

1.0 Name

In accordance with a certificate of incorporation filed with the secretary of state of New Jersey on December 3, 1993, the name of this corporation shall be Twin County Soccer Association, Inc., Hereinafter referred to as "TCSA".

2.0 Purpose

Twin County Soccer Association is organized exclusively for charitable purposes within the meaning of section 501C(3) of the Internal Revenue Code of 1996 specifically to develop promote, and govern the game of soccer among youth (under 19 years of age) within the state of New Jersey, specifically in the counties of Ocean at Monmouth. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by any organization exempt from Federal income tax under section 501C(3) of the Internal Revenue Code of 1986. The stated purpose of Twin County Soccer Association, Inc. shall apply to both male and female youth soccer players, therefore, the term "he", "him", and "his" apply equally to both males and females. TCSA advocates player development in a positive environment that emphasizes good sportsmanship and respect for the game. This encompasses players, coaches, parents, and referees and requires respect for all individuals associated with New Jersey Youth Soccer.

3.0 Affiliation

TCSA shall be affiliated with the New Jersey State Youth Soccer Association (NJYSA), the United States Youth Soccer (USYS), the United States Soccer Federation, MOSA (Monmouth Ocean Soccer Association), Jersey Coast Soccer League, and any other league affiliated with the NJSYSA, Ocean Counting Recreational Soccer, PAL of Brick, and shall comply with the authority of those of those organizations.

4.0 Corporate Seal

There shall be a Corporate Seal which shall be a circular impression having inscribed there on the name of the Corporation, the year of its incorporation, and the words Corporate Seal, New Jersey.

5.0 Offices

- 5.1 The registered office of the Corporation shall be at C/O Czarnecki and Cox, Esqs., 291 Herbertsville Road., Brick, New Jersey, and the name of the Agent is Robert Hamershock. The Corporation may also have offices at such other places as the Board of Trustees may from time to time appoint, which in turn shall be located either in Monmouth or Ocean Counties.
- 5.2 The Board of Trustees shall have the authority by majority vote to change the register office and/or registered agent at such time the Board deems appropriate.

6.0 Fiscal Year

The fiscal year of this corporation shall begin September 1st and end August 31st of each year.

7.0 Board of Trustees

- 7.1 The activities of TCSA shall be managed by the Board Of Trustees, which shall consist of at least for (4), or no more than seven (7) Trustees who shall be at least 18 years of age. Said Trustees must be elected from the “membership” including General, Associate, and the honorary members of TCSA as defined herein. The Board of Trustees shall minimally include the President, First Vice President, Secretary, and Treasurer. The Board of Trustees will also include a First Vice President, Second Vice President, Third Vice President, and Sergeant At Arms if members have been elected to those positions. In the events of the member resigning or being removed for just cause, the President will appoint a successor with approval of the majority of the remaining Board of Trustees members.
- 7.2 The trustees as named in the Certificate of Incorporation shall hold office until the first general membership meeting and until their successors are elected and qualified.
- 7.3 At even numbered years July meeting the following officers will be voted on: First VP, Third VP, Secretary, and Sergeant At Arms. At odd number years July meeting the following officers will be voted on: President, Second Vice President and Treasurer. The term of office for each officer shall be two years and/or until such time that a successor is elected and qualified. At the March meeting a nominating committee shall be appointed by the President to ascertain which members wish to be considered for election to one of the officer positions open for election the following July. The nomination for officers shall be closed at the June meeting with the delivery of the nomination list to the Secretary by the nominating committee. Nominations from the floor shall be accepted only at the June meeting. Nominations must be made in person and seconded. Balloting shall be carried out by the Sergeant At Arms and will be a secret ballot.
- 7.4 There shall be one Annual Meeting of the Board Of Trustees. Said meeting shall take place immediately after the July’s membership meeting. The Board of Trustees may hold additional “special meetings” upon notice to the Trustees by giving at least two (2) days’ notice, personally or by telephone, stating the purpose of the meeting and its place and time.
- 7.5 A Trustee may resign the Corporation by written notice to the Corporation either in person or by return receipt mail. The resignation shall be effective upon receipt thereof by the Corporation or at such time as shall be specified in the notice of resignation.
- 7.6 One or more of the Trustees may be removed for cause. The trustee(s) being asked for removal will be notified by the individual(s) seeking removal by certified mail, return receipt requested. The notice will be read at the next general membership meeting (and less this right is waived by the trustee(s) been removed.) At the general membership meeting immediately following this action, a vote of the general membership will be taken. The said trustee(s) will have an opportunity to present their views and opinions, and any pertinent witnesses only on this object to the general membership and honorary members. Said removal must occur by an affirmative two thirds majority of those cast by the General and Honorary membership entitle to vote for Trustee(s) provided a quorum is present.
- 7.7 Trustees shall discharge their duties in good faith and with that degree of diligence, care, and skill, which ordinary prudent persons would exercise under similar circumstances.

