

SBSC Constitution

Intown Division

South Brunswick Soccer Club, a non-profit corporation

As adopted on November 19, 2007 by the Board of Directors.

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Article 1. Name

The name of this organization shall be the South Brunswick Soccer Club, Incorporated, also known as “SBSC”, hereinafter referred to as “the Corporation”.

Article 2. Offices

Section 2.1 Principal Office: The principal office of the Corporation in the State of New Jersey shall be at such place in the Town of South Brunswick as may be determined from time to time by the Board of Directors.

Section 2.2 Other Offices: The Corporation may have such other offices as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Article 3. Purpose

The Corporation is formed for, and its activities shall be limited to, charitable and educational purposes, within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code of 1954, as the same may from time to time be amended. The Corporation is organized and is to be operated to instruct and educate children through age 19 in the sport of soccer, to conduct competition in the sport of soccer, and to develop amateur athletes for that competition. The Corporation shall also conduct clinics, workshops, lessons and seminars at municipal parks and recreation areas.

Article 4. Limitations

At all times the following shall operate as conditions restricting the activities of the Corporation:

- a.** The Corporation shall focus its activities within South Brunswick Township, Middlesex County, New Jersey.
- b.** The Corporation shall not discriminate against any individual on the basis of race, color, religion, age, sex, sexual preference or national or ethnic origin.
- c.** The Corporation is organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and as a non-profit corporation qualifying under Title 15A of the New Jersey Statutes Annotated, and as such shall not carry on any activities not permitted to be carried on
 - (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.
- d.** The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. In addition no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
- e.** The Corporation shall not lend any of its assets to any of its members, directors, trustees, officers or other private persons. The Corporation shall not guarantee the payment of a loan by a member, director, trustee, officer or other private person. No member, director, trustee, officer or other private person shall have any right, title or interest in or to any property of the SBSC.
- f.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Purpose (Article 3) hereof.
- g.** No director, trustee, officer, volunteer or player of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of their property be subject to the payment of the debts or obligations of the Corporation.
- h.** The Corporation shall also comply with the rules of the New Jersey State Youth Soccer Association and the United States Soccer Federation.

Article 5. Interpretation

To the extent possible, the Corporation (1) Certificate of Incorporation, (2) Constitution, (3) Bylaws, (4) Policies and (5) Procedures shall be interpreted so as to be consistent with each other. If there are any conflicts between these documents, they shall govern in the order specified in this article (Article 5) and shall be deemed invalid insofar as they are inconsistent with any document supervening it.

Article 6. Amendments

The Constitution of the Corporation may only be amended at Annual General Meetings (Article 14) or special general meetings (Article 15) upon the affirmative vote as defined in Article 12 and shall be effective immediately upon approval.

Article 7. Members

- a.** Membership in the Corporation is automatic to players, current Board members, parents and/or guardians of any child accepted as a player on any of the Corporation's traveling or in town soccer team.
- b.** Membership is also automatic to any volunteer coach appointed by the Board of Directors to coach a traveling team, but only if such coach does not otherwise qualify for membership.
- c.** Members shall only be permitted to cast one vote per player, as set forth in Article 12 herein.

Article 8. Governing Authority and Board of Directors

- a.** The Corporation shall be governed by a Board of Directors, who shall also be the Board of Trustees. The Board of Directors shall at all times consist of at least thirteen (13) people, who shall be over the age of eighteen (18), and who shall be elected in the manner set forth herein (Article 9).
- b.** The officers of the Corporation shall be the President, Vice President - Travel, Vice President – Intown, Treasurer, and Secretary. No person may hold more than one officer position at the same time, and all officers shall be over the age of eighteen (18).
- c.** The Executive Committee of the Corporation shall consist of the officers of the Corporation.
- d.** The President shall be the chief executive officer and shall preside over all the activities of the Corporation including all general and Board of Director meetings. Upon the unavailability of the President to perform any duty of the office of President, that duty shall be performed by a vice-president as designated by the Board of Directors at its first meeting after the Boards election.
- e.** All officers and Directors (Trustees) shall have one vote with the exception of the President who only votes in the event of a tie.

