THELO UNITED FUTBOL BYLAWS

Adopted XXXXXX

**Part I-General**

**Bylaw 101. Name and Corporation Registration**

Section 1. This organization shall be known as Thelo United Futbol hereinafter referred to as the Club.

Section 2. The Club will register with the Oregon Secretary of State and the Oregon Department of Justice as a Public Benefit nonprofit corporation. The Board and Officers of the corporation will take all steps necessary to maintain its nonprofit status under the laws of the State of Oregon.

Section 3. The Club shall engage in lawful activity, none of which is for profit. The Club will apply to the Internal Revenue Service for recognition as a tax-exempt charitable organization under§501(c)(3) of the Internal Revenue Code. After receiving that designation, the Board and Officers of the corporation will take all steps necessary to maintain its exempt status under the Internal Revenue Code of the United States.

Section 4. The Club serves the general area of Clackamas County; but membership is not limited to within those boundaries.

**Bylaw 102. Purpose**

The purpose of the club shall be to promote the development of youth through soccer; to teach all aspects of soccer skills including sportsmanship and fair play. The club provides opportunities for its youth players and parents to learn and experience the game of soccer at a higher level. The club shall develop, promote and administer a youth soccer program for players, teams, coaches, parent and administrators consistent with bylaws, policies and procedures of Oregon Youth Soccer Association (OYSA).

**Bylaw 103. Membership in other Organizations**

Section 1. The Club shall be a member of, and comply with the Bylaws and Policies of, Oregon Youth Soccer Association (OYSA). The Club shall also be an affiliate of United States Youth Soccer (USYS), and the United States Soccer Federation (USSF).

Section 2. The Club shall maintain its bylaws and policies in compliance with the bylaws and policies of OYSA, USYS, and the USSF. In the event of any conflict between the bylaws and policies of the Club and the bylaws and policies of the organizations of which it is a member, the provisions of the organizations of which the Club is a member shall take priority.

* 1. To the extent permissible under applicable law, the USSF articles of incorporation, bylaws, its binding rules and policies, including interplay, take precedence over and supersede the governing documents and decisions of the Club, and the Club shall abide by the USSF articles of incorporation, its bylaws, and its approved binding rules and policies.
  2. To the extent permitted by governing law, OYSA will respect and enforce the statutes, regulations, directives, and decisions of FIFA and CONCACAF.

**Bylaw 104. Authority**

The governing authority of this Club shall be vested in an elected body known as the Board of Directors (Board), which shall manage all Club affairs.

**Bylaw 105. Laws of the Game**

FIFA Laws of the Game as modified for youth and small sided games shall apply and be administered by the club and league rules.

**Bylaw 106. Fiscal and Seasonal Soccer Year**

Section 1. The Club's financial year shall be the calendar year

Section 2. The seasonal soccer year begins on September 1 of the calendar year and ends on August 31 of the following calendar year.

**Bylaw 107. Rules of Order**

The rules contained in the current edition of Robert’s Rules of Order, Newly Revised, shall guide the Club in all cases to which they are applicable and in which they are consistent with the Bylaws and any special rules of order the Club may adopt.

**Bylaw 108. Dissolution of the Club**

Section 1. Should the Club be dissolved, all monetary and physical assets remaining after payment of all debts shall be turned over to North Clackamas Soccer Club and Gladstone Soccer Club equally or to another IRS tax-exempt charitable organization for programs promoting youth soccer in the Milwaukie, Clackamas, Happy Valley tri-cities area.

Section 2. Should the club merge with another, all assets shall be transferred to the surviving entity by the end of the fiscal year.

**Part II -Membership**

**Bylaw 201. Equal Opportunity**

Section 1. The Club will comply with all applicable state and federal laws governing non-discrimination and will be open to participation by any individual, without discrimination on the basis of race, color, religion, national origin, citizenship, disability, age, sex, sexual orientation, gender identity, or veteran status.

Section 2. The Club does not tolerate any form of physical or sexual abuse.

