

Adopted: Sept. 9, 1999
Revision: 11 August 2009

ARTICLE I

NAME

The name of the corporation is the Huntsville Soccer Club, Inc. and hereafter referred to as HSC, Inc. The corporation; however, restructured due to a merger in early 2009 and now will publicly operate under the name of the Huntsville Futbol Club, or HFC. Nevertheless, HFC still operates within the provisions of HSC, Inc. and subject to the bylaws herein.

ARTICLE II

PURPOSE

Section 1

The HSC, Inc. shall be an educational recreation organization whose purposes shall be:

- a. To develop, promote, organize and administer the highest possible level of soccer competence and sportsmanship attainable for youth and young adults.
- b. To further soccer development in North Alabama at the recreational level, by offering player camps and coaching clinics.
- c. To provide soccer development opportunities to a diverse population through community clinics and sponsoring those players whose access to a traditional club is precluded by financial constraints.

Section 2

- a. The purposes for which HSC is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- b. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

c. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

d. HSC, Inc. is not affiliated with any school district or community and accepts players from all geographical areas regardless of race, color, religion, gender, or national origin.

e. The corporation is a non-profit corporation and no part of the net earnings of the corporation shall go to the benefit of, or be distributable to its members, 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 this Article II; notwithstanding any purposes set forth in this Article II, and notwithstanding any other provisions of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or a corresponding provision of any future United States Internal Revenue law.

Section 3

Player Registration

HSC, Inc. will conduct an annual registration program each spring or summer allowing boys and girls in the playing ages of U5 through U18 the opportunity to register to play during the following playing year beginning on or about 1 June of each year. Players may be registered during any playing year subject to availability of team rosters. Every player who registers will be placed on a team, subject to a minimum of number players necessary to field a team, the maximum roster sizes as mandated annually by the Alabama Youth Soccer Association (AYSA), and the availability of qualified coaches.

Section 4

Team Formation

The coaching staff will conduct team try-outs each spring or summer. All try-outs will be publicly announced and will be open to all interested players. Based on registration numbers, Coaching Management will advise the Board of Directors, the number of teams to be filled for the upcoming season. The Coaching Management will develop a roster of qualified coaches and trainers necessary to staff the recommended number of teams. After try-outs, a potential team roster will be distributed to the parents of the selected players. HSC, Inc. will recommend to each parent group, a coach and/or trainer. HSC, Inc. will negotiate and execute a contract with the designated coach and/or trainer. Coaching contracts must be executed prior to games being played by the individual team and a copy distributed to the Senior

Manager. Should team management not approve of the recommended coach and/or trainer, the HSC, Inc. reserves the right to refer the coach and/or trainer to another team. Individual teams may not employ any coach and/or trainer unless the coach or trainer has been evaluated and recommended to the team by Club Management.

Section 5

Team Competition Level

Teams will compete only in the youth divisions of leagues sanctioned by USSF, such as the Alabama Soccer Association, US Club Soccer, or United Soccer Leagues. League selection and competitive level will be determined solely by the Club, Club Management, team coaches, and players.

ARTICLE III

OFFICES

The principal office of the corporation shall be located at the address of the secretary of the Board. The Board of Directors may establish additional offices, and the location of the principal office and the number and location of any additional offices may, from time to time, be otherwise designated and changed by the Board of Directors.

ARTICLE IV

AFFILIATION

The HSC, Inc shall be affiliated with the City of Huntsville Recreation Services, Alabama Youth Soccer Association (AYSA), the United States Youth Soccer Association (USYSA), and the United States Soccer Federation (USSF).

ARTICLE V

MEMBERSHIP

a. Membership in HSC, Inc. shall consist of the following: Board of Directors members; Coaches; Parents of HSC, Inc. players; and other interested parties (as defined in Article XII, Sect.1, C).

- b. There is no registration fee for parents of players other than the annual club fee collected from each player by the individual teams. All players who are children of coaches must pay standard club fees.
- c. Members who have a paid registration fee within a given playing year may have one vote at the semi-annual membership meetings held in October and June of each year. Members who are not current in the payment of team dues may be declared ineligible to vote subject to verification by both the appropriate team manager and team treasurer. Only a single birth parent, an adoptive parent, or the legal guardian of registered players is eligible to vote.
- d. The Coaching Management will submit to the Board, a list of active coaches eligible to vote in the semi-annual meetings. There shall be no more than two eligible coaches from each team. Each coach is eligible to cast only one vote, regardless of the number of teams being coached. Team or club trainers who do not coach are not eligible to vote.
- e. No individual will be allowed to cast more than one vote on any given issue.

