



# Aberdeen Soccer Association/Hub City Soccer Club

## ASSOCIATION BY-LAWS

### ARTICLE I

#### MEMBERSHIP

1. MEMBERSHIP. Individual players, coaches, referees, and administrators participating in the Association are active members. Active members shall have the right to participate in all activities of the Association.
  
2. DISCONTINUATION OF MEMBERSHIP. Members whose activities damage the interests of the Association, or which attempt to circumvent a decision rendered by the Association shall be subject to disciplinary action by the Association. The Association shall have the power to discharge a member or take such disciplinary action as it deems necessary. Such action shall require a two-thirds majority vote of the Executive Board.

### ARTICLE II

#### ORGANIZATION

1. EXECUTIVE BOARD. The Executive Board shall consist of the executive officers of the Association. These executive officers are the: 1) President, 2) Vice-President, 3) 1st Vice-President, 4) Secretary, 5) Treasurer, 6) Communications Director, 7) Equipment Manager, 8) Fundraising Director, 9) Sponsorship Director, 10) Referee Administrator
2. All the executive officers, except the Referee Administrator, will be elected at the AGM in the manner provided in these by-laws. The Referee Administrator will be appointed by the Executive Board.
3. COMMISSION.
  - a) **COMMISSION MEMBERS:** The Commission shall consist of any league commissioners from the various leagues, interim members of the Commission, and the various other Directors, Administrators and Managers who are not members of the Executive Board.

4. GENERAL BOARD OF DIRECTORS. The General Board of Directors shall be composed of members of the Executive Board and members of the Commission. Unless otherwise specified, when the term “Board” is used in these by-laws, it refers to the General Board.

### ARTICLE III MEETINGS

1. EXECUTIVE BOARD MEETING. Following the AGM, the Executive Board will meet at the same time as the next regularly scheduled Board meeting for the purpose of electing new members of the Commission from nominations made at the AGM and from the floor. The Executive Board will also meet at other times set by the President to conduct the immediate business and affairs of the Association. The agenda for these meetings shall be determined by President. Robert’s Rules of Order will guide Executive Board proceedings.
2. GENERAL BOARD OF DIRECTOR MEETINGS. The General Board will meet at various times determined by the President to conduct General Board business. The agenda for those meetings shall be determined by the president. Robert’s Rules of Order will guide Board proceedings.
3. BOARD MEETINGS. Regular meetings of either the Executive or General Board will be held regularly, and as determined by the President.
4. SPECIAL MEETINGS. A special meeting of either the Executive Board or the General Board may be called either by the President or by a majority of the Executive Board. Once called, a special meeting should be held within three (3) days, weekends excluded. No notice of a special meeting shall be required other than an oral or electronic notice to all Board Members at least 24 hours prior to the meeting. A special meeting may only be called to discuss a specific agenda item, and that agenda item must be disclosed to all Board members (either Executive or General) at least 24 hours in advance of the meeting.
5. ANNUAL GENERAL MEETING. Annual General Meeting, (AGM), shall be held in October or November of each year at a time set by the Board. The AGM shall be open to the public. Public notification shall be made at least fifteen (15) days prior to the AGM. The primary purpose of the Annual General Meeting shall be the election of the Executive Board and to nominate others to serve on the Commission. The agenda of the AGM shall consist of a) Presidents Report, b) Treasurers Report, c) Election of Executive Officers & Nomination of Commissioners, d) general discussion from the floor, e) Vote on Amendments or changes to the constitution (if any), f) adjournment. Robert’s Rule of Order will guide the proceedings of the AGM.

