

CDO SOCCER CLUB BYLAWS

Article I Membership

Any person interested participating in and furthering the objectives of the Club, who is willing to uphold its policies and subscribe to its Bylaws, may become a member as hereinafter provided.

A. Voting Members

Voting members shall elect the Board of Directors of the CDO Soccer Club; vote on the amendments to the, Bylaws, Rules and Regulations; approve the budget; and conduct any other business at the Annual General Meeting.

1. The voting members of this organization shall be persons who are elected members of the Board of Directors. In addition, at the AGM only, each team may designate up to one (1) associate members as voting members to cast votes on behalf of the team. Each team has a maximum of one vote and each individual has a maximum of one vote. Since the AGM is generally held after the season has been completed, a team is defined as those who participated and formed at the CDO Soccer Club tryouts or an existing team with an existing approved CDO coach who has expressed an interested to play with the CDO Soccer Club. Any existing team or player who has accepted a position with another Club or not participated in the CDO try-outs or not expressed an interest to be a member of the Club forfeit their membership interest in the CDO Soccer Club and all voting privileges defined herein..
2. The Board of Directors may award voting membership for meritorious service to any person who would not otherwise be entitled to membership.
3. Proxy voting will not be permitted.

B. Associate Members

Associate Members may participate in the discussion and debate at the AGM, but may not vote.

1. All registered players, their parents or guardians shall be Associate Members.
2. All visitors who are not Voting Members shall be Associate Members.

C. Removal of a Member

1. Should the Board of Directors, upon the recommendation of the Discipline and Rules Committee, find the conduct of any member (whether player, parent, coach, assistant coach, or board member) detrimental to the best interests of the CDO Soccer Club or the purpose for which it was formed, the Board of Directors may take such action as the Board of Directors may deem reasonable, including, but not limited to, suspension or removal from the membership in the CDO Soccer Club. Such action shall require an affirmative vote of two thirds of the Board of Directors.
2. Any person who has been convicted of or legally charged with a crime involving moral or ethical conduct will be temporarily suspended from participating in all CDO Soccer Club activities pending a hearing before the Disciplinary Committee. The purpose of the hearing shall be to determine the person's fitness to participate in CDO Soccer Club activities. The person involved shall be allowed to make a presentation before the Disciplinary Committee before any decision is rendered. Based on the recommendation of the Disciplinary Committee, the decision to grant or suspend the right to participate in CDO Soccer Club activities shall be made by a simple majority vote of the Board of Directors.
3. Any Board member who is absent without excusable cause for three (3) consecutive meetings of the Board of Directors shall thereby forfeit, without additional formality, the right to hold his/her respective office for the duration of the current term.

Article II Board of Directors

A. Authority

Subject to the limitations of the Bylaws, Rules and Regulations and the Laws of the State of Arizona, all of this Association's powers shall be exercised by or under the authority of the Board of Directors. The Board of Directors shall control all business and other affairs of this Association.

B. Elections

The authorized number of the Board of this Association shall be no more than twelve (12) Board Members elected at the Annual General Meeting.

C. Vacancies

Vacancies that occur during the seasonal year shall be filled by a vote of the majority of the remaining members of the Board of Directors according to the following provisions:

1. It must be deemed necessary by a majority vote of the remaining Board of Directors that the vacancy be filled so that the business of the Association may be effectively conducted.
2. A voting member of the club is identified who is willing to fill the position.
3. The position shall be filled only for the duration of the unexpired term of the vacated position at the end of which time the members of this Association shall nominate and elect a Board Member during the Annual General Meeting.

D. Duties

The Duties of the Directors shall include but not be limited to the following:

1. President

The President shall be the Chief Executive Officer of the club and shall be subject to the control of the Board of Directors and have general supervision, direction and control of the business and the officers of the Club. He/She shall preside at all meetings of CDO Soccer Club and at all meetings of the Board of Directors. He/She shall be an ex-officio member of all committees and shall have the general powers and duties of management usually vested in the President of an organization, and shall have other powers and duties as may be prescribed by the Board of Directors or by the Bylaws.

2. Vice-President

In the absence or disability of the President, the Vice-President, if so requested, shall perform all of the duties of the President and when so acting, shall have all of the powers of, and be subject to all the restrictions upon the President. The Vice-President shall serve as the Chairperson of the Discipline and Rules Committee.

3. Secretary

The Secretary shall keep a book of minutes of meetings at such place as the Board of Directors may order, of all meetings of the Club and all meetings of the Board of Directors, with the time and place of holding, whether regular or special, and if special how authorized. The Secretary shall keep, or cause to be kept, a book or books containing true and correct copies of all documentation submitted to the Secretary by any Directors or officers of the Club, including copies of correspondence sent in the name of the Club by any Director or officer, to be kept in the official records of the Club in a current and up-to-date status at all times. The Secretary shall tender all such documents and records to the successor Secretary immediately following the next annual election.

4. Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the organization, including accounts of its assets, liabilities, capital, receipts, disbursements, gains, losses, surplus and any other accounts. The Treasurer shall deposit all moneys and other valuables in the name of and to the credit of the organization at least monthly. The Treasurer shall disburse the funds of the organization pursuant to the annual budget approved by the Board of Directors. All accounts shall be paid by check, which shall bear the signature of the Treasurer, and/or the President. Disbursements for non-budgeted expenditures in excess of (\$250) dollars must be approved by a majority vote of the Board of Directors. The President may approve non-budgeted expenditures up to and including (\$250) dollars. The Treasurer shall render to the President and Board of

Directors, whenever requested, an account of all of his/her transactions as Treasurer and of the financial condition of the organization. The books of accounts shall be at all reasonable times open to inspection by any Director. The Treasurer shall tender all such records and accounts to the successor Treasurer immediately following the next annual election. The Treasurer shall all requested reports to the Pima County Junior Soccer League when requested.

5. Registrar

The Registrar shall organize and coordinate all procedures for player registration within the Registrar's jurisdiction, including, but not limited to: developing registration forms, verifying and maintaining copies of player birth certificates, registering players, providing player passes, transfer and drop forms to coaches, maintaining current and past copies of the Club database, tracking refunds to maintain accurate registered player records, providing flighting forms, field registration forms and other administrative forms, as requested, to the Board or Directors and Coaches. The Registrar shall, in conjunction with the Coaching Directors maintain a waiting list of players who desire to be placed on teams in the event of an opening on a team. The Registrar shall attend the annual training sessions and shall notify all appropriate parties of the due dates for all necessary registration forms. The Registrar shall keep all registration documentation, which shall be deemed part of the official records of the Club, and shall tender all such documents and records to the successor Registrar immediately following the next annual election, and shall have such other powers and performs such other duties as may prescribed by the Board of Directors or by the Bylaws.

6. Director of Fields

The Director of Fields shall be responsible for securing all game and practice fields for the club and attending various community meetings representing the Club for the purpose of maintaining and securing new fields and procuring lighted fields. Duties of the Director of Fields shall include, but are not limited to, interfacing with City or Town Parks Department and School Administrators where the Clubs trains or plays games, securing use permits where needed and providing copies to coaches, ensuring safety of the environment of the home fields including practice fields, contracting for layout and painting of game fields.

7. Director of Tournaments

The Director of Tournaments shall be responsible for the overall management, coordination and development of the annual CDO Classic Tournaments, including, but not limited to, team correspondence, staffing, referee scheduling, field procurement, equipment rental, procurement of supplies, designing flyers, forms and other graphics used to promote or operate the tournament.

8. Assistant Director of Tournaments

Assist the Director of Tournaments

Article 3 Committees

A. Discipline and Rules Committee

The Chairperson shall be the Vice-President and shall select two other Board member to form the committee, unless his/her team is involved, in which case the Club President shall select the committee and Chairperson. If any member of the DNR Committee has a child playing on any team involved in a particular hearing, or any other connection with the team, then that member shall not participate in any way in the hearing. A committee member with a conflict shall be replaced by the purposes of the hearing by the Club President. All complaints received by the Discipline and Rules Committee shall be in writing and shall be logged in as to the date received and nature of the complaint. The best interests of the Club may be served if relevant parties to the complaint are requested to appear at a hearing. If a hearing is held it is clearly a fact-finding session in which the parties are able to state their respective cases. At the conclusion of the hearing, all non-committee individuals will be excused and the Committee shall decide on a course of action. All complaints shall receive a written reply from the Committee.

B. Ad Hoc Committees

The Board of Directors shall form Ad Hoc Committees as necessary. Meetings shall be conducted as a committee of the whole. An Ad Hoc Committee shall have a specified purpose, designated power or authority to do its job, have a time limit for reporting or completing its duties, and a budget, if necessary.

Article IV Meetings

Regular meetings of the Board shall be posted on the website at least 7 days in advance of the meeting noting the time, date, and location of the meeting. If an emergency meeting of the board is required, a minimum of 24 hours notification shall be required.

An Annual General Meeting of the membership of the organization shall be held once per year.

A. Regular Meetings

Regular Meetings of the Board of Directors shall be held bimonthly.

A. The order of normal business shall be conducted during regular Board meetings shall be as follows:

- General Information Session
- Call to Order
- Roll Call
- Introduction of Visitors
- Acceptance of the Minutes from the previous meeting
- Board Member Reports
- Unfinished Business
- New Business
- Adjournment

B. The presence of a majority of the voting members of the Board shall constitute a quorum to transact business at any meeting of this organization, however during the course of the meeting a majority of the Board is not maintained the meeting is suspended and not further Club business can be transacted.

B. Special Meetings

Special Meetings of the Board of Directors, for any purpose or purposes may be called at any time by the President or Vice-President, or if either is absent or refuses to act, by any twenty-five (25) percent of the Board of Directors membership. Written notice of the time and location of the special meeting shall be emailed, or notice may be given by telephone to each board member, a minimum of 48 hours, prior to holding such meeting. Any Meeting shall be valid, wherever held, if approved in writing by a quorum either before or after the meeting and if such written approval is filed with the Secretary of the Club.