**Bylaw 202. Participation**

Section l. Participation is open to any youth soccer players ages 5-19, and to coaches, trainers, managers, administrators and volunteers who are not serving a suspension from participation by OYSA or any organization of which it is a member, any of its member clubs, or by any amateur soccer organization in its territory, or SafeSport.

Section 2. **Youth Participants** - Are registered players age 19 and under. They shall submit an application to the Registrar in the format prescribed by the Club. An annual fee established by, and payable to, the Club shall accompany all applications, with the exception of players on scholarships who must still submit an application. Acceptance by the Club shall constitute approval of the application provided space is available on a team for the player.

Section 3. **Adult Participants**- Are registered adults who are officers, directors, employees, coaches, trainers, managers, and other elected or appointed administrators who work on behalf of the Club. Acceptance of Adult Participants by the Club shall be subject to approval of the application and verification by OYSA that the person's risk status is "Approved". The Club may not accept an individual who is restricted or suspended from participation by any sports organization.

Section 4. Every player, coach, assistant coach, team manager, programs administrator, club officer, board member, club employee, and volunteer who acts as an official representative of the Club must be registered with the Club and OYSA, and the appropriate fees paid.

Section 5. Both Youth Participants and Adult Participants shall be subject to OYSA's bylaws and policies as well as the Club's bylaws and policies.

Section 6. All Adult Participants must submit to annual background checks in accordance with OYSA policies.

**Bylaw 203. Membership**

The members of the club are the persons who are permitted to vote in elections for club officers and other members of the Board of Directors. All members have the rights enumerated in ORS 65.144, as amended by SB 360, 2019, as adopted.

Section 1. **Adult Members** - Are the registered Adult Participants of the Club.

Section 2. **Parent Member**- Are the parents or legal guardians of the Youth Participants.

Section 3. Voting by Members - At the Annual General Membership Meeting and any Special General Membership Meetings, all Adult Members and Parent Members shall be eligible to vote on matters that are brought before the meeting, subject to the following limitations:

1. The President shall chair the meeting and may not vote on any issue before the meeting other than election of officers and directors.
2. Parent Members are limited to not more than 2 voting persons per family.
3. Each voting person is limited to one vote; regardless of the number of offices that person may hold.

## **Part III-Organization and Board**

**Bylaw 301. The Board of Directors**

Section 1. The Board of Directors (Board) shall be the representative governing authority of the Club. The Board will conduct the business of the Club and shall be composed of the elected officers, and other elected coordinators. The number of directors and coordinator may be modified from time to time, but the number shall never be fewer than 5.

Section 2. The Board shall be comprised of the officers specified in Bylaw 302 and 5 elected coordinators. All elected officers and elected coordinators are eligible to vote on any matter before the Board.

Section 3. A quorum for conducting business at any Board meeting shall consist of 2/3rds of the voting members of the Board, but in no case shall a quorum be fewer than 3 board members. The affirmative vote of a majority of all eligible voting members of the Board shall be required to adopt or amend Club policies.

Section 4. Directors of the corporation shall not receive compensation for their Board services but may be reimbursed for the actual out of pocket expenses they incur related to Board service.

Section 5. An individual is not eligible to serve as a member of the Board of Directors if the person has:

1. A felony conviction of any kind;
2. Any conviction (misdemeanor or otherwise) for sexual abuse or sexual assault of any kind or for a hate crime; or
3. Served a period of ineligibility for a SafeSport Code violation as defined by the U.S. Center for SafeSport..

Bylaw 302. Club Officers and Duties

The Club shall have the following elected officers and coordinators

A. President

B. Vice-president

C. Secretary

D. Treasurer

E. Registrar

F. Director of Coaching

G. 5 elected coordinators

No one person may simultaneously hold the offices of president, secretary, or treasurer.

**Section I . President**

The President shall supervise all activities of the Club and Board. This member shall chair the Executive Committee and shall be the presiding Officer at all club meetings. They shall be the registered agent for the corporation with the State of Oregon. The President shall be the ex-officio member of all committees, shall appoint committees as needed or when charged to do so by a majority of the elected officers. The President shall investigate all injuries and maintain a file of insurance claims. The President shall act as the Risk Management Coordinator for the Club.