### ARTICLE IV VOTING

1. EXECUTIVE BOARD MEETINGS. Each Executive Board Member shall have one vote, with the exception of the President, whose vote will be exercised only to break a tie vote. A quorum at these meetings shall be one half of the members of the Executive Board plus one. The only exception to “one member, one vote” is in the case of more than one member of the same household holding a position on the Board. In that circumstance (when one more member of the same household a position on the Board), those members will execute one collective vote.
2. GENERAL BOARD OF DIRECTOR MEETINGS. Each member of the General Board shall have one vote, with the exception of the President, whose vote will be exercised only to break a tie vote. A quorum at these meetings shall be one half of the members of the Board plus one. The only exception to “one member, one

vote” is in the case of more than one member of the same household holding a position on the Board. In that circumstance (when one more member of the same household a position on the Board), those members will execute one collective vote.

3. ANNUAL GENERAL MEETING. Each member of the Board, each team manager for a competitive team, and each “Coach of Record” for any team registered with the Association during the current calendar year shall have one vote at that year’s AGM, with the exception of the president, whose vote will be exercised only to break a tie vote. A quorum shall be ten voting members. A “Coach of Record” includes any head coach whose name appears as “Head Coach” on a team roster issued by the ASA (Hub City Soccer). The only exception to “one member, one vote” is as follows:

A. In the case of more than one member of the same household carrying a vote at the AGM, they will execute one collective vote.

B. In the case where there is more than one “Team Manager” for any competitive team, they will execute one collective vote.

C. In the case where one individual carries dual roles which both meet voting eligibility, that person will execute one vote.

4. CONFLICT OF INTEREST. Determination. A BOD member shall be considered to have a conflict of interest if the member (1) has existing or potential financial or other interests that impair or appear to impair the member’s independent, unbiased judgment in the discharge of the member’s responsibilities to the Association; or (2) is aware that a member of the member’s immediate family has financial or other interests that would impair or appear to impair the member’s independent judgment in the discharge of the member’s responsibilities to the Association. Immediate family generally includes spouse, parent, sibling, child, or any other relative residing in the same household as the BOD member. **Disclosure.** All Members shall disclose to the Board any possible conflict of interest at the earliest practical time. Further, in the event of a conflict, the member shall generally be absent from discussions of, and must abstain from voting on, such matters under consideration by the Board or its committees. The minutes of the meeting shall reflect that a disclosure was made and that the BOD member with a conflict or possible conflict abstained from voting. Any member who is uncertain as to whether a conflict of interest exists in any matter may request that the Board or committee resolve the question in the member’s absence by majority vote. The Board may also adopt policies that more clearly set forth any requirements regarding disclosure and actions relating to conflicts of interest.

## ARTICLE V OFFICERS

### 1. ELECTION OF OFFICERS AT THE AGM.

a). **Executive Board:** All members of the Executive Board, except the Referee Administrator, will be elected by the AGM as provided herein. The Referee Administrator will be appointed by the Executive Board for a one-year term. Nominations for all non-appointed Executive Board positions must be submitted electronically to the HCSC Executive Director/Soccer office via email at [aberdeensoccer@nvc.net](mailto:aberdeensoccer@nvc.net) by 11:59pm on the day which is 10 calendar days prior to the day of the AGM.

b). **Members of the Commission:** Any Commissioners, Administrators, Directors and Managers, who are not executive officers, will be nominated at the AGM and elected at the next regular meeting of the Executive Board

2. ELECTION OF OFFICER, AFTER THE AGM, TO FILL A VACANT POSITION. If, after the AGM, a vacancy occurs on the General Board due to the resignation, death, or removal of one of its members, the Executive Board shall hold an election to fill the vacancy at the same time as the next regularly scheduled meeting of the Executive Board or at such other time as set by the Executive Board.

The President will notify all members of the General Board that a vacancy must be filled and the date that an election will be held to fill the vacancy. At the time of the election, nominations will be taken from the General Board. Each Executive Board Member present will have one vote (taking note of the procedure when there are multiple members of the same household on the BOD), with the exception of the President, whose vote will be exercised only to break a tie. Election will be by a simple majority of votes cast. Persons elected under this procedure will serve until the next AGM.