C. Annual General Meeting

An Annual General Meeting (AGM) of CDO Soccer Club shall be held within 45 days of the Pima County Junior Soccer League AGM.

1. The Board of Directors shall set the specific date, time and location of the meeting.
2. The Board of Directors shall post the AGM time and location on the CDO Soccer Web page not less than one week prior to the meeting
3. All those voting members present will be considered a quorum for the purpose of transacting business.
4. The order of Business for the Annual General Meeting shall follow Roberts Rules of Order and shall be as follows:

- Call to Order
- Roll call
- Approval of Minutes of Previous AGM
- Officers Reports
- Old Business
- Proposed Budget
- Amendments to Constitution/Bylaws/Rules and Regulations
- New Business
- Election of Officers
- Adjournment

Article VI Registration

A. Fee Determination

The registration fee shall be determined annually by the Board of Directors.

B. Completed Registration

Fees are due and payable at registration. No player will be registered unless all fees are paid and all papers are fully completed. Checks shall be made payable to.

Article VII Club Records and Reports

A. Records

CDO Soccer Club shall maintain adequate and correct accounts, books, and records of its business and properties.

B. Inspection of Books and Records

All books and records shall be open to the Directors or members of CDO Soccer Club in the manner provided for by the Board of Directors. The original copy of these Bylaws, as amended or otherwise altered to date and certified by the secretary, shall be open to inspection for the members of this organization.

C. Contracts

The President in conjunction with the Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of this Organization subject to the following provisions:

1. The Board must approve, in advance, any expenditure of over \$250 for any non-budgeted item.
2. Anyone failing to comply with this provision, is subject to immediate removal from the office by a vote of the simple majority of the Board members present in a legally constituted meeting. The organization reserves the right to recover equivalent funds from the person(s) responsible for unauthorized expenditures.

D. Filing Responsibilities

The President, in conjunction with the Treasurer and the Board, shall direct the accomplishment of the following:

1. The proper execution and submittal of tax forms (local, state, and federal) as legally required.
2. The proper execution and submittal of forms as required by state or federal agencies to maintain the legal, tax-exempt status of the organization.
3. The fiscal year of CDO Soccer Club shall be May 1 to April 30.

Article VIII Financial Disclaimer

The CDO Soccer Club shall not assume, nor be liable for the personal debts and/or financial responsibilities, either implied or incurred, of any member player, coach, manager, team assistant, referee or Board Member.

Article IX Responsibilities

A. All coaches shall be responsible for governing their team members.

B. A plea of ignorance of the constitution, Bylaws, or Rules and Regulations of this Organization is not sufficient and violators may expect appropriate action from the Board of Directors.

C. Any person found guilty of violating the Bylaws, or Rules and Regulations of this Association may be asked to appear before the Board of Directors or the Discipline and Rules Committee in order to explain his/her actions.

Article X Liability Protection and Indemnification of Officers, Directors, Employees and Agents

All officials of this Association and its teams shall be covered against personal liability claims by the Arizona Youth Soccer Association for performing acts and duties directly related to the work of CDO Soccer Club and the AYSA. Subject to the provisions of 10-005, Arizona Revised Statutes, and the further provisions hereof, the Club shall indemnify any and all of its existing and former Directors, officers, employees, and agents against all expenses incurred by them and each of them, which may arise from any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of service to the Club. Any existing or former Director, officer, employee, or agent shall report to the President of the Club that he/she has incurred or may incur expenses for any of his/her actions or omissions done while acting within the scope of his/her service as Director, officer, employee or agent of the Club. The Club shall have the right to refuse indemnification to any person otherwise entitled to indemnification if that person unreasonably refuses to permit the Club, at its own expense, and through counsel of its own choosing, to defend him/her in the action.

Article XI Amendments

- A. Any club member may submit a proposal to amend the Bylaws.
- B. All proposed Amendments to the Bylaws of this Association must be submitted in writing to the Club Secretary by May 1st and will be made available to all association members at least thirty days prior to the AGM.
- C. Adoption of a proposed amendment requires a two-thirds vote of the membership present at the AGM.
- D. Any amendment of these Bylaws adopted at the AGM shall become effective immediately.
- E. Any amendments passed at the AGM of the AYSA, USYSA or the USSF, which may affect these Bylaws, shall be distributed at the AGM and will become effective upon distribution.

Article XII Ratification

The Ratification and Signature of five members of the 2006-2007 CDO Soccer Club Board of Directors shall be sufficient for the establishment of these Bylaws. In Witness whereof, we have here unto subscribed our names this 28th day of JUNE, 2006.

Title: Vice-President
Mark Steffen Mark Steffen

Date: 6/28/06

Title: Tournament Director
Nina Criss Nina Criss

Date: 6/28/06

Title: Treasurer D. O'Leary

Date: 6/28/06

Title: Fields Director M. Kennedy

Date: 06/28/06

Title: Secretary (Suzan Williams)

Date: 6/28/06

Title: _____

Date: _____