



**BYLAWS OF THE
ARUNDEL SOCCER ASSOCIATION, INC.**

(revised and approved March 2018)

Article I

Section 1 – The name of this corporation shall be the Arundel Soccer Association, Incorporated (hereafter "ASA").

Section 2 – The principal offices of ASA shall be located within Anne Arundel County, MD.

Article II

Corporate Membership

Section 1 – General Membership in ASA, which is not authorized to issue capital stock, shall be open to any natural person of at least eighteen years who:

- (a) Is the parent or guardian of a child currently participating in any of ASA's programs – As of August 1st of the seasonal soccer year, is registered and participating in ASA sponsored leagues (Rec, County and Travel)
- (b) Lends assistance to and supports the programs of ASA – current, active volunteer (as of August 1st of the seasonal soccer year) for ASA Committees or ASA sponsored leagues, coaches an ASA team but child does not play at the club.

Section 2 – General Membership ASA shall not be withheld on the basis of race, color or religion, or disability.

Section 3 – Dues may be assessed, as determined by the Board of Directors (hereafter referred to as "the Board"), as a condition of new or continued membership in ASA.

Section 4 – Membership may be revoked by the Board, by a two-thirds (2/3) majority of its voting members for an appropriate cause including but not limited to; conviction of a felony offense, notice of an official reprimand, unprofessional conduct, or unethical or immoral behavior.

Section 5 – There shall be an annual meeting of the membership of ASA for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The annual meeting of the membership shall be held during the month of June, on such date, at such time, and at such location within Anne Arundel County, MD, as determined by the Board. The Board shall provide at least thirty (30) days’ notice, to be given to the general membership, in a manner determined by the Board, of the date, time and location of the annual meeting. Refer to the ASA AGM guidelines for additional information pertaining to the AGM meeting and elections.

Section 6 – Special meetings of the membership, for any purpose(s) not prohibited by statute, may be called by the President or the Board upon ten (10) days’ notice of the date, time, location and purpose of the meeting.

Section 7 – Each member shall be entitled to one (1) vote at the AGM per the AGM guidelines.

Article III

Board of Directors

Section 1 – General Powers. The business and affairs of ASA shall be managed by the Board. This includes but is not limited to: establishing and implementing ASA policies, review and approval of all budgets, establish membership dues and registration fees, appointment of staff and perform, as appropriate, other related functions as authorized in or required by these Bylaws.

Section 2 – The number of Board members (“Director” or “Directors”) shall be fifteen (15) to prevent the possibility of a tie during a vote – ten (10) At-Large Directors, one (1) Secretary, one (1) Treasurer, two (2) Vice Presidents and one (1) President. Each Director shall hold office until the next annual meeting of the general membership (each Director has a one (1) year term) and until his or her successor has been elected and qualified.

Section 3 – Officer Selection Meeting. A meeting of the Board shall be held without other notice than this bylaw within two (2) weeks after the annual meeting of the general membership. The Board may provide, by resolution, the time and place for the holding of the additional regular meeting without other notice than such resolution.

Section 4 – Regular Monthly Meetings. Regular monthly meetings of the Board shall be held every month, with the exception of the month of July, without other notice than this bylaw. The Board shall provide, by resolution, the dates, time and place for the holding of regular monthly meetings.

Section 5 – Special Meetings. Special meeting of the Board may be called by or at the request of the President or any two (2) Directors. Notice of any special meeting shall be given at least two (2) days prior notice to all directors.

Section 6 – Quorum. The presence, in person of fifty percent (50%) plus one (1) Directors, then serving, shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7 – The act of the majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board.

Section 8 – Any vacancy occurring on the Board after the AGM meeting, may be filled by the affirmative vote of the majority of the remaining Directors. A person elected to fill a vacancy shall serve until the next AGM of the general membership.

Section 9 – Board Member Attendance at Meetings. It is recognized that Directors serve without compensation; however, every effort should be made by Directors to attend all meetings of the Board. If a Director, during their one (1) year elected/appointed term misses three (3) or more meetings without prior Board notification and a valid reason as determined by the President, then by two thirds (2/3) majority vote, the position can be declared vacant.