ARTICLE VI

GENERAL MEETINGS

- a. In addition to the semi-annual meetings held in October and June of each year, other meetings of special importance shall be held as directed by the Board of Directors. The semi-annual meeting held in June shall include the election of officers and any proposed by-law amendments.
- b. A minimum of 15% of eligible voters must be in attendance at a general meeting to conduct the business of HSC, Inc.
- c. A semi-annual meeting with an insufficient number of members present, will revert to an open Board of Directors meeting and subject to the Board's quorum requirements, the Board of Directors may conduct the business of HSC, Inc.

ARTICLE VII

BOARD OF DIRECTORS

Section 1

General Powers

- a. The property and affairs of the corporation shall be managed and controlled by the Board of Directors.
- b. The Board of Directors will enforce the game laws and rulings of ASA, USYSA, USSF and the Federation Internationale de Football Association (FIFA).
- c. At such time as the Board of Directors deem appropriate, the Board may employ coaching management and directors of coaching, as needed, whose authority, responsibility, tenure and compensation will be determined by the Board.
- d. The Board of Directors shall fill any vacancy among the members of the Board, if the vacancy occurs during an un-expired term.

Section 2

Directors

The Board of Directors shall consist of the following:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer
- e. Chairpersons of Standing Committees
- f. Administrative Personnel
- g. Immediate Past President
- h. Three persons at large appointed by the President

The Directors (a through d) shall be elected at the applicable annual meeting of the Board of Directors. The Standing Committee Chairpersons and the Administrative positions (see Article XI) shall be appointed by the Board of Directors on an annual basis to a term not to exceed one year. The President may appoint up to three (3) persons at large (who are interested in promoting soccer) to the Board of Directors and they will have full privileges as any other member of the board. The At-Large members must be appointed more than 60 days before any General Membership meeting in order for them to vote at that meeting. The President must present these persons to the Board of Directors at its next meeting for the Board's approval before the At-Large members are allowed to become members of the board. The board must vote to approve or disapprove; otherwise, they will be accepted as if approved. The At-Large members will serve a term of one year from the day of approval and

may be reappointed for additional terms. Each member of the Board of Directors shall be entitled to one vote at Board meeting.

Section 3

Quorum

A quorum shall be comprised of not less than eight of the members of the Board of Directors plus the President for a total of nine active members.

Section 4

Regular Meetings

The Board of Directors shall hold regular meetings; said meetings shall be scheduled at least quarterly at a place and time to be provided by the Board of Directors. All Directors shall be given notice of such regular meetings upon determination of the schedule. No additional notice of regular meetings shall be required.

Section 5

Special Meetings: Call and Notice.

Special meetings of the Board of Directors shall be held whenever called by direction of the President or of five Directors, upon at least ten days prior notice in writing, given personally, or by mail or electronic mail, which notice shall state the time, place and purpose of the meeting.

Section 7

Meetings Held by Consent

A meeting of the Board of Directors may be held at any time and place and without notice by unanimous written consent of the Directors, or with the presence and participation of all of the Directors.

Section 8

Committees

The Board of Directors may provide for an executive committee and for such other committees as may be necessary for the effective management of the business and affairs of the corporation and give such powers and duties as deemed proper (except those specifically prohibited by law). The Board of Directors may provide a meeting and reporting schedule for such committees, establish how committee meetings shall be called, and designate at what times those meetings may be held.

Section 9

Board Dismissal

Any Board Member may be discharged for conduct reflecting unfavorably on the HSC, Inc. including failure to conduct designated duties as a member of the Board. Such dismissal shall require a three-quarters (3/4) majority vote of the entire Board, at a specially called meeting. Such meetings shall be called by the President, with the Secretary notifying all Board Members of the time and place at least one (1) week in advance of the meeting.

ARTICLE VIII

EXECUTIVE COMMITTEE

The Executive Committee shall comprise the offices of President, Vice-President, Secretary, Treasurer, and one At-Large or Standing Committee Chair that is appointed by the President to serve on the Executive Committee for a term of one year from the day of appointment, and may be reappointed for additional terms. The Executive Committee may meet at its discretion to perform essential club functions.

