

Amended and Restated By-Laws of North Allegheny Soccer Club

Article I Name

This association shall be known as the North Allegheny Soccer Club, Inc. (hereafter referred to as the "Club.")

Article II Purpose

1. The purpose of the Club shall be to develop, promote and administer the game of soccer for youth nineteen (19) years of age and under living within the North Allegheny school district.
2. The Club is organized and operated exclusively for the above stated charitable and educational purpose, and other related non-profit purposes and no part of any earnings or income shall inure to the benefit of, or be distributed to, its members, officers or other private parties. No board member, officer, coach, player or referee shall receive or shall be entitled to receive any pecuniary profit from the Club except as salary or compensation for services rendered or for reimbursement of expenses. Notwithstanding any other provision of this constitution, the Club shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") or corresponding provisions of any subsequent federal tax law.

Article III Affiliation

1. The Club shall be an affiliate of the PA West Soccer Association (hereinafter referred to as "PA West") and has been constituted as a youth soccer association. The Club shall be subject to the authority of PA West, the United States Youth Soccer Federation (hereinafter referred to as "USSF"), and the Federation Internationale de Football Association (hereinafter referred to as "FIFA").

Article IV Government

1. The Club shall be governed by these Amended and Restated By-Laws ("By-Laws") and by any rules and regulations adopted by the Club's Board of Directors (hereinafter referred to as the "Board") and updated from time to

time. All rules and regulations adopted by the Board (hereinafter referred collectively or individually to as “Rules and Regulations” or “Rule” or “Regulation”) shall be numbered to correspond to the corresponding Article in these By-Laws, and the date each Rule or Regulation is adopted and, after adoption, shall be organized by Article number and date adopted.

2. The Club shall retain its own autonomy, but will adhere to the constitution, by-laws and regulations of PA West in all matters pertaining to interstate, regional, national, and international competition, or in other competitions sponsored by PA West.

Article V

Membership

1. Membership in the Club shall be conferred upon all parents or legal guardians of any player registered during the Seasonal Year (as defined below) and who has paid all applicable Club fees then due and owing.
2. Membership in the Club shall also be conferred on each coach and assistant coach 18 years of age or older.
3. Membership in the Club shall also be conferred upon all members of the Board.
4. Membership shall continue throughout the entire Seasonal Year (as defined below) unless the said member is removed as described herein.
5. Each such enumerated member in good standing shall be entitled to voting rights at any general meeting of the membership of the Club as provided in the By-Laws.
6. The acceptance of membership obligates the member to comply with the provisions of the By-Laws and any Rules and Regulations of the Club that may exist.
7. The Club does not and will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

Article VI

Member Discipline and Removal

1. Any Club member (including any coach, assistant coach, parent, legal guardian or board member) and any player may be disciplined or removed after motion and a majority vote of the Board in attendance at a regularly scheduled meeting or a specially scheduled meeting, provided there is a quorum.
2. Discipline and removal shall be at the sole discretion of the Board whenever in its judgment the best interest of the Club will be served thereby.
3. Before the Board can discipline or remove a Club member or player, notice of the date and time of the meeting at which the discipline or removal vote will be taken shall be made by email or any other recognized form of electronic communication, or by mail to the Club member or player to their email address (and if by mail, to the physical mailing address) listed with the Club.

- Any form of the above-identified communication to the Club member shall satisfy the requirements, and the communication shall be deemed to have been made upon delivery of such communication. Such Club member or player shall also be notified of and be permitted to be present at the meeting, and also be permitted to be represented by an attorney provided notice of such intention to be represented by an attorney is received by the Board Secretary or President at least 48 hours prior to the meeting.
4. No Board member may be disciplined or removed during the same meeting at which the motion is made.
 5. Discipline or removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of any officer or agent shall not in itself create contract rights.
 6. In the event of discipline or removal, the Board shall state the duration of such discipline or removal, and in the event the duration is not stated then the duration shall be for the remainder of the Seasonal Year (as defined below).
 7. In the event the Board votes in favor of removing or disciplining any Club member or player, then the Board shall send written notification of the action taken within 72 hours to the subject of such discipline or removal.
 8. There shall be no legally enforceable rights of appeal or reconsideration resulting from any disciplinary or removal action by the Board and the Board is vested with complete judgment and discretion to act in the best interests of the Club in all disciplinary and removal actions.
 9. The person who is the subject of discipline is allowed to request reinstatement or reconsideration by submission of a written request to the President of the Club. The Board shall have complete discretion whether to entertain the request and there shall be no enforceable right to have the request voted on by the Board.
 10. Nothing in this Article shall limit the Club's ability and right to hire, remove or discipline its agents, employees, vendors or contractors.