8.0 Membership

8.1 The members are divided into the following classes:

- A. General Members;
- B. Associate Members; and
- C. Honorary Members.

8.2 Qualifications for membership are as follows

- A. General Membership: any youth soccer team affiliated with NJYSA or active in a Traveling Recreational League who shall subscribe to these Bylaws and who shall be in good standing with NJSYSA or Board Of Trustees for the Traveling Recreational League, shall be eligible for membership. Membership will be considered only upon submission of a written letter of request in all applicable forms to the Trustees. In addition, youth soccer teams applying for membership must have a favorable recommendation from a sponsor (an existing TCSA General Member in good standing), or the President can appoint a member to perform a background check as to their standing with any previous soccer organizations. This recommendation must also be received by the Trustees before membership can be granted. The sponsoring General Member will act as a “Mentor” to the incoming soccer team (upon granting of membership). If the applicant does not have a mentor, one must be appointed by the President of TCSA. The applicant must be brought before the General Membership meeting and be approved by a majority vote or any individual appointed to an official position and not otherwise having voting rights.
- B. Associate Membership: all current soccer coaches, and the Parents/Guardians of players who have been issued a valid pass by the NJSYSA, who are registered to a team which is registered with the NJSYSA, and/or whose team is playing in matches sanctioned by TCSA. Additionally any recreational level coach and/or Parents/Guardians of TCSA Micro programs recreational level players are granted Associate Memberships.
- C. Honorary Membership: any person who has served TCSA as a Trustee or as a General Member and who has expressed the desire to continue working toward the fulfillment of TCSA’s stated purpose as expressed herein maybe afforded Honorary Membership. Said Honorary Member must be approved by the Board Of Trustees by a unanimous vote and a three quarter (3/4) majority vote of the General Membership.

8.3 Term:

All memberships shall run concurrent with the fiscal year of the corporation.

8.4 Membership Dues:

All General Members shall pay on a timely basis all fees as may be assessed by the Board of Trustees. Including but not limited to “fair share” and registration fees.

8.5 Voting Rights:

Only General Members (a youth soccer team) and Honorary Members in good standing shall be accorded the right to vote on all matters coming before TCSA. Each General Member and Honorary Member receives one vote. What shall constitute good standing is, but not limited, payments of dues as required, regular attendance at General Meetings and behavior consistent with the code of conduct. Failure to attend two General Membership Meetings during the fiscal year shall constitute irregular attendance. All elected officials who otherwise do not have the right to vote will receive one vote. Associate Members shall not have the privileges of voting at General Meetings, but are encouraged to attend those meetings and may address the General Membership.

8.6 General Membership Meetings shall be held monthly, the second Thursday of each month. There will be 10 meetings per year. The Executive Board may cancel two meetings per year provided a majority of the members do not object.

8.7 A quorum shall be needed to conduct business at a General Meeting. Such a quorum shall be achieved by a fifty (50) percent attendance of the General Members.

