

By-Laws of The Georgia Futbol Club

Adopted November 2001

Amended May 2003, Amended November 2003, Amended February 2004

Article 1. Name

The name of this soccer association is the Georgia Futbol Club, also referred to as GFC or Club. Competitive (Select) youth teams representing GFC shall be known as the "Power" and this name is reserved for their exclusive use for all inter-league matches.

For youth play, GFC will affiliate with the Georgia Youth Soccer Association (GYSA) and the United States Youth Soccer Association (USYSA) and shall comply with the authority vested in these organizations.

For amateur play (age 19 and older), GFC will affiliate with the Georgia Amateur Soccer Association (GASA) and the United States Amateur Soccer Association (USASA) and shall comply with authority vested in these organizations.

GFC will abide by Gwinnett County Parks & Recreation Department (GCPRD) guidelines while operating on GCPRD facilities.

Article 2. Articles of Organization

The articles of organization of this Association include (a) these Bylaws and (b) either the certificate of incorporation or the articles of incorporation.

Article 3. Mission Statement

GEORGIA FC will provide a safe and healthy soccer playing environment, and promote fun, fitness and team building to every player who wishes to participate regardless of ability (physical, financial or otherwise). Further, GFC's mission is to be recognized as one of the top soccer clubs in the country, by developing professionally run recreational and select teams, and helping all players to succeed at the local, regional and national levels.

GEORGIA FC will offer play to amateur player (age 19 and older) to the extent it does not conflict with youth play (age 18 and younger).

Article 4. Basic Policies

The following are basic policies of this Association:

- A. The Association shall be non-profit, non-commercial, non-sectarian and non-partisan.

- B. The name of the Association and the names of any members in their official capacities shall not be used in connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purpose of the Association.
- C. The Association may cooperate with other organizations and agencies concerned with youth sports, but persons representing the Association in such matters shall make no commitments that bind the Association.
- D. No eligible child shall be denied the benefits of participation in the Association activities because of financial inability on the part of the parent(s) or guardian(s).
- E. In the event of the dissolution of the Association, its assets shall be distributed for one or more of the exempt purposes specified in Section 501c(3) of the Internal Revenue code of 1954 as from time to time amended.

Article 5. Membership and Dues

Section 1

Every individual who is a member of the Association is entitled to all benefits of such membership. Membership in this Association is granted on a soccer seasonal year as determined by GYSA/GASA and shall consist of the registered players; the parents or guardians of said players; the coaches, trainers and managers of all teams, and members of the current duly elected or appointed Board of Directors. Players are non-voting members.

Section 2

Membership fees paid to the Association are in the form of player's fees that are assessed at the time of player registration. This registration shall establish teams for competition in each regular season play.

Section 3

The portion of registration fees paid by each player of the Association which are payable to the GYSA/GASA shall be set aside by the Association and remitted to the GYSA/GASA through such channels and at times as the GYSA/GASA Bylaws may provide. The remittance to GYSA/GASA shall be accompanied by a report, in such form as may be required by GYSA/GASA, showing the name and address of the President of the Association, the amount of player fees collected during the period covered by the report and the number of players of the Association.

Section 4

Only voting members of the Association shall be eligible to participate in the business meetings or to serve in any of its elected or appointed positions.

Article 6. Board of Directors

Section 1

The Board of Directors shall consist of a minimum of six (6) and a maximum of eleven (11) elected Directors with equal voting rights in all matters.

Section 2A

The eleven (11) elected Board member positions are: President, Vice President, Secretary,

Treasurer, Director at Large, Director of Recreational Programs, Director of Select Team Affairs, Director of Physical Resources and Services, Director of Communications, Director of Ethics and Sportsmanship, and Director of Growth and Development.

Section 2C

The following five (5) Board positions will be elected by ballot in the month of November in even numbered years: President, Secretary, Director of Recreational Programs, Director of Communications and Director of Ethics and Sportsmanship. The following six (6) Board positions will be elected in odd numbered years: Vice President, Treasurer, Director At Large, Director of Select Team Affairs, Director of Physical Resources and Services, and Director of Growth and Development. If there is but one nominee for any office, election for that office may be by voice vote. The Officers shall assume their official duties the first of the month following their election and serve for a term of 2 years or until their office is vacated. Officers can only be removed during their term by vote of 2/3 of the entire elected Board of Directors.

Section 2D

The Boys Director of Coaching, Girls Director of Coaching, the Director of Operations, and the Director of Registration of the Association shall serve the Association for terms as contracted with each Director. These contracts will serve as binding agreements between the Directors and the Association. Contracted Directors may be removed, with or without cause, by a three-fourths (3/4) vote of the number of voting Directors currently serving on the Board.