Article VII

Fees

1. The Board shall develop, prescribe and from time to time update a fee structure for Club membership and/or participation in any programs offered by the Club, including a reasonable late fee, taking into account the level of play, number of players registered, the costs and expenses of the particular programs and any other considerations the Board deems relevant.
2. The Board is authorized to establish Rules and Regulations to waive any fees.

Article VIII Seasonal Year

1. Each seasonal year shall begin on July 1 and end on June 30 of the following calendar year (hereinafter referred to as the "Seasonal Year"). These By-Laws and any of the Club's Rules and Regulations that may exist shall be in effect during the entire twelve (12) months of the Seasonal Year.
2. The Club shall distribute its income at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent federal tax law.
3. The Club shall not:
 - a. Engage in act of self-dealing as defined in Section 4941(d) of the Code;
 - b. Retain any excess business holdings as defined in Section 4943(d) of the Code;
 - c. Make any investments in such a manner as to subject it to tax or jeopardize the Club's charitable purpose under Section 4944 of the Code; or
 - d. Make any taxable expenditures as defined in Section 4945(d) of the Code.

Article IX Board of Directors

1. The government of the Club with the authority set forth herein and in any Rules and Regulations that may exist shall be vested in a governing body known as the Board of Directors ("Board"), and by the Executive Committee of the Board.
2. The composition of the Board members shall be as follows:
 - a. The President, who shall be the chief executive officer of the Club and direct Club activities, shall preside at all Board meetings, Executive Committee meetings, general membership and any special meetings, shall coordinate with and attend meetings with PA West and other entities with Club relationships, as necessary, shall coordinate agreements with entities related to Club field use, shall assist other Board member with duties, as necessary, shall make an annual report to the Club at its annual general membership meeting, shall sign all written contracts, obligations or instruments of the Club, shall be authorized to sign club checks, and perform other such duties as specified in these By-Laws and any Rules and Regulations the Club may develop.
 - b. The Vice-President of Travel Soccer, who shall perform the duties of the President in the President's absence, shall oversee and coordinate the Club travel soccer programs, including tryouts and

establishment of travel teams, shall upload documentation for travel players, coordinate the registration process with PA West, assure necessary paperwork is available for the travel teams, shall assist Travel Age Group Coordinators and travel coaches with questions, team issues and information needed, shall coordinate with appropriate persons regarding practices and games, shall calendar and coordinate travel soccer activities for Club teams attending any tournaments, shall be authorized to sign club checks, and shall perform such other duties assigned by the Club President. The Vice-President of Travel Soccer shall immediately assume all duties of Treasurer if the elected Treasurer is unable or unwilling to fulfill his or her duties.