Article 9. Election of Board of Directors

- a.** The Board of Directors shall form a nominating committee at least sixty (60) days before the Annual General Meeting to manage the election of the new Board of Directors including the:

- i. Call for nominees and volunteers which shall be included with the Annual General Meeting notice.
 - ii. A final call at the Annual General Meeting prior to and the election of the Board of Directors.
 - iii. Counting the votes and determining the outcome of the election.
- b. The Board of Directors shall be elected at the Annual General Meeting to be held on or about January 15th of each year by a vote as set forth in Article 12 (Voting Procedures and Quorums). The Board of Directors shall take office immediately upon election at the Annual General Meeting and hold office until their successors are elected at the next Annual General Meeting.
- c. In the event of a vacancy on the Board of Directors, a call for volunteers to fill the vacancy shall be announced and published no less than ten (10) days before the Board shall fill such vacancy, by any means, including but not limited to the Corporation's web site and/or electronic mail, to the people entitled to vote at general meetings as provided herein (Article 13) The Board of Directors shall by majority vote select and appoint, from the list of volunteers, a director to serve in that position until the next Annual General Meeting.
- d. The term of office of each officer (as defined in 8b) shall be two (2) years. However, for the first year this Constitution and Bylaws is in effect, the term of the President and Vice President of In-town shall be one (1) year. All Director positions will be held for a one year term.

Article 10. Board of Directors Responsibilities and Authority

General

The Board of Directors shall have sole responsibility and authority to conduct the affairs and set the bylaws and policies of the Corporation by majority vote, except as herein limited. This includes but is not limited to:

- a. Enforcing the Corporation's Constitution, Bylaws, Policies and Procedures.
- b. Ensuring the Corporation is in compliance with all applicable State and Federal laws and regulations.
- c. Preparing strategic plans, goals and objectives and evaluating the progress made.
- d. As appropriate, affiliating, associating and working with other organizations to further the purposes of Corporation provided that doing so does not conflict with this Constitution.
- e. Establishing, revising and executing:
 - i. Bylaws consistent with this Constitution by affirmative vote of two-thirds (2/3) of the entire Board of Directors.
 - ii. Other Policies and Procedures as needed to conduct the affairs of the Corporation.
- f. Determining what programs, events, tournaments and other activities will be offered and monitoring them. This shall include determining the fee charged to participate, and if such fee will be waived, reduced or deferred for participants whose financial circumstances so dictate.
- g. Raising funds through participation fees, fundraising, sponsorship and other such activities.
- h. Hiring any employees and contractors, setting compensation and evaluating their work.
- i. Approving an annual budget, expenditures not budgeted and regularly monitoring financial performance.

- j. Representing the Corporation to the public and other organizations.
- k. Reporting regularly to the community, players and their representatives, that it serves.
- l. Establishing the responsibilities of individual Directors and training new Directors.
- m. Forming committees, determining the voting procedures and required quorum for meetings of such committees, and accepting or rejecting the recommendations of such committees. All committees, except for the Discipline and Grievance Committee, shall be chaired by a member of the Board of Directors. Members of committees will not, by virtue of their committee participation become members of the Board of Directors.

n. The Corporation shall have certain standing and ad-hoc committees. The standing committees include: Youth Recreation; Youth Travel; Discipline and Grievance; Finance / Budget and Fields / Facilities. Each standing and ad-hoc committee shall:

- Be chaired by or report to a member of the Board of Directors.
- Have the right to establish subcommittees to carry out a portion of the duties of the standing committee.
- Have committee members who are appointed by the chairperson.
- Have only Voting Members of the Corporation as committee members.
- Be created by a member of the Board of Directors who will advise the Board in a timely manner of the committee's creation, how it will operate, its responsibilities and the expected deliverables.