**Section 2. Vice President**

The Vice President shall assume the duties of the President in his/her absence and otherwise assist the President as required. The VP shall serve as Club Parliamentarian, is a voting member of the Board, and shall serve on the Executive Committee.

**Section 3. Secretary**

The Secretary shall keep and publish an accurate record of all meetings, maintain the files of the Club and be responsible for the preparation of the annual report, and be a voting member of the Board.

**Section 4. Treasurer**

The Treasurer shall be in charge of the financial affairs and activities of the Club, shall keep an accurate, informative, timely and verifiable record of all moneys received and disbursed by the Club, all assets owned or controlled by the Club and all debts owed by the Club. The Treasurer shall maintain checking account(s) with signature authority vested in no fewer than three (3) Club officers with dual signatures required (for any expenditure in excess of $10,000. The Treasurer shall disburse funds for authorized purposes in accordance with authorized procedures, prepare and submit annual financial information to the general membership at the AGM, and shall provide financial statements acceptable to the board at each regular meeting of the Board or as otherwise directed. The Treasurer shall prepare, or cause to be prepared, all documents required to allow the Club to maintain its tax-exempt status under the Internal Revenue Code and the laws of the State of Oregon.

**Section 5. Registrar**

The Registrar shall be responsible for registering all accepted applicants within the Club, and registering those individuals with Oregon Youth Soccer. The Registrar shall certify birth dates as necessary and accept required forms and fees from Club participants. All fees shall be given to the Treasurer for deposit. The Board may appoint assistant registrars to help in performing the Registrar’s duties.

**Section 6. Director of Coaching**

The Director of Coaching shall oversee the selection process for the clubs' coaching staff this includes chairing the clubs' selection committee for coaches. In addition the Director of Coaching is responsible for developing and the implementation of a Coach Development Program including scheduling and/or providing training clinics, conducting meetings for the coaches, providing policy and training related to acceptable behavior, and other activities as appropriate. The Director of Coaching shall be a voting member of the Board and shall serve on the Executive Committee.

**Section 7. Elected Coordinators**

Section 1. The following coordinators shall be elected at the annual AGM as specified in bylaw 306.

1. Communication Coordinator
2. Rec Club Liaison Coordinator
3. Field Coordinator
4. Equipment/Uniform Coordinator

Section 2. The 4 elected coordinators that shall serve the needs of the club. There duties shall be outlined in club policy and may be modified from time to time as specified in these bylaws.

Bylaw 306. Election of Officers and Directors.

Section 1. All members of the Board shall be elected at the AGM.

Section 2. The term of office shall be two years, beginning immediately after the AGM has been adjourned.

1. The President, Treasurer, Equipment/Uniform Coordinator, and Field Coordinator shall be elected in even numbered years.
2. The Vice-President, Secretary, Registrar, Director of Coaching, Communication Coordinator, and Rec. Club Liaison shall be elected in odd numbered years.

Section 3. No person may serve more than 4 consecutive terms in a single office.

Section 4. A majority of the votes cast in a specific contest shall be required to elect a person to the Board.

1. If there are more than 2 candidates for a seat on the Board and no candidate receives a majority of the votes cast, the candidate with the fewest votes shall be eliminated and another round of ballots shall be cast.
2. Voting shall continue until a candidate receives a majority of the votes cast

**Bylaw 307. Removal of Board Members**

Section 1. A Board member may be suspended or removed from office for failure to meet responsibilities or for otherwise acting in a manner detrimental to the interests of the Club. Elected members of the Board may only be removed from office under this section following a disciplinary hearing held in accordance with the procedures of the applicable OYSA procedural manual and Section 2 of this Bylaw 307.