8.8 General Membership Meetings must have a presiding officer and a quorum.

9.0 Compensation

9.1 A budget for the fiscal year will be presented for approval at the September General Membership Meeting.

9.2 A budget for the fiscal year will be presented for approval at the meeting.

9.3 Neither members, trustees, nor officials shall receive a fee, salary, or remuneration of any kind for their services as trustees and/or officers, provided, however, that trustees and officers may be reimbursed for reasonable expenses incurred with approval of the Board Of Trustees upon presentation of vouchers.

9.4 All disbursements from TCSA accounts must have two (2) authorize signatures.

10.0 Officers

10.1 The duties and authority of the officers shall be determined from time to time by the President. Each member of the Board Of Trustees will submit a monthly report and the items for the agenda for the next monthly meeting 10 days prior to the President and Secretary. Subject to any such determination, the officers shall have the following duties an authority:

Twin County Soccer Association By Laws February 10, 2002

- A. President: The President is the Chief Executive Officer of TCSA. He or their designate shall preside over all general meetings. He shall represent TCSA before the NJSYSA, USYSA, USSF, and FIFA, as well as all local and state government for soccer related items. He shall be and ex officio member of all TCSA committees. He shall create committees of the general membership as he deems necessary and make appointments to those committees. He shall appoint a nominating committee at the march general meeting consisting of it least three (3) voting members for the purpose of selecting those individuals who the committee feels will serve TCSA as members of the board of trustees and/or its officers. He will appoint representatives to the various leagues. He will appoint members to the various committees in TCSA with the majority approval of the board of trustees. Members of committees can be removed for cause from their position by a majority vote of the general membership. The procedure shall be the same as the one set forth in the removal of members of the Board Of Trustees. Committees reporting to the president include: PAL Committee, By Law Committee, Advisory Committee, Ethics Committee, Rules Committee.
- B. First Vice President: The First Vice President shall be responsible for the MOSA league and the Jersey Coast League. Coordinate referees to MOSA and Jersey Coast with referee assigner. Collect monthly reports from the MOSA and Jersey Coast Representatives to be submitted with their monthly reports. The First Vice President shall transfer all funds received from registrations to the Treasurer for deposit in the Recreation Account. Committees reporting to the First Vice President include: MOSA Representative, Trainer Committee, Jersey Coast Representative, Junior Mentor Program, Tournament Committee.
- C. Second Vice President: The Second Vice President shall be responsible for Ocean County Recreation League and the TCSA Micro Soccer Recreation Program. Collect Ocean County Recreation Representative and Third Vice President reports to be submitted with their monthly report. Committees reporting to the Second Vice President include: Ocean County Recreation Representative, Micro Division Coordinators.
- D. Treasurer: The Treasurer shall be responsible for all funds of TCSA. The Treasurer shall maintain a detailed record of the financial status of TCSA and shall submit all of his records for an annual review to the Board Of Trustees. The Treasurer shall distribute his monthly report at the General Membership Meeting. That report shall have the following format: the beginning balance of each of TCSA's cash accounts; the monthly receipt thereto; the monthly disbursements there from and the ending balance thing each of the cash accounts. Committees and person's reporting to the Treasurer include: Fundraising Committee, Finance Committee, Corporate Donation Committee, Purchasing Agent.