Section 3A

The President will appoint a nominating committee consisting of three people from the membership and two from the Board of Directors who will select a list of candidates. These nominations will be in writing and received by the Secretary by at least five (5) days prior to the annual meeting. Nominations will also be accepted from the floor at the annual membership meeting. The names for all nominees for each office will be entered on a single ballot and submitted to the membership present at the annual meeting. Those nominees for each office getting the greatest number of votes will be deemed to have been elected as the new Board of Directors. A minimum of two-thirds (2/3) of the Board of director members must reside within Gwinnett County. A list of the names, addresses and phone numbers of the newly elected Board of Directors must be sent to the County Facilitator within thirty (30) days of the election.

Section 3B

The election committee shall accept all eligible persons for each office to be filled and report its nominees in writing to the Association at least one week prior to elections in the form of a ballot to be presented to the Association members for voting. All nominees submitted to the election committee will be placed on the ballot, and approved by the Board prior to the election. No eligible person will be denied the opportunity to be placed on the ballot.

Section 3C

The Association will be notified of the names and phone numbers of the election committee and its chairperson no less than three weeks prior to the election to allow sufficient time for members of the Association to submit their request for nominees to be placed on the ballot.

Section 3D

All nominees submitted to the election committee must be verified by the election committee as eligible for office and must give their consent to serve if elected.

Section 3E

Votes may be cast by the general membership on a ratio of one (and only one) vote on behalf of each currently registered player by that player's parent or guardian. In addition, members of the Club who do not have registered players (including but not limited to Coaches, Trainers, Managers, Directors and Officers) are entitled to cast one (and only one) vote. This applies to all instances where the Club membership is entitled to vote.

Section 3F

The results of the elections are to be announced immediately, and posted where Association members may view them.

Section 3G

A vacancy occurring on the Board of Directors shall be filled for the un-expired term by an Association member selected by a majority vote of the board. All Board vacancies which occur will be advertised to the members for a period of two weeks so that interested members may express interest in being considered.

Section 3H

An elected Board member may not seek election to another Board position without first resigning his current position. Board members who resign or do not win re-election may not be appointed to fill the un-expired portion of a vacant Board position within one year of leaving office unless the vote to appoint is unanimous.

Article 7. Duties of the Elected Directors

Section 1

The President shall preside at all meetings of the Association and of the Board of Directors and shall cast a vote only in the case of a tie vote. The President will either attend or have representation at district and state functions. The President at each meeting will present accurate and complete news and information regarding the status, operation and management of the Association. The President shall perform such other duties as may be prescribed in these Bylaws or assigned to him by this Association or its Board of Directors.

Section 2

The Vice-President shall act as an aide to the President; shall perform the duties of the President in the absence or inability of that Officer to act; and shall perform other such duties as may be delegated by the President.

Section 3

The Secretary shall maintain an accurate record of all meetings and a current copy of the Bylaws, and provide notice of all Association meetings. The Secretary will present the meeting minutes to the Association and Board of Directors, submit names and addresses of the Officers to GYSA/GASA and the Gwinnett County Facilitator immediately following

their election, and perform other such duties as may be delegated by the President.

Section 4A

The Treasurer shall have custody of all funds and securities of the Association and maintain records evidencing the property owned by the Association. The Treasurer shall maintain a full and accurate account of all receipts and expenditures, and in accordance with the budget adopted by the Association make disbursements, or cause disbursements to be made, as authorized by the President or Board of Directors. In addition, the Treasurer shall perform other such duties as may be delegated by the President.

All expenditures over two hundred and fifty dollars (\$250.00) that are not included in the approved budget should be considered an emergency, must be fully funded before a commitment is made for the Association to incur the cost, and must be approved by a majority of the board. Checks and vouchers for items not included in the approved budget for an amount greater than one thousand dollars (over \$1000.00) shall be signed by two persons, the Treasurer and another member of the Board of Directors.

Section 4B

The Treasurer shall present a financial statement at any meeting of the Association including Board of Directors meetings as requested by the President, and at any other time when requested by a member of the Board of Directors. The Treasurer shall be responsible for the permanent books of accounts and records as shall be sufficient to establish the items of gross income, receipts and disbursements of the Association. All books of accounts and records shall always be open for inspection by any Director or Officer of the Association. The Treasurer will report any adjustments to annual budget at the Association's regular meetings. The Treasurer's books of accounts and records shall be examined annually by an auditor or an auditing committee of not less than three (3) members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report.

Section 4C

The Treasurer shall be responsible for preparing any or all documents pursuant to the Articles of Incorporation and the tax-exempt status of the Association and any required tax returns.

Section 5

The Director-at-Large shall act as Parliamentarian for the Board of Directors, serve as or provide the Tournament Director, and perform other such duties as may be delegated by the President.