- c. The Vice-President of In-House Soccer, who shall oversee and coordinate the Club in-house soccer programs, including establishment of in-house teams, shall upload documentation for in-house players, coordinate the registration process with PA West, assure necessary paperwork is available for the in-house teams, shall assist In-House Age Group Coordinators and in-house coaches with questions, team issues, and information needed, shall coordinate with appropriate persons regarding practices and games, shall calendar and coordinate in-house soccer activities for Club teams, shall be authorized to sign club checks, and shall perform such other duties assigned by the Club President.
- d. The Treasurer, who shall be the custodian of Club funds, be responsible for preparing all checks on behalf of the Club, be authorized to sign club checks, provide an accounting of Club finances at each regular meeting of the Board, be responsible for preparing and presenting an annual Budget at the General Annual Meeting, and shall be responsible for any reports or annual filings required by the Commonwealth of Pennsylvania and the Internal Revenue Service, including arranging for any required independent audit of the financial records of the Club. All money received by the Club shall be deposited in the name and to the credit of the Club in banks or other places of deposit as may be approved by the Board of Directors from time to time.
- e. The Director of Coaching and Player Development, who shall be responsible for the overall coordination of Club coaches at all age groups, including organization of all coaches training and all player development programs, shall develop and coordinate the tryout process for travel teams, shall monitor rule changes and advise accordingly, shall assist with required certifications for coaches, shall provide guidance and assistance to coaches and players with questions, team issues and information needed. This Director will be responsible for coordination between the Club and all professional training consultants contracted for coaching and/or player development. This shall include scheduling of all

development programs in coordination with the appropriate program directors involved.

- f. The Director of Field Scheduling, who shall coordinate with appropriate persons and establish the season schedules regarding the assignment of fields for practices and games for travel and in-house Club teams, shall coordinate with the appropriate persons regarding any changes to any scheduled practice or game, and shall assist the Club President with the actions necessary for fields acquisition, including identification of candidate sites, obtaining financial estimates necessary for the acquisition of fields, and, as necessary, interacting with those persons or agencies that may be able to provide such fields for Club use.
- g. The Director of Field Maintenance, who shall be responsible for maintenance of Club fields in proper working order, shall coordinate any Club field days involving work, repair and maintenance to Club fields, shall coordinate field lining and landscaping, shall inventory goals and nets and coordinate related actions relating to goals and nets on Club fields, and shall coordinate, as necessary, with appropriate persons regarding need to change practices and games due to Club field issues.
- h. The Secretary, who shall obtain locations for meetings, record and distribute minutes of meetings, and maintain in an orderly fashion an archive of Club documents to be located in a shared drive or location accessible by the Board, including Meeting Minutes, any Rules and Regulations, any Club policies, and appropriate contact information for Club members, shall assist with Club contracts, as necessary, and shall send official club correspondence.
- i. The Director of Referees, who shall be the Club liaison to the PA West referee community. Responsibilities will include, but not be limited to, recruitment of referees for the Club, organization and administration of referee training and programming, coordination with PA West of opportunities for USSF referee certification and recertification of referees, scheduling and assignment of referees to club matches, and communication of playing rules to the referees assigned to such matches.-The Director of Referees must be a certified Referee assignor to assume this role.
- j. The Past President of the Club, who shall be the immediate past president of the club and who shall be called upon to participate and provide guidance and assistance as necessary.
- k. The Registrar, who shall be responsible for the organization and implementation of processes to register players and collect Club fees, shall communicate and coordinate payments and refunds relating to fees, shall assist with information relating to field permits, and shall provide the Club with statistics concerning the number of players registered in their respective divisions. In addition, as may be necessary, the Registrar will assist with uploading

documentation for travel players, coordinate team approvals with PA West, and assure necessary paperwork is available for the travel teams.

- l. The Director of Equipment, who shall be responsible for purchasing and maintaining the inventory of the Club's equipment, including, but not limited to, practice jerseys, items necessary for coaches, and equipment for fields, such as goals, nets and corner flags, shall organize and assist with provision of Club equipment necessary for tryouts for travel teams, and shall assist with coordination of player uniform ordering process and distribution.
- m. The Director of Rules and Regulations, who shall serve as Club parliamentarian and be responsible for the development of Club Rules and Regulations, review of proposed Rules and Regulations and proposed By-Laws changes, shall assist with the creation, review and amending of any Club policies, and shall coordinate the securing and approval of background checks, licenses, and certifications and related requirements for Club coaches and volunteers.
- n. The Director of Community Relations, who shall be responsible for the dissemination of information concerning the Club to the community as a whole, through social media or otherwise, including announcements concerning Club registrations and tryouts, coordinating potential sponsorships and related activities, and helping to advertise and promote the Club within the community.
- o. The Director of Technology, who shall be responsible for the Club's website, shall perform all actions necessary to secure, update and maintain the Club's website, shall assist Board members with any and all links on the Club's website designed to assist with their roles and responsibilities, and shall assist, as necessary, with electronic marketing and publications designed to serve the Club.
- p. The In-House Age Group Coordinators, who shall be responsible for the coordination of the In-House activities and players in their assigned age groups. This shall include assignment of players to teams, recruitment and selection of coaches, and development of game and practice schedules (and any changes thereto), and addressing any questions or information needed from any Club coach, player or parent, and facilitating PA West-required league registration of all players in their assigned age groups. Age groups and the number of In-House Age Group Coordinators will be determined and established by the Board during each Seasonal Year.
- q. At-Large Members (up to 8), who are available to assist other board members or work on Club projects. It is hoped that at-large positions would also provide a training opportunity for transition into another specific board position previously listed.