ARTICLE IX

DUTIES OF OFFICERS

Section 1

Powers and Duties of the President

The President shall be the chief executive officer of the corporation, subject to the control of the Board of Directors, and shall have general charge of its business and supervision of its affairs. The President shall preside at all semi-annual meetings and at all Board meetings. The President shall serve as a member of all committees. The President may create ad-hoc committees as deemed necessary to the needs of the HSC, Inc. and shall appoint members to such committees, with the approval of the Board. In addition to the powers and duties elsewhere provided in these Bylaws, the President shall sign, when duly authorized to do so, all contracts, orders, deeds, liens, guarantees, licenses and other instruments of a special nature. Subject to the Board of Directors, the President shall have such other powers and duties as are incident to said office and not inconsistent with these Bylaws, or as may at any time be assigned by the Board of Directors.

Section 2

Powers and Duties of Vice-President

The Vice-President shall be familiar with the affairs of the Club and, in the event of the disability or absence of the President from any place in which the business in hand is to be done, the Vice President shall have all the powers and perform all the duties of the President. The Vice-President shall supervise and direct the activities of the Standing Committees of the HSC, Inc. The Vice-President shall serve as the HSC, Inc. Parliamentarian. The Vice-President shall have such other powers and duties as may at any time be assigned by the Board of Directors.

Section 3

Powers and Duties of the Treasurer

The Treasurer, subject to the control of the Board of Directors and together with the President, shall have the general supervision of the finances of the corporation. Duties of the Treasurer include the care of, and responsibility for, all monies, securities, evidences of value and corporate instruments of the corporation, and supervision of the officers and any other persons authorized to deposit, handle and disburse any funds, ensuring retention of information as to whether all deposits have been duly made and all expenditures duly authorized and evidenced by proper receipts and vouchers. The Treasurer shall cause full and accurate books to be kept, showing the transactions of the corporation, its accounts, assets, liabilities and financial condition, which shall at all times be open to the inspection of the Directors, and such statements and reports as are required by law. The Treasurer will review team requests for player scholarship and may approve them subject to available funds and the approval of at least two additional members of the Executive Committee. The Treasurer shall be a member of the Ways and Means committee. Subject to the Board of Directors, the Treasurer shall have such other powers and duties as are incident to the office and not inconsistent with these Bylaws, or as may at any time be assigned to the Treasurer by the Board.

Section 4

Powers and Duties of the Secretary

The Secretary shall cause to be entered in the minute books the minutes of all meetings of all committees and of the Board of Directors; shall have charge of all books and papers pertaining to said office; and shall be responsible for the giving of all notices and for the making of all statements and reports required of the corporation. The Secretary shall be a member of the Public Relations committee. The Secretary shall perform such other duties as are incident to the office, and shall have such other powers and duties, in addition to those provided elsewhere in these Bylaws, as may be at any time assigned by the Board of Directors.

ARTICLE X

STANDING COMMITTEES

The Standing Committees of the HSC, Inc. shall be defined and have duties as presented below. Standing Committee members are not required to be members of HSC, Inc.

a. Public Relations Committee

1. Actively promote positive name recognition of HSC, Inc. within the area.
2. Handle media communication including team press releases.
3. Maintain club web site and oversee and coordinate any individual team web sites.
4. Develop and maintain a quarterly club newsletter and an ongoing program of electronic mail communication to members.
5. Develop promotions and sponsor agreements for both the boys and girls programs.

b. Ways and Means Committee

1. Coordinate all fund raising activities of the HSC. Inc.
2. Prepare an annual fund raising plan to include the revenue categories of sponsorship, donations, and contributions. Project the annual return of such a program of revenue enhancement.
3. Conduct the annual fundraising program, including sponsorship sales and assuring that donors, contributors, and sponsors realize appropriate benefits.
4. Develop and conduct an ongoing club merchandise program.
5. Evaluate for approval or rejection any sponsorship efforts proposed by individual teams. Ensure that all team sponsorship efforts benefit the entire club.

c. Equipment and Uniform Committee

1. The Equipment and Uniform Committee will oversee all equipment and uniform selection and purchasing by the club for both boys and girls programs.
2. The committee will maintain an inventory of all equipment including a record of the assignment of equipment to coaches.

3. The Equipment and Uniform Committee shall submit club logos and trademark to the Board for approval. Individual teams shall be advised what use of club logos and trademarks are deemed appropriate.