3. TERMS OF OFFICE. Each Executive Officer shall serve a term of two years. One half of the Board will be elected each year. The President, 1st Vice President, Communications Director, Secretary, shall be elected in odd numbered years. The Vice-President, Treasurer, Equipment Manager, Fundraising Director, Sponsorship Director, shall be elected in even numbered years. The Referee Administrator will be appointed on an annual basis. No person may hold more than one executive office at the same time.

4. CO-OFFICER OR "ELECT" OFFICER. Each Executive Officer may, with the approval of the Executive BOD, may have a "Co" Officer, or an "Elect" Officer. The purpose of these positions will be to share duties when desired, or to train a replacement BOD member. Co-officer's and Elect officers may attend BOD meetings, but will share one common vote with the elected BOD Executive officer or Co-Officer. (One position = One vote).

#### 5. DUTIES OF OFFICERS

- a) **PRESIDENT.** The President shall be the chief executive officer and general manager of the Association. The President shall preside at all the meetings of the Association and shall be the general representative of the Association in all matters.
- b) **VICE-PRESIDENT.** The Vice President shall assist the President by performing those duties delegated by the President. In the President's absence, the Vice-President shall act as President with the same power and authority as the President. The Vice-President shall also:
1. Oversee Spring/Fall/Winter Recreational League seasons, and help develop and submit to the BOD suggested seasonal plans for all recreational seasons (Spring/Fall/Winter).
  2. Assist with the recruitment of a city tournament director (Spring/Fall/Winter), or act as the city tournament director. Oversee, monitor, and report in regard to Spring/Fall/Winter city tournaments.
- c) **1<sup>ST</sup> VICE-PRESIDENT.** The 1<sup>st</sup> Vice President will assist the President as directed by the President. The 1<sup>st</sup> Vice President shall also:
1. Assist with the development of, and submit to the BOD suggested seasonal plans for all Non-Traditional or Competitive seasons (Summer/Fall/Winter), including fees & calendars.
  2. Oversee, monitor, and report on these non-traditional soccer programs including Summer, Fall, and Winter competitive, and TOPSoccer Programs.
  3. As needed, help recruit and submit nominees for competitive tournament directors (summer and winter).
  4. Oversee, monitor, and report in regard to competitive tournaments (summer and winter).

- d) **TREASURER.** The Treasurer is the chief financial officer of the Association. The Treasurer will be responsible to:
1. Oversee and manage the finances of the club, work in conjunction with independent contracted financial and tax professionals as directed by the BOD, and act as liaison with these outside entities.
  2. Provide the Board with regular income and expense statements.
- e) **SECRETARY.** The Secretary is the chief custodian of the Association's records, documents and files. The Secretary will be responsible to:
1. Help compile and maintain a database of all ASA/HCSC policies, directives, and other important documents.
  2. Compile and maintain the minutes of all Board meetings and meetings of the AGM, and distribute these minutes to all board members in a timely manner (at least 48 hours prior to the next scheduled board meeting).
  3. Will give assistance to other Board Members as needed and directed by the President.
- f) **COMMUNICATIONS DIRECTOR.** The Communications director will be responsible to:
1. Arrange all media coverage for the Association.
  2. Oversee, monitor and report in regard to all HCSC website related items, including maintenance, updating and accuracy.
  3. Oversee and maintain all HCSC Social Media Accounts.
  4. Advertise and promote association activities, registration, tournament information, team photos, and any other public relations opportunities involving the Association.
- g) **EQUIPMENT MANAGER.** The Equipment Manager will be responsible to:
1. Purchase, distribute, collect, store and inventory all field equipment, goals and nets and other similar equipment owned by the Association or owned by the City of Aberdeen and used by the Association.
  2. Obtain bids and purchase equipment for the Association pursuant to the Board's guidelines and budget provisions.
  3. Oversee and Coordinate field set-up/tear down for both regular season and any/all tournaments or events.
- h) **FUNDRAISING DIRECTOR.** The-Fundraising Director will be responsible to:
1. Plan, organize, and manage the Association's seasonal fundraising efforts for both recreational and competitive programs.
  2. Help collect, account for and deposit with Treasurer all revenue generated through fundraising.
  3. Act as the liaison person with any company or business the Association works with for fundraising-opportunities.
- i) **SPONSORSHIP DIRECTOR.** The Sponsorship Director will be responsible to:
1. Plan, organize, and manage the Association's sponsorship opportunities for various club activities.
  2. Help collect, account for, and deposit with Treasurer all revenue generated through sponsorships.

3. Act as the liaison person with any company or business the Association works with for sponsorship opportunities.

j) **REFEREE ADMINISTRATOR.** The Referee Administrator, or his/her designee, shall:

- 1) Monitor the conduct of all Referees who provide services to the Association and to report to the Board all problems.
- 2) Recruit, develop, and maintain a pool of referees, and contract those referees for HCSC games/events.
- 3) Oversee and monitor HCSC referee assignors to ensure all association games are covered.
- 4) Ensure all financial obligations are met by both contracted referees and HCSC.
- 5) Coordinate referee clinics and other referee training sessions.

## ARTICLE VI

### COMMISSION

1. THE COMMISSION shall be elected from the General Membership of the Association by a simple majority vote by the Executive Board based on nominations made at the AGM as herein provided. Members of the Commission will serve for one calendar year (beginning in October). There will not be any limit as to how many consecutive terms may be served on the Commission. The members of the Commission include any and all League Commissions, Administrators, Managers, Directors, and other BOD members who are not Executive Officers.
2. DUTIES OF THE COMMISSION.
  - a. Members of the Commission who serve as a League Commissioner will:
    - i. Oversee organizing teams in accordance with the Association policy
    - ii. Recruit coaches and serve as the Association's primary communication's link with them concerning association policy, coaches' meetings, training clinics, and game scheduling/rescheduling.
    - iii. Other duties as assigned by the President or the Board
  - b. Members of the Commission who are not League Commissioners will perform those duties assigned by these by-laws or by the Board or President. They shall report to President.
3. INTERIM MEMBERS OF THE COMMISSION. The Commission shall also include, as full voting members, such additional interim Commissioners, Directors, Managers or Administrators as might be appointed by President with the approval of the General Board. Interim Commission members appointed under this section will be responsible for those duties assigned to them by the President and will serve until the assigned duties are completed or until the next Annual General Meeting, whichever comes first. They shall report to President.

## ARTICLE VII

### ADMINISTRATIVE AUTHORITY

The Associations Board of Directors shall have the authority from time to time to issue policies or instructions necessary to interpret, clarify, or further define its' Constitution, by-laws, or other rules and regulations.

## ARTICLE VIII

### AMENDMENTS

These by-laws may be amended at any time during a meeting of the Board of Directors, provided that the proposed amendments shall be given in writing to all Board Members twenty-eight (28) days before the proposed amendment is to be acted upon by the Board of Directors. All approved by-law changes and amendments shall be sent in writing to all Board Members and be made available for other members upon request.

Proposed changes or amendment to the Articles of Incorporation can only be approved by the Annual General Meeting. Such proposed changes or amendments, must be proposed by members of the Association in writing ninety (90) days prior to the Annual General Meeting at which they are to be acted upon. The Association Secretary shall thereupon notify each Board Member of the Association at least sixty (60) days prior to the Annual General Meeting by Mailing out such proposed changes or amendments to the Articles of Incorporation of the Association. All the approved changes or amendments shall be included in the Annual General Meeting minutes. Changes of Amendments to the Articles of Incorporation will become effective if approved by a Majority of the Board of Directors voting at the Annual General Meeting. All such changes or amendments will be effective immediately unless otherwise agreed by a majority of the Board of Directors voting at the Annual General Meeting.