3. Each Board member shall review, sign, date, and deliver to the Secretary of the Club the Conflict of Interest Policy attached hereto as Exhibit A.
4. The full Board shall meet as provided in any Rules and Regulations that may exist but in no event less than once every quarter not including the Annual General Membership meeting (as defined below).
5. Board members, whether elected or appointed, shall serve one year terms, running from the date of the Annual General Membership meeting (as defined below) where elected or appointed until the date of the next Annual General Membership meeting.
6. The President shall be required to have been a Board member for at least one year immediately preceding the election.
7. No Board member shall hold more than one office at a time.
The Board positions of President, Vice-President of Travel Soccer, Vice-President of In-House Soccer, Treasurer, and Secretary shall not serve for more than two consecutive complete terms at the same position without a one year hiatus from that position, unless a candidate is not nominated for that position.
8. Each Board member shall have one vote and the President shall only vote in the event of a tie.
9. The presence of at least seven Board members shall constitute a quorum for the transaction of business at a regular meeting of the Board. Proxy voting shall not be allowed. Any committee meetings must have at least one-half of the committee members present to constitute a quorum.
10. Any vacancies occurring on the Board during the Seasonal Year shall be filled by a majority vote of the Board provided there is a quorum present. The term of each new Board members arising from a vacancy shall continue in office until the date of the next annual meeting.
11. Members of the Board or any committee may participate in a meeting of the Board or committee by means of in-person conference, telephone, electronic videoconference, or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Article X:

Executive Committee

Section 1: Purpose

1. The purpose of the Executive Committee shall be to coordinate the operation of the Board and to conduct day to day Board level operations between Board meetings, make recommendations to the Board, and perform such

other duties as directed by the Board, as specified in these By-Laws or as set forth in any Rules and Regulations that may exist.

2. The Executive Committee shall also establish and monitor Club policies and practices designed to identify and appropriately manage risks related to Club operations. The referenced policies and practices shall address matters concerning, among other things, safe participation in Club activities by members, players, referees, and other participants; the safeguarding of Club financial and other assets; and appropriate insurance (including, but not limited to, general liability, directors and officers insurance, etc.) and related programs.

Section 2: Members

1. The members of the Executive Committee shall be comprised of the following persons:
 - a. The President who shall serve as Chair of the Executive Committee;
 - b. The Vice-President of Travel Soccer;
 - c. The Vice-President of In-House Soccer;
 - d. The Treasurer;
 - e. The Secretary;
 - f. The Director of Coaching and Player Development; and
 - g. At least three of the following Board members: Director of Field Acquisition and Scheduling, Director of Field Maintenance, Director of Referees, Past President, Registrar, Director of Equipment, Director of Rules and Regulations, Director of Community Relations, and Director of Technology.
0. If the Secretary is not present, one of the other members of the Executive Committee shall serve as secretary to record notes, recommendations, and other activities of the Executive Committee.

Section 3: Elections

1. The Executive Committee shall be formed at the first Board meeting after the Annual General Membership meeting (as defined below) and shall serve until the next Executive Committee shall be formed.
2. The President shall suggest a slate of Board members to serve on the Executive Committee and election shall be upon motion and majority vote of the Board provided there is a quorum. Any Board member attending the first Board meeting after the Annual General Membership meeting may nominate herself or any other Board member to serve on the Executive Committee.
3. Board members shall not serve on more than one position on the Executive Committee.

