that no indemnification shall be provided for any person with respect to any matter as to which that person shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her

action was in the best interest of the Scarborough Soccer Club or, with any respect to any criminal action or proceeding who had no reasonable cause to believe that his or her conduct was lawful or, in fact, believed that such conduct to be unlawful. The termination of any action, suit or proceeding by judgment, order or conviction adverse to such person, or by settlement or plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith in the reasonable belief that his or her action was in the best interest of the Scarborough Soccer Club, or with respect to any criminal action or proceeding, that such person had no reasonable cause to believe that his or her conduct was unlawful or, in fact, believed such action to be unlawful. The foregoing rights of indemnification shall, in the case of the death or incapacity of any Director, Officer or other person, ensure to the benefit of his or hers heirs, estate, executors, administrators, conservators or other legal representatives.

ARTICLE XI: GENERAL PROVISIONS

- 11.1. Fiscal year will begin in January 1 and end on December 31.
- 11.2 No part of the earnings of the SSC shall benefit or be distributed by its Members or other private parties except for official club business.
- 11.3 Upon dissolution of the SSC, the board, after paying all liabilities of the SSC shall dispose of all the assets for charitable, educational, or scientific purposes and that qualify as an exempt organization, under Section 501 (c) (3) of the Internal Revenue Code.
- 11.4 This article shall be inalterable.
- 11.5 The membership fee for members, includes any separate class of members, shall be set by the Board of Directors. These fees shall be changed by the Board of Directors from time to time in its discretion.