4. The committee will advise all team managers regarding adequate first aid supplies for all practices and games.

d. Recreational Soccer and Youth Training System Committee

1. Maintain close communication and coordination with area recreational programs to ensure club support of recreational soccer.

2. Work with the coach/trainer staff to schedule recreational player clinics and recreational coach clinics.

3. Develop an intramural recreational league, coordinate schedules for field usage and matches against external recreational teams.

4. Coordinate all administrative and functional recreational and Youth Training System (YTS) activities.

e. Special Projects Committee

1. Plan and organize all Board special projects to include indoor and outdoor tournaments.

2. On an annual basis, advise the Board of recommended long-range club projects.

3. The Special Projects Chair may delegate responsibility of the Tournament Director position to a third party, but shall participate in all tournament committee activities and report such activities directly to the Board of Directors.

ARTICLE XI

ADMINISTRATIVE PERSONNEL

The Administrative Personnel of the HSC, Inc. shall be defined and have duties as presented below. Administrative members are not required to be members of HSC, Inc., and may be compensated for their efforts in accordance with the duties defined herein, within constraints of the approved club budget for a given year, and with a quorum consensus of the Board of Directors. The term for all Administrative positions is limited to one year. The administrative personnel shall support the Board of Directors, including at all board meetings, but may not vote on any matters directly or indirectly affecting salaries, or the allocation of funds to their areas or responsibility. The position of Registrar is a non-voting position.

a. Senior Manager

1. The Senior Manager may delegate specific tasks to responsible volunteers; however, the Senior Manager shall be ultimately responsible to the Board of Directors for the following:

- Maintaining a database record of all teams including any necessary data as defined by the Board. Providing oversight and coordination for all official HSC activities such as team practices, local, state and regional league games, indoor leagues, camps clinics, try-outs, and other club-level activities such as banquets and awards.
- Supervising age group coordinators and team managers to ensure that player registration is submitted to the club registrar, and that league registration and tournament registration is performed accurately and in a timely manner.
- Ensuring that all player and coach documentation is filed through the club registrar to either ASA or USYSA to provide insurance coverage for all players and coaches.
- Participating in all Board of Director Meetings, and providing monthly reports as to the status of all teams.
- Keeping the President and General Manager apprised of all club, player, and parent issues that are being addressed via the HSC (HFC) Conflict Resolution Process.
- Providing recommendations to the President and Board of Directors concerning matters of club policy, but shall at no time modify existing policy or implement new policy without the explicit consent of the Board of Directors. Planning, organizing and coordinating all volunteers necessary to support Club activities, such as fund raising, Club tournaments, and other related activities. The Senior Manager shall also maintain a volunteer database to include contact information for each volunteer
- Adjudicating yellow/red card discipline as mandated by the applicable league and/or association in which a team competes.
- Recommending to the Board additional club mandates that may be imposed due to yellow/red card infractions.
- Advising the Board of actions by parents, players, coaches that may be detrimental to the accomplishment of the Club mission.
- Advising all players and coaches that alcohol, tobacco or drug use or possession during any club activity is subject to immediate dismissal from the Club.

- Maintaining a current contact list of teams and team contacts within reasonable day-trip distance for the purpose of scheduling friendly games.
- Maintaining a record of the league standings of each team.
- Preparing and distributing a weekly team practice schedule for all club training. Each weekly schedule must be distributed no later than (NLT) Friday of the week prior. Any necessary updates after the initial distribution must be communicated in a timely manner and all changes directly coordinated with each team affected.
- Coordinating with the Equipment and Uniform Committee chairperson to ensure that all players and teams are properly equipped, and that all coaching staff are properly attired during all official HSC (HFC) activities.

b. Assistant Treasurer

1. The Assistant Treasurer shall perform duties to include assisting the Treasurer by invoicing, scheduling, tracking and collecting club dues from respective teams and preparing monthly status reports of all club monies paid and outstanding, and presenting these reports to the Board of Directors in conjunction with each Board meeting.

c. Club Registrar

1. The Club Registrar shall collect, maintain, and document all member information for purposes of club, coach, team, manager and player registration with the appropriate National, Regional, State, or Local soccer association.