Section 4: Meetings

1. Executive Committee meetings shall be called by the President as often as he or she deems necessary.
2. At least 48 hours notice of each Executive Committee meeting shall be given to each member of the Executive Committee. Oral notice shall be valid.
3. Minutes shall be taken and promptly transcribed by a designated Executive Committee member, distributed to all Board members and maintained by the Club Secretary.
4. Five Executive Committee members shall constitute a quorum.
5. Any Executive Committee member may appoint any other Board member not already on the Executive Committee to attend and vote at any Executive Committee meeting in his or her stead.

Section 5: Limitations

1. The maximum amount of funding and/or spending that may be authorized at a meeting of the Executive Committee shall be \$10,000.

Article XI

Standing Committees

1. The Strategic Planning Committee shall be responsible for the development, overall coordination, monitoring and implementation of the Club strategic plan. The President shall appoint four Board members, one of whom shall be appointed as the Chair of the Committee. The Committee shall provide a comprehensive status report as requested by the President.
2. The Scholarship Committee shall be responsible for recommending to the Board qualified and eligible individuals to receive Club-sponsored college scholarships. The President shall appoint four Board members to serve on the Committee, one of whom shall be appointed as the Chair of the Committee.
3. The Budget Committee shall be responsible for the development, overall coordination, monitoring and implementation of the Club's annual Budget. The President shall appoint four Board members, one of whom shall be appointed as the Chair of the Committee. The Committee shall provide a comprehensive status report as requested by the President. The Committee shall oversee and assure the integrity of the annual audit of the Club books.
4. The Nomination Committee shall be responsible for soliciting qualified persons to serve on the Board, for identifying and soliciting appropriate candidates for Board positions including unfilled and vacant positions and shall submit a written slate of nominees to the President. The President shall appoint four Board members to serve on the Committee, one of whom shall be appointed as the Chair of the Committee.
5. The President shall be an ex officio member of all Standing Committees.

Article XII

Special Committees

1. The President may appoint Special Committees as needed in his or her judgment. Special Committees may be comprised of non-Board members but shall have at least one Board member. In those cases where the By-Laws or any Rules and Regulations specify a particular Committee is to be appointed by the Board, then that particular Committee shall be comprised entirely of Board members.
2. Each Special Committee appointed by the President shall have a written goal or purpose and a stated expected duration. The President will promptly inform the Board of the formation of and composition, goals, purposes and expected duration of any Special Committee.
3. The President shall be an ex officio member of all Special Committees.

Article XIII

Nomination and Election of Board Members

1. At the Annual General Membership meeting (as defined below), the then-serving President shall preside over the election of Board Members. Nominations shall be provided to the then-serving President or then-serving Secretary prior to the commencement of each Annual General Membership meeting. Nominations from the floor may only be permitted for any Board position which has or will become vacant and where no nomination was provided to the then-serving President or then-serving Secretary prior to the commencement of the Annual General Membership meeting. Any elected Board member shall have agreed to serve in the Board position for which he or she was elected, either orally or in writing.
2. Each present Club member in good standing shall have one vote. The then-serving President shall only vote in the event of a tie.
3. The term of each Board member shall begin immediately upon conclusion of the election.
4. The vote on those Board positions for which there is only a single nominee may be consolidated in a single motion and for those positions for which there is more than one nominee there shall be a separate vote.
5. The vote on those Board positions which will remain held by the same Board member and where no new candidate is not nominated for that position may be consolidated in a single motion.
6. Specific procedures for the recruitment, nomination and election of Board members may be set forth in any Rules and Regulations.

Article XIV

General Meetings of the Membership

1. There shall be at least one general meeting of the membership during each Seasonal Year, one of which shall be designated as the "Annual General Membership" meeting.