Twin County Soccer Association By Laws February 10, 2002

- E. Secretary: The Secretary shall keep an accurate account of all meetings of TCSA. They will notify all General Members of special meetings. They will maintain a record of all members, their officers and their duly appointed representatives. They will take attendance at all Membership Meetings and shall notify the Treasurer of those General Members who were not in attendance. They will be responsible for all correspondence to and from TCSA not carried out by other officers or committees. At each membership meeting, the Secretary shall distribute to all TCSA officers and members an accurate set of minutes of TCSA's last membership meeting. The Secretary shall keep an accurate account of all meetings of TCSA. All minutes will be published within 10 days of the meeting. The general membership meeting minutes will be sent out via email as an un- approved copy via email within 10 days and then voted on at the next general membership meeting. All board of trustees and executive board minutes will be sent out via email within 5 days with a confidentiality statement. This applies to any other person representing TCSA at any other committee or function. Committees reporting to the Secretary include: Communication Committee, Photostat Committee, Publicity Committee, Web page / Internet, Documentation Coordinator.
- F. Third Vice President: The Third Vice President will act as the field coordinator and referee mentor for all of TCSA and report to the Second Vice President. The responsibilities of the position will include:
- a. Set up travel and recreational fields.
 - b. Insure that the dimensions of the playing for each field for which TCSA is responsible comply with the requirements of all the governing bodies (i.e. FIFA, NJYSA, MOSA, Jersey Coast, OCR)
 - c. Insure that all travel, recreation and Micro fields are properly lined for playing and practicing each week of the season.
 - d. Assess the conditions of the fields (surfaces, goals and anchors, nets) and oversee that all repairs are made to restore to make equipment and fields safe and in compliance.
 - e. Attend Ocean County Parks meetings twice a year.
 - f. Coordinates the purchase of paint, goal supplies with the purchasing agent.
 - g. Maintain a committee of 6-10 people to line and maintain fields. Each league in Twin County must have representatives on this committee.
- G. Sergeant at Arms: This position is to maintain the proper order at all Twin County meetings and functions. This person will also be in charge of the nominating committee and votes for all elected positions. This will be a two year position and this person will report to the President.

11.0 Executive Committee

- 11.1 The elected officers of TCSA, the MOSA Representative, Jersey Coast Representative, Ocean County Recreation Representative shall constitute the Executive Committee. All members of the Executive Committee shall adhere to these By-Laws and those of all affiliated organizations as noted. In the event of a conflict between these By Laws and those of any affiliated organizations, the Executive Committee or any one member of the Executive Committee shall advise the General Membership of the conflict as soon as possible after they become aware of the conflict and propose an amendment to these By-Laws for approval by the General Membership.
- 11.2 The Executive Committee has sole authority for interpreting and enforcing By Laws and establishing and enforcing rules and regulations with the advice and consent of the General Membership.

Twin County Soccer Association By Laws February 10, 2002

- 11.3 The Executive Committee shall, with the approval of the membership by a simple majority of the voting membership, establish and structure a schedule of fines and/or penalties to be levied for violation of these By Laws and the Code of Conduct.
- 11.4 The Executive Committee will hold its own meetings as they may deem necessary to fulfill the purpose of the By Laws. These meetings will be held at least 4 per year and as may be needed to deal with urgent issues. A calendar of scheduled meeting shall be published for the January club meetings.

12.0 Force and Effect of By Laws

- 12.1 These By Laws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the Act), Sections of the IRS Code, and the Certificate of Incorporation of the Corporation, as it may be amended from time to time. If any provision in these By Laws is inconsistent with a provision of the Act or the Certificate of Incorporation, then the Act, Section of the IRS Code or Certificate of Incorporation shall govern to the extent of the inconsistency.

13.0 Amendment of By Laws

- 13.1 By Laws may be amended by a two-thirds (2/3) vote of the quorum (50%) of the Voting Membership. The proposed amendment shall be brought before the General Membership of TCSA for discussion. The President may at his discretion, table the proposed amendment until the next General Membership or declare discussion closed and that the proposed amendment be put to a vote. The amendment shall be voted upon at the next General Membership meeting, unless otherwise approved by the General Membership.

14.0 Legal Action

- 14.1 No General Member, Associate Member, Honorary Member, elected official may invoke the aide of the courts of any State or the United States, without first exhausting all available remedies within TCSA.