ARTICLE XII

TEAM MANAGEMENT

a. Gender and age groups may be coordinated by an Age Group Coordinator who will be responsible for coordinating activities for all teams and team managers in the appropriate age group. How age groups are delineated for a given seasonal year, and how age group coordinators are assigned shall be at the discretion of the General Manager but subject to approval by the Board of Directors.

b. Team managers will facilitate communication between the coaching staff and the parent group for a respective team. Team managers will insure that all teams compete under the rules and restrictions of all applicable leagues and tournaments. Team managers will schedule games, tournaments and other field activities, and will communicate information regarding practices and other pertinent information based on the direction from the coaching staff and the guidance provided by the appropriate age group coordinator.

b. Coaching management shall designate a list of approved candidates for the team manager position for each team. Further, each team must designate a separate team treasurer to handle the financial aspects of team administration. Each team manager or their designee is invited to attend all Board meetings.

c. Applications for player scholarship, beyond what is provided by an individual team, may be made to the Board by recommendation of the team manager.

ARTICLE XIII

FINANCE

Section 1

Funding

a. HSC, Inc shall incorporate as a non-profit Alabama corporation.

b. HSC, Inc. shall fund itself through player registration fees; contributions from members, participants, sponsors, and interested parties; and through specific fundraising functions.

c. Any person interested in becoming a member of HSC, Inc. that is not affiliated by being a Board member, coach, or player parent, may become a member by paying an annual fee, which will be determined by the Board.

d. All contributions received and funds raised shall be used only to further the specific purposes of HSC, Inc. as outlined in Article II.

e. In the event of dissolution of HSC, Inc., all assets, real and personal, shall be distributed only to organizations that qualify as tax-exempt under Section 501 (c) (3) of the Internal Revenue Code, or under corresponding provisions of future United States Internal Revenue Laws.

Section 2

Banking

All funds and money of the corporation shall be deposited, handled and disbursed, and all bills, notes, checks and like obligations and endorsements, for deposit or collection, shall be signed by the Treasurer or such officers as the Board of Directors shall from time to time designate. Any officer or person performing said functions shall account therefore to the Treasurer as and when the Treasurer may require. All money, funds, bills, notes, checks and other negotiable instrument coming to the corporation shall be collected and promptly deposited in the name of the corporation in such depositories as the Board shall select. Checks written on the HSC, Inc.

account, in an amount in excess of one thousand dollars, shall require the signature of two of the following officers: President; Vice-President; Treasurer; Secretary; or the appointed Executive Committee member as defined in Article VIII above. In addition, the bank statement for the HSC inc. account shall be mailed by the bank to the Immediate Past President. The Immediate Past President will review the statement for any improprieties and forward to the club accountant within ten days of receipt of the documentation. In the event that the Immediate Past President position is vacant all HSC board members (except the Executive Committee members) will designate by majority vote a person to receive the bank statement that does not have signature authority on the HSC inc. bank account.

Facility Development Fund

HSC inc. will designate an investment account to manage funds that are allocated exclusively for the development of an HSC soccer facility or the enhancement of current soccer facilities used by HSC Inc. These funds shall be managed by the HSC Executive committee. Changes to the investment strategy or withdrawals from the field fund will require 80% approval of the HSC Executive Committee at a HSC inc. board meeting that has a quorum.

Section 3

Fiscal Year

The fiscal year of the corporation shall be the July 1 through June 30 each year, unless otherwise provided by the Board of Directors.

ARTICLE XIV

ELECTIONS

- a. Election of Board Members shall take place at a semi-annual meeting of HSC, Inc.
- b. Prior to the appropriate semi-annual meeting, The Executive Committee shall appoint a nominating committee that shall consist of: the President; two (2) additional Board members; and two (2) members-at-large.
- c. All nominees for office must be club members in good financial standing with both the club and with the team(s) with which they are affiliated.
- d. To be eligible for election to the office of President, a member must have served a full term as a voting Board member. A full term is defined as two consecutive seasonal years (fall and spring for two consecutive years).
- e. Board Members shall be elected to terms as follows: The President and Secretary shall be elected to a two (2) year term each year ending in an even number. The

Vice- President and Treasurer shall be elected to a two year term each year ending in an odd number.

f. Newly elected Board Members shall assume office no later than July 1 following their election.

ARTICLE XV

AMENDMENTS

a. Amendments to the By-Laws shall be made at any HSC, Inc. general meeting.

b. Amendments require at least a two-thirds (2/3) affirmative vote of all members in attendance at the meeting.

c. Proposed amendments must be submitted in writing to the Secretary at least three (3) weeks prior to the meeting.

d. The Secretary shall notify each Board member of the proposed amendment at least seven (7) days prior to the general meeting.