Section 6A

The Director of Recreational Programs shall oversee issues and events relating to recreational program teams, including: pre-season planning for registration, formation of teams, recruitment of volunteer coaches and organization of clinics, tournaments and other events for recreational program members. The Director of Recreational Programs will respond, in a timely manner, to inquiries from and the concerns of recreational program members and engage in long-term planning for the development of the recreational program. The Director of Recreational Programs will report to the Board of Directors on the

state of the recreational program at monthly board meetings and shall perform such other duties assigned to him by the Club President or its Board of Directors.

Section 6B

The Director of Recreational Programs will work with the Director of Registration to ensure that registration inquiries and applications are processed in a timely and efficient manner and to seek ways to improve the registration process. The Director of Recreation Programs will appoint commissioners for recreational age-groups who will act as liaisons between the Club and volunteer coaches in the recreational program. Commissioners are responsible for formation of teams, communicating with volunteer coaches and day-to-day operations in their age-group and will report to the Director of Recreational Programs.

Section 6C

The Director of Recreational Programs will work with the Director of Operations to ensure that recreational team practice and game schedules are created and disseminated in an efficient and timely manner and that appropriate field space, facilities and equipment are available for recreational team practices and games.

Section 6D

The Director of Recreational Programs work with the Directors of Coaching to organize coaching clinics, player skills clinics and other events that will provide opportunities for development for recreational program coaches and players.

Section 7

The Director of Select Programs shall oversee issues and events relating to select program teams. The Director of Select Programs shall perform such other duties assigned to him by the Club President or its Board of Directors.

Section 8

The Director of Physical Resources and Services shall assist the Director of Operations in overseeing the maintenance of the fields, buildings and services provided by the Club. The Director of Physical Resources and Services shall perform such other duties assigned to him by the Club President or its Board of Directors.

Section 9

The Director of Communications shall develop and maintain effective methods of communication to disseminate information from the Board to the general membership. He shall also work closely with the Directors of Recreational Programs and the Director of Select Programs to ensure that effective means of communications are in place to disseminate information to the respective groups. The Director of Communications shall be responsible for the web site content and ensure that it is maintained and updated in a professional manner. The Director of Communications shall perform such other duties assigned to him by the Club President or its Board of Directors.

Section 10

The Director of Ethics and Sportsmanship will set and enforce good sportsmanship rules at the Club. The Director of Ethics and Sportsmanship shall appoint and chair a Discipline and Protest (D&P) committee described in Article 13 of these bylaws. The Director of

Ethics and Sportsmanship shall perform such other duties assigned to him by the Club President or its Board of Directors.

Section 11

The Director of Growth and Development will oversee the marketing, recruiting, and education for the Club. The Director of Growth and Development will use the available different media to market the Club. The Director of Growth and Development will oversee recruitment and membership retention by maintaining contact with past and present members and actively recruit new membership from outside sources. The Director of Growth and Development will oversee the certification and educational programs for the coaches, trainers, players, and referees of the Club. The Director of Growth and Development shall perform such other duties assigned to him by the Club President or its Board of Directors.

Section 12

All Officers shall perform the duties outlined in these Bylaws and those additional duties assigned by the President or the Board from time to time. Upon the expiration of the term of office or in the case of resignation or otherwise vacated office, each Officer shall turn over to the President without delay, all records, books and other materials pertaining to the office and shall return to the Treasurer, without delay, all funds pertaining to the office. All duties of the outgoing Officers shall not end later than thirty (30) days following the expiration of the term of office.

Article 8. Duties of Appointed Directors

Section 1

The Director of Operations shall be accountable for handling the day-to-day operations of the Association, and be responsible for proposing and adhering to all budgets. The Director of Operations shall work with the Treasurer to create the annual proposed budget.

Section 2

The Boys and Girls Director of Coaching shall be accountable for all aspects of the Select, Development, and Recreational programs, including providing direction for the selection of technical staff, coaches, trainers, and players. The Boys and Girls Director of Coaching shall hold a USSF National License (A, B, C) or its equivalent, and have qualified coaching experience. The Boys and Girls Director of Coaching shall report to the President and perform other such duties as may be delegated by the Director of Select and the Director of Recreation. The Boys and Girls Director of Coaching shall abide by all contractual conditions as stipulated in writing with the Association.

Article 9. Duties of the Board

Section 1

The duties of the Board shall be to transact all necessary business of the Association. The Board shall negotiate and enter into certain contracts with individuals, businesses, or other entities to perform services for the Association, and disburse appropriate funds for said services in a timely manner. The Board shall work within the confines of all approved budgets providing financial stability to the Association.

Section 2

The Board shall meet at least once per calendar quarter. In called meetings and non-called meetings (phone votes, email votes, etc.), a quorum is required for the transaction of any business for the Board of Directors. For the Board of Directors, a quorum shall be defined as two-thirds (2/3) of the number of voting Directors currently serving on the Board.