Section 2. If the Board receives a complaint regarding the conduct of an elected Board member or otherwise becomes aware of allegations of misconduct regarding a Board member,

1. The President or Vice President shall appoint an impartial committee of fact-finders to review allegations within 15 days.
2. The committee shall conduct a hearing in accordance with the procedures outlined in the applicable OYSA procedural manual.
3. The committee will present a report on the findings of the hearing to the Board within 30 days following appointment.
4. If the committee’s report recommends removal from office, the Board shall vote whether to call a special membership meeting to consider removal of the elected director.
5. If the Board votes to call for a special meeting of the members, the Board shall set the time and place for the meeting and shall direct the Secretary to send notice of the meeting to all eligible members of the club.
   1. The notice shall be sent at least 7 days prior to the date of the scheduled meeting.
   2. The notice shall state the date, time, and place of the meeting and shall also state that the purpose of the meeting is to consider the removal of the named officer or director from the Board.
6. The vote of a majority of the eligible voting members present at the special membership meeting shall be sufficient to remove a person from office.

Section 3. If an elected office is made vacant by the removal of a person from the Board in accordance with either Section 1 or Section 2, above, the vacant office shall be filled as described in Bylaw 308.

Section 4. Any Board member who is barred from participation in OYSA or its member clubs as a result of a risk management decision of the OYSA Risk Management Coordinator shall not participate in any activity on the Board during the period of ineligibility. If the banned individual does not resign, the Board shall either remove the non-elected Board member or shall call for a special meeting of the members to remove the person from office in accordance with Section 2 E and F, above.

**Bylaw 308 Board Vacancies**

Section I . If a Board position becomes vacant more than 60 days prior to the next scheduled election for that position, the Board shall by majority vote appoint someone to fill that position until the next Annual General Membership Meeting held as provided in Bylaw 402.

Section 2. When a Board position has become vacant between scheduled elections for that position, the members at the next Annual General Meeting after the vacancy occurs shall elect a person to the position to serve until the next election scheduled for that position in accordance with Bylaw 306, Section 2.

Bylaw 309. Committees

Section 1. The Board may create committees for the purposes established by the Board. The duration of such *ad hoc* committees shall be established by the Board. The Board may adopt policies that specify details of committee formation, staffing, and reporting to the Board.

Section 2. The President shall be an *ex-officio* member of all committees established by the Board, although the Board may appoint another person to chair the committee.

**Part IV -Meetings**

**Bylaw 401. Board of Directors Meetings**

Section I . Regular Board Meetings shall normally be held on the first (1) Sunday of every month. Meetings may be delayed or rescheduled due to holidays or conflicts. The Board shall publicize to the all club members the time and location of regular Board meetings.

Section 2. Executive Committee or Special Board Meetings shall be held at a time and place specified by the President, or by a majority vote of the Board or Executive Committee. Special meetings may be called upon *2* notice to board members.

Section 3. The President shall set the order of business for all business meetings

Section 4. A quorum of the Board shall consist of 2/3 voting members of the Board. No member of the board may have more than one vote.

Section 5. Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a unanimous consent in writing, setting forth the action to be taken or so taken, is signed by all of the Directors.

**Bylaw 402. Annual General Meeting**

Section I . The Annual General Meeting (AGM) shall normally be held February of each year. At this meeting election of officers will occur. Voting shall be by the eligible voters as specified in Bylaw 203, Section 3

Section 2. Special Membership Meetings shall be called by a majority vote of the Board.

Section 3. The board must provide not less than 7 days notice to eligible voting members prior to any membership meeting..

Section 4. A quorum for action at a membership meeting shall consist of the eligible voting members present at the meeting. A majority vote of those eligible members present at any membership meeting shall be required for approval of any issue brought to a vote at such meeting.

Section 5. A quorum for action at a membership meeting shall consist of the eligible voting members present at the meeting. A majority vote of those eligible members present at any membership meeting shall be required for approval of any issue brought to a vote at such meeting.

# **Part V – Administrative**

Bylaw 501. Policies

Section 1. The Board may adopt policies to govern the operations of the Club at any Board meeting. A majority of vote of all eligible voting members of the Board is required to adopt, repeal, or amend a policy.

Section 2. Once adopted, a policy will govern the operations of the Club until amended or repealed.

Section 3. The Board shall make appropriate provisions to inform its members of Club policies.