2. The date of the Annual General Membership meeting shall be held as set forth in any Rules and Regulations that may exist, provided notice of the date, time and location of said annual meeting is provided to all Club members at least two weeks prior to the annual meeting. The sending of an email or any other recognized form of electronic communication and/or publication on the Club's website of the date, time and location of said annual meeting at least two weeks prior to the annual meeting shall constitute proper notice.
3. In the event any Rules and Regulations that may exist do not set forth the date of the Annual General Membership meeting, then it shall be held on the third Monday of June at 7:30 p.m. at the same location as the preceding Annual General Membership meeting, and no notice of such meeting shall be needed.
4. Voting by proxy shall not be allowed.
5. The presence of at least seven then-serving Board members, as identified in Article IX(2), above, shall constitute a quorum.

Article XV Amendments

1. The By-Laws may be amended or repealed, in whole or in part, by a two-thirds vote of the members of the Board present at any duly called meeting of the Board, provided a quorum is present. These By-Laws cannot and may not be amended at the meeting at which the amendment is originally proposed.
2. Proposals for amendment or repeal of the By-Laws must be submitted in writing to the Director of Rules and Regulations and to the Secretary for dissemination to all Board members and scheduled as an agenda item during the Board meeting prior to the meeting of the vote on amendment or repeal of the By-Laws.

Article XVI Audit

1. The financial transactions of the Club shall be audited in accordance with the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

Article XVII Indemnification

1. Except to the extent expressly prohibited by Pennsylvania law, the Club shall indemnify any Board member, officer or director of the Club, made or

- threatened to be made a party to or called as a witness in or asked to provide information in connection with any pending or threatened action proceeding, hearing or investigation, or any appeal therein, whether civil or criminal, of any type or kind, against fines, judgments, amounts paid in settlement and reasonable expenses including attorney's fees actually and necessarily incurred as a result of such actions or proceedings or any appeal therein, if such Board member, officer or director of the Club acted in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Club and, in criminal action or proceedings, in addition, had no reasonable cause to believe that his or her conduct as unlawful.
2. No indemnification shall be made under these By-Laws if a court of competent jurisdiction determines that the acts in question were committed in bad faith or the result of active and deliberate dishonesty or that he or she personally gained a valuable and substantial profit or other advantage to which he or she was not legally entitled and provided further that no such indemnification shall be required with respect to any settlement or other non-adjudicated disposition of any threatened or pending action or proceeding unless the Club has given its consent to such settlement or disposition.
 3. Nothing in these By-Laws shall limit or affect any other rights of any person to indemnification or expense including, by not limited to, attorney's fees, under any statute, regulation, rule, certificate of incorporation, by-law, insurance policy, contract, agreement, or otherwise.
 4. Right of indemnification under this Article shall be determined by the By-Laws and any Rules and Regulations that may exist and are in force on the date of the act or action which has resulted in the claim for indemnification in the event this Article or applicable Club Rules and Regulations regarding indemnification are amended or repealed.

Article XVIII

Dissolution

1. Upon the dissolution of the Club, the Board shall, after paying or making provision for the payment of all of the liabilities, dispose of all assets of the association in such manner, or to such organization, or organizations, constituted and conducted exclusively for the purpose or purposes as shall at that time qualify as exempt under Code Sections 501(c)(3) or Section 501(c)(7), or any corresponding provisions of any subsequent federal tax law, as the Board may determine.

Article XIX

Books and Minutes

1. The Club shall keep correct and complete books and records of account and financial statements and shall also keep minutes of the proceedings of its Board and Committees.

Article XX
Parliamentary Authority

1. The current edition of *Roberts Rules of Order Newly Revised* shall govern this Club in all cases to which they are applicable provided they are not inconsistent with these By-Laws and any Rules and Regulations of the Club.

These Amended and Restated By-Laws of North Allegheny Soccer Club were adopted and enacted on _____ May 21 _____, 2023.

 Otto Tancraitor

Printed Name: Otto Tancraitor
Title: President

 Meredith Henn

Printed Name: Meredith Henn
Title: Secretary

 Randy Warner

Printed Name: Randy Warner
Title: Director of Rules and Regulations