Section 10 – At-Large Directors. At-Large Directors shall:

- (a) Chair/Serve on committees that support ASA initiatives including but not limited to: fundraising/sponsorship; marketing/communications; field maintenance; concession stand(s); special events (i.e., Back to Soccer Day, ASA Day, summer pick-up, etc.)
- (b) Provide official report on overall status of their committee, league, etc., to the Board at every Board meeting
- (c) Assist as with ASA initiatives as assigned to and approved by the President and ASA Board

Section 11 – The Board shall serve without compensation.

Section 12 – Regular Meetings of the Board shall be open to the general membership.

Section 13 - Executive Session. At any meeting of the Board, where a quorum is present, the Board may, by a majority vote, decide to enter an executive session in which only voting Directors may be present. The decision to enter executive session shall be recorded in the minutes, and actions taken may be recorded in the minutes. Executive session minutes may be kept separately and confidentially, and need not include the discussion, only actions taken.

Section 14 - Telephone and Electronic Participation. Directors may participate in Board meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting.

Section 15 - Each member of the Board is entitled to one (1) vote upon matters brought before the Board. Directors may vote only in person. There shall be no proxy voting. Members of the Board shall be required to attend the annual meeting to vote.

Article IV

Corporate Officers

Section 1 – The officers of ASA shall be a President, a Vice President of Player and Coaching, a Vice President of Administration, a Secretary and a Treasurer.

Section 2 – Election and Term of Office. The officers shall be directors of ASA and shall be elected by majority vote of the Board at the Board selection meeting after the annual meeting of the general membership. Each officer shall hold office until his/her successor has been duly elected and qualified, or until his/her death, or until he/she resigns or is removed by two thirds (2/3) vote of the entire Board.

Section 3 – Vacancies in any office may be filled by the Board for the unexpired portion of the term.

Section 4 – President. The President shall be the principle executive officer of ASA and, subject to the control of the Board, shall in general, supervise and control all the business and affairs of ASA. Specifically the President shall:

- (d) Be responsible for obtaining field permits from the Board of Education and County Department of Parks and Recreation prior to the start of each season.
- (e) Ensure organizational representation at all county, select or travel organizations that ASA has teams entered, either in person, or by appointment of another.
- (f) Ensure the appointment of Recreation, County, Select and Travel League Commissioners
- (g) Ensure insurance coverage for all players, coaches and Board members
- (h) Appoint committees to investigate or carry out items of interest to ASA.
- (i) Facilitate and moderate meetings of the Board and annual meeting of the general membership
- (j) Provide official report on overall status of ASA at every Board meeting
- (k) Negotiate contracts for ASA

Section 5 – Vice Presidents. In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President(s) shall perform the duties of the President, and when so acting, shall have the powers and be subject to all the restrictions upon the President.

The Vice President of Administration shall:

- (a) Represent ASA at regulatory soccer organization meetings (i.e., MSYSA, US Youth Soccer, Region I, Eastern Development League (EDP), Super Y, etc.), or by appointment of another.
- (b) Develop relationships with local and state government officials, area school, and regulatory soccer organization officials
- (c) Assists the Vice President of Player and Coaching Development as needed.
- (d) Oversee administrative programs and activities including but not limited to: assisting League Commissioners; marketing and communications initiatives (i.e.,

ASA website, social media outlets, advertising, etc.); negotiating uniform contracts and policies, coordinating referee program, and ensuring tournament execution.