15.0 Disciplinary Authority

- 15.1 The Ethics Committee shall have the right and authority to discipline, suspend, or bar completely any member or coach or affiliated member of Twin County Soccer Association for violation of the By Laws or the Rules and Regulations of other affiliated associations, or TCSA Code of Conduct. The Board of Trustees shall be the highest level of appeals within TCSA. They shall reside over all appeals between General membership and the organization.
- 15.2 All disputes and disciplinary matters shall be brought before the Board of Trustees in writing, addressed to the Secretary of TCSA and must be postmarked within 2 weeks of the date of the occurrence giving rise of the dispute or disciplinary matter. All effected parties must be served with a copy of the writing by the Secretary. The Secretary must inform all the effected parties of the date of the hearing by certified mail.
- 15.3 Neither the Board of Trustees nor individuals involved in disputes or disciplinary matters shall be allowed to be represented by legal counsel.

16.0 Ethics

16.1 Code of Ethics

16.1.1 All coaches, parents or guardians and U-11 players and older of TCSA will be required to read, sign and abide by the code of ethics of TCSA or any other code of conduct required by the soccer or local, state or federal organizations.

16.2 Ethics Committee

16.2.1 The Ethics Committee will comprise of an odd number of people (currently proposing at least two youth players (U15 and up) and five adults. The President of Twin County Soccer is automatically on every committee but will not vote in the Ethics Committee unless a tie breaking vote is necessary. The Ethics Committee consists of Ocean County Recreation Representative; Jersey Coast Representative; MOSA Representative (chairperson of the committee); two parents (coaches or non-coaches); at least two youth players ages U-15 and up.

16.2.2 The Ethics Committee will decide when to meet, how many people are necessary for a voting quorum and create a format for their decision making process.

16.2.3 When any member of the Twin County Soccer Club feels as though they need a decision regarding an ethical issue involving our soccer club, the member would call / email the chairperson of the Ethics Committee.

16.2.4 The chair Ethics Committee would confidentially inform all members of the ethic committee of the issue at hand.

16.2.5 The Ethics Committee would apprise all the elected officers of the club of the issue and their decision. The elected officers would be apprised of the information by the committee chairperson. The elected officers would only be apprised of the information (not voting on the decision process) so that when the Board is continuing to make other decisions concerning the club, the right hand knows what the left is doing.

16.2.6 The Ethics Committee would meet on a scheduled basis and discuss, suggest solutions, and create a plan. The elected officers of the club would be informed of the plan before any action is taken. After the full report of course of action is given to the elected officers, the elected officers may acknowledge the course of action from the Ethics Committee or suggest that the course of action is in violation of a legal, financial, and/or policy of the New Jersey Youth Soccer / Twin County Soccer Association. If necessary the Ethics Committee will meet again, correct the violation, inform the board of elected officers of the corrected course of action, and proceed to enforce the course of action.

16.2.7 If an issue requires an appeal, the appeal would be brought to the elected officers (who are not members of the Ethics Committee) to review and listen to the appealing person's additional points of view and relevant facts. The elected officers have the authority to override the decision of the Ethics Committee. Following the review of the appeal, the elected officers may uphold the decision of the Ethics Committee; render their own decision of what actions should be taken, or remand the matter back to the Ethics Committee for further proceedings.

16.2.8 Any involved parties with a conflict of interest, would excuse themselves from participating.

17.0 Dissolution

- 17.1 Upon dissolution, the Treasurer shall pay all outstanding debts of TCSA from TCSA funds. Any funds remaining shall be returned to the General Membership in equal shares.

Resolution Adopting By Laws

It is hereby resolved by a two thirds (2/3) vote of a quorum of the General Membership of the Twin County Soccer Association, Inc., a New Jersey Corporation, that these By Laws have been approved and that these By Laws supersede all other By Laws either adopted or proposed prior to January 10, 2002. Be it further resolved, that these By Laws be placed by the Secretary of the Corporation, in this minute book, and that a full executed copy hereof be maintained by the Secretary and that a copy hereof be distributed to each member.