Bylaw 502. Financial Policies

Section 1. The Board shall adopt financial control policies that provide details for the handling of the club’s financial affairs. Such policies shall be reviewed annually and modified as required by the club’s auditors.

Section 2. The Board shall establish a budget for each year prior to the beginning of the new fiscal year.

Section 3. The Board shall cause an annual review of financial statements by an independent source.

Section 4. The Board shall cause tax reports to be prepared and submitted to the IRS in accordance with IRS rules for non-profit and tax exempt organizations.

# **Part VI - Grievance, Protest, and Appeals**

Bylaw 601. Complaints

Section 1. The Club and its Board of Directors shall follow procedures for handling complaints in accordance with the principles of due process.

Section 2. Submission of a complaint shall be in writing and shall indicate the specific charges or alleged violation, and resolution desired.

Section 3. All club procedures shall comply with Oregon Youth Soccer policies and procedural manuals.

Section 4. The Board shall adopt policies that specify any additional procedures not provided in applicable OYSA manuals, including any fees that will apply to initiating claims with the Club.

Bylaw 602. Hearing Procedures

Section 1. Hearings will be conducted in accordance with the rules of the applicable OYSA procedural manual.

Section 2. The Board will adopt policies as needed to supplement applicable OYSA manuals.

Section 3. Grievances will be heard by the Board as scheduled by the Executive Committee. Procedures for conducting the hearing will be set by the Board based upon the nature of the issues presented in the Grievance.

Bylaw 603. Hearing Procedures - Sponsored Competition

Section 1. The Board shall approve Rules of Competition for any tournaments or leagues sponsored by the Club.

Section 2. Copies of the Rules will be distributed to participating teams when they register for the event.

Section 3. Any protests or complaints arising from the sponsored event will be heard by the event director (or designee) in accordance with the Rules. The Rules will provide for a final decision on any complaint or protest before the next scheduled match of the affected parties.

Section 4. The decision of the event director shall be final and shall be verified in writing and retained in the club records.

Section 5. Complaints of referee abuse or assault will be promptly forwarded to Oregon Youth Soccer Association.

Section 6. The event director shall submit a complaint to the Club regarding the conduct of any Club member participating in the event if the event director believes that the conduct that is the basis of the complaint merits disciplinary action greater than a ban from participation in the current event session. Referrals from the event director will be handled as a misconduct complaint in the manner specified in the applicable OYSA manual.

Bylaw 604. Appeals Process

Section 1. Appeals of the results from any hearing conducted by the Club must be submitted to Oregon Youth Soccer Association as required by the applicable OYSA procedural manual. There shall be no appeals of Club hearing decisions heard by the Club.

Section 2. The decisions or sanctions imposed shall remain in effect until the time limit of the sanction has expired, or the decision is overturned by an appeal.

**Bylaw 605. Exhaustion of Remedies**

Section 1. No member or participant of the Club, be it an official, league, team, player, coach, administrator, or referee may invoke the aid of the courts in the United States, or of a state, without first exhausting all available remedies within the Club and organizations of which the Club is a member.

Section 2. For violation of this bylaw, the offending party shall be subject to suspension and fines, and shall be liable to the Club for all expenses incurred by the Club and its officers and members of the Board of Directors in defending each court action, including the following:

1. Court costs
2. Attorney’s Fees
3. Reasonable compensation for time spent by Club officials and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances
4. Travel expenses
5. Expenses for holding special Club meetings necessitated by court action

# **Part VIII -Amendments**

**Bylaw 801. Bylaw Changes and Amendments**

Section I. Changes or amendments to these bylaws may be adopted at the Annual General Meeting upon two-thirds (2/3) majority vote of the accredited voting representatives present. One vote may be cast per registered delegate.

Section 2. A proposed change or amendment must be submitted in writing to the President or Secretary of the Club not later than thirty (30) days before the Annual General Meeting. Such changes shall be transmitted to Board Members and registered delegates by the Secretary not later than fifteen ( 15) days prior to said meeting.

**Bylaw 802. Provisional