- (e) Assist the President with negotiating contracts for organization
- (f) Ensure that all coaches have current background checks completed

The Vice President of Player and Coaching shall:

- (a) Coordinate with the Vice President of Administration to represent ASA at regulatory soccer organization meetings (i.e., MSYSA, US Youth Soccer, Region I, Eastern Development League (EDP), Super Y), or by appointment of another.
- (b) Develop relationships with local and state government officials, area school, and regulatory soccer organization officials
- (c) Serve as the ASA liaison to strategic partners (i.e., DC United, Baltimore Blast, Liverpool FCIA Maryland, etc.)
- (d) Assists the Vice President of Administration as needed.
- (e) Work directly with the President, Board and ASA Director of Youth and Coaching Development to create a club philosophy and to implement youth development programs to support that philosophy.
- (g) Oversee coaching and youth development activities including but not limited to: overseeing the Director of Youth and Coaching Development who will be recruiting and evaluating new coaches, observing coaches to ensure compliance with club philosophy, advising coaches on team progression, divisional placements, coordinating ASA tryouts for age groups as needed, etc.; addressing disciplinary action with appropriate league commissioner; addressing team/coach relationships, disputes, complaints; coordinating coaching classes/trainings, licensing courses; attending United Soccer Coaches convention.
- (h) Assist the President with negotiating contracts for organization
- (i) Assist President with all activities related to field and equipment acquisition
- (j) Ensure all County and Travel League Coaches have coaching license

Section 6 – Secretary. The Secretary shall:

- (a) Keep the minutes of the Board meetings and of the annual meeting of the general membership in one or more books provided for that purpose.
- (b) Distribute minutes to the Board members within two weeks of all meetings
- (c) Prepare and distribute agendas for Board meetings and annual meetings of the general membership
- (d) Establish/reserve a meeting place for all meetings of the Board and notify all Board members of the date, time and place
- (e) Establish with the Board, reserve a meeting place and advertise the annual general

membership meeting

- (f) In general, perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board.

Section 7 – Treasurer. The Treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of ASA, receive and give receipts for monies due and payable from any source whatsoever, and deposit all such monies in the name of ASA in such financial institutions as may be selected by the Board
- (b) With the Board, establish a two-party signature checking and/or savings account for ASA with a minimum of three (3) Directors (two (2) Officers and one (1) At-Large Director) as signatories, as approved by the board.
- (c) Provide an annual report for the past year and annual budget for the succeeding year to the Board at the January meeting
- (d) Provide a monthly report to the Board at the monthly Board meetings
- (e) Organize and schedule an audit every three (3) years of ASA financials and report findings to the Board
- (f) Provide access to Quickbooks to a minimum of three (3) Directors (two (2) Officers and one (1) At-Large Director).
- (g) In general, perform all duties incident to the Office of Treasure and such other duties as from time to time may be assigned to him/her by the President or by the Board.

Section 8 – The officers of ASA shall serve without compensation.

Article V

Committees

COMMITTEES: The Board may create such committees with such powers as it deems wise to have. However, the Board may not delegate to committees the following powers: the power to amend the bylaws; the power to hire or fire chief executives; the power to amend articles of incorporation; the power to approve dissolution, merger, or transfer of assets of the corporation; and the power to take any action that requires approval of the Board by law. Committee minutes must reflect any action taken by the committee on behalf of the Board, must be shared with the Board, and must become part of the corporate record. The President may appoint persons to chair and serve on those committees, and may appoint persons who are not Directors of the Corporation to those committees. All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting.

Article VI

Fiscal Year

The fiscal year of ASA shall begin on the first day of January and end on the thirty-first day of December each year.

Article VII

Amendments

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board at any regular meeting or special meeting of the Board.

Article VIII

Conduct

The Arundel Soccer Association is based upon the objective of providing our youth with an opportunity to not only acquire and develop soccer skills, but to also develop values of sportsmanship and fair play through organized competition. These values cannot be nurtured in an environment which permits confrontation, poor sportsmanship, verbal or physical abuse by and amongst spectators, team members, team staff, game officials or organizational officials. All Directors , volunteers, and coaches must sign and abide by the ASA Code of Conduct.

Article IX

ASA's uniform

The Board shall approve, prior to purchase, a uniform of common design that conforms with a red, white and royal blue motif and shall include the ASA logo. All County, Travel and Select teams must purchase and wear the Board approved ASA uniform purchased from the vendor designated by the Board.