In called meetings, all decisions of the Board of Directors shall require the affirmative vote of a majority of number of voting Directors currently serving on the Board who are present in the meeting. Special meetings of the Board may be called by the President or by a majority of the voting Directors currently serving on the Board. Directors may participate and vote in all meetings by conference call as necessary or convenient.

Any action required, or permitted to be taken, at a meeting of the Board of Directors may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all the Directors and filed with the Minutes of the proceedings of the Board of Directors. When an action requires a non-called meeting (phone vote, email vote, etc.) a response is required from all Directors for any business transactions taken. In non-called meetings, all decisions of the Board of Directors shall require the affirmative vote of a majority of number of voting Directors currently serving on the Board. Special non-called meetings of the Board may be called by the President or by a majority of the voting Directors currently serving on the Board.

The minutes from all Board meetings (called and non-called) shall be read and acted upon only in Board of Directors' called meetings.

Section 3

The Board shall ensure safe and proper playing conditions and equipment for all members. The Board will provide final approval on recommendations made by the Director of Coaching for selection or replacement of technical directors, coaches, and trainers. The Board shall have the right and authority to suspend, bar completely, or otherwise discipline any player, coach, trainer, manager, parent or team official for violations of these Bylaws, the specific rules and regulations of GYSA/GASA, or other rules that pertain to the game of organized soccer.

Article 10. Meetings

Section 1

At a minimum, general meetings of the Association shall be held in May and November, with annual elections occurring during the November meeting. Other meetings of the Association may be called by the President or a majority of the Board of Directors. A minimum of ten (10) days notice must be given for all meetings; five (5) days shall be sufficient for any change of date, time or place. In general meetings of the Association, all decisions of the Association shall require the affirmative vote of a majority of the membership present.

Section 2

The privilege of holding office, making motions, debating and voting shall be limited to members of the Association whose dues are not in arrears.

Article 11. GYSA/GASA Membership

Section 1

The Association shall be represented in meetings of GYSA/GASA by the President or alternate and by delegates or their alternates as provided in the GYSA/GASA Constitution and Bylaws. All such representatives to the GYSA/GASA must be members of the Association.

Section 2

The Association shall pay the annual fees to the GYSA/GASA as provided in the GYSA/GASA Constitution and Bylaws.

Article 12. Financial Responsibility

The Association shall not assume nor be liable for the debts and/or financial responsibilities, either implied or incurred, of any member, player, parent, coach, trainer, team official or referee.

Article 13. Discipline and Protest (D&P)

The Director of Ethics and Sportsmanship of the Association shall appoint and chair a D&P committee according to GYSA/GASA Bylaws to hear all game protests and to recommend disciplinary action for any member, player, parent, coach, trainer, team official or referee to the Board of Directors. The duties and procedures of the D&P committee shall be defined by the Board of Directors. Any appeal to a D&P action that is recommended by the committee shall be made within 24 hours of the ruling, and given to the Board of Directors. Recommendations to the D&P committee and any appeals will be heard and decided on by the Board within seven (7) days of receipt.

Article 14. Parliamentary Authority

Robert's Rules of Order newly revised shall govern the Association in all cases in which they are applicable and not in conflict with these Bylaws.

Article 15. Amendments

Section 1

These Bylaws may be amended at any meeting of the Association by two-thirds (2/3) vote of the members present, provided that notice of the proposed amendment shall be given at least ten (10) days prior to the meeting at which the amendment is to be voted upon.

Section 2

A committee may be appointed to submit a revised set of Bylaws as a substitute for existing Bylaws only by a majority vote at a meeting of the Association, or by two-thirds (2/3) vote of the Board of Directors. The requirement for adoption of a revised set of Bylaws shall be a two-thirds (2/3) vote of members present at any special or general meeting called in accordance with Article 10 provisions.

Article 16. Indemnification and Insurance

Section 1

The Club shall indemnify each person who is or was a Director, Officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person) to the full extent permitted under the laws of the State of Georgia. If any such indemnification is requested pursuant to said laws, the Board of Directors shall cause a determination to be made. Upon any such determination that such indemnification is proper, the Club shall make indemnification payments of liability, cost, payment or expense asserted against or paid or incurred by such person in the capacity as such a Director, officer, employee or agent to the maximum extent permitted by said laws. The indemnification obligation of the Club set forth herein shall not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which any party may be entitled.

Section 2

The Club may purchase and maintain insurance at its expense, to protect itself and any Director, Officer, employee or agent of the Club (including the heirs, executors, administrators or estate of any such person) against any liability, cost, payment or expense described in Section 17.1, whether or not the Club would have the power to indemnify such person against such liability.

Article 17. Housekeeping

The Club may make corrections and housekeeping changes to these bylaws, insofar as such changes do not seek to change policies and rules established in the bylaws. These housekeeping changes of the bylaws must be approved by a two-thirds vote of the Board of Directors.