Any exceptions must be approved in advance by a majority vote of the Board of Directors.

Specific

President: The President shall be the Chief Executive Officer of the Corporation. He/She shall preside at all meetings of the Corporation, but shall not have a vote at any Board meeting or at any General Membership meeting except in the event of a tie vote. He/she shall appoint all Chairpersons of the standing committees.

Secretary: The Secretary shall be responsible for preparation of minutes of the proceedings of its members, Trustees, Officers, Board of Directors and committees meetings, as well as a record of the name and addresses of the members, especially those entitled to vote. He/She is also responsible for notifying the membership of all meetings and the distribution of Board generated correspondence.

Treasurer: The Treasurer shall be accountable for all the funds and securities of the Corporation [SBSC] which shall be deposited from time to time into federally insured financial institution to the credit of the Corporation. He or she shall pay obligations of the Corporation from the funds of the Corporation as approved by the Board of Directors. In addition, he or she shall prepare the annual budget with the assistance of the Budget Committee and shall prepare the Corporation monthly and annual financial reports.

Vice President-Travel: The Vice President of Travel shall be responsible for the coordination of the travel programs and all related activities. He/she may appoint committees to assist in the above matters.

General Travel Directors (2): The Travel Directors shall support the Vice President-Travel.

Vice President-In-town: The Vice President of In-town shall be responsible for the coordination of the In-town programs and all related activities. He/She may appoint committees to assist in the above matters.

General In-Town Directors (3): The In-Town Directors shall support the Vice President-Intown.

Director of Fundraising and Tournaments: The Director of Fundraising and Tournaments shall be responsible for raising funds for the Corporation's use; supplemental to player registration fees, including those generated by the South Brunswick Soccer Club Annual Invitational Tournament and other special events. He / she will Chair the standing Tournament Committee.

Director of Scheduling- Travel: The responsibilities of the Director of Scheduling shall include: scheduling of all travel home games, scheduling indoor gym time for the winter practices and scheduling the South Brunswick Soccer Club Annual Invitational Tournament.

Director of Fields: This Director is responsible for ensuring that all fields, lines, goals are playable according to club, league and state requirements prior to all scheduled home games. He / she will Chair the standing Fields Committee.

Director of Purchasing: The Director of Purchasing shall be responsible for arranging the purchase of equipment, uniforms and any other items needed by the Corporation's travel and in-town soccer programs and for maintaining an inventory of club property and distribution of items as needed.

Article 11. Notice, Form and Minutes of Meetings

a. The notice for any meeting shall specify the date, time, location, and agenda (to the extent possible) for the meeting. Such notice shall be announced and published no less than ten (10) days before any meeting by any written means, including but not limited to electronic mail, to the people entitled to vote at such meeting and shall be posted on the Corporation web site. The Board of Directors and Executive Committee however, may, when circumstances dictate, hold meetings with less notice to discuss matters of an emergent nature.

b. All General, Board of Director, Committee and other meetings of the Corporation shall consist of a portion open to the public, and a work session, closed to all but the Board and committee members, and persons requested to appear. All meetings shall be announced publicly by posting the meeting notice prominently on the website of Corporation as soon as possible after the meeting is called.

- c. All meetings shall be conducted according to the form prescribed in Robert's Rules of Order unless otherwise provided in this Constitution or the Corporation Bylaws.
- d. All minutes of meetings shall be distributed to the Board and made available upon the receipt of a written request.

Article 12. Voting Procedures and Quorums

- a. At all Annual General Meetings and special general meetings a person who participated as a player in a soccer program sponsored by the Corporation at anytime during the fourteen (14) months immediately preceding the general meeting shall be entitled to have one vote on matters before the general meeting. All current Board members and volunteer coaches have one vote each if not otherwise eligible, as set forth in this document. For youth players under eighteen (18) years of age a parent, guardian or caregiver shall vote on behalf of the youth player. It is the intent of Corporation to have voting on a one player one vote basis at general meetings and therefore at no time shall more than one vote be cast on behalf of any player, but coaches and board members shall have one vote each irrespective of whether or not a given coach or board member also casts an additional vote(s) on behalf of a player(s). People who solely participated in activities designated as tournaments or activities hosted by the Corporation on behalf of others are not entitled to vote at general meetings.
- b. Votes shall be by a show of hands of those entitled to vote unless otherwise requested by a simple majority of those present.
- c. For all general meetings, a quorum shall consist of ten percent of the club membership or one hundred (100) people entitled to vote in attendance in person, whichever is less, and a majority vote of those voting shall govern except as provided in this Constitution; except for Articles 6 and 17 which require a 2/3 vote.
- d. For all Board of Director meetings eight (8) directors, at least three (3) of which shall be officers, in attendance shall constitute a quorum, and a majority of those in attendance shall govern except as provided in this Constitution.
- e. Failure of the general membership to meet its quorum shall be deemed conclusive ratification of all actions of the Board of Directors which preceded the meeting at which the quorum is not present.
- f. For Committee and other meetings the quorum and voting procedure shall be established by the Board of Directors.

Article 13. Annual General Meeting

The Corporation shall hold an Annual General Meeting, within South Brunswick Township, Middlesex County, New Jersey, at least once each calendar year and no more than fourteen (14) months after the last Annual General Meeting. The order of business of the Annual General Meeting shall be:

- .
 - Roll Call and Certification of Voting Credentials
 - Reading and acceptance of the minutes of the preceding Board Meeting and any special general meetings held since the preceding Annual General Meeting
- .
 - President's Annual Report
- .
 - Treasurer's Annual Financial Report
- .
 - Reports of other Directors
- .
 - Call for Additional Nominees and Election of Board of Directors

- . • Constitution Amendments
- . • Other Business
- . • Questions and Answers

Article 14. Special General Meetings

Special general meetings shall be called by the President upon petition of no less than fifty (50) people entitled to vote at such general meeting to discuss and vote on matters raised by the petition. Only that business specified in the notice for such special general meeting may be transacted at the meeting.

Article 15. Board of Directors Meetings

The Board of Directors shall meet no less than three (3) times a calendar year. Additional meetings may be called by the President as needed and shall be called by the President upon petition of no less than three (3) Directors.

Article 16. Financial Information

- .a. The fiscal year of the Corporation shall begin each July 1st and end the following June 30th.
- .b. The Annual Financial Statements of the Corporation shall be made available to any eligible voting Corporation member upon request.
- .c. The annual financial report of the Corporation shall be audited for accuracy and integrity by an outside accounting firm approved by the Board of Directors.

Article 17: Indemnification

Each present and future member of the Board of Directors, any present and future member of any committee of the Board of Directors, and the legal representatives of such persons, shall be indemnified by the Corporation to the fullest extent permitted by the New Jersey Nonprofit Corporations Act, as it may be amended from time to time, for any acts within the scope of law and delegated authority. This right of indemnification shall be in addition to, and not in restriction or limitation of, any other privilege or power with respect to indemnification or reimbursement which the Corporation or the individual seeking indemnification may have pursuant to any other provision of New Jersey law.

Article 18: Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a

Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes. No corporation or other organization shall be eligible as a donee, grantee, assignee, distribute or other transferee of the Corporation unless such corporation or other organization shall be located in the United States and shall be qualified as exempt from income under Section (c) (3) of the United States Internal Revenue Code of 1954 or be an organization contributions to which are deductible under Section 170 (c) (1) of such code, as such sections may be amended.

Article 19: Severability

Any paragraph, part, or sub-part of this Constitution held to be defective, as a matter of law by a court of competent jurisdiction shall be deemed severable from the whole, without thereby affecting the validity of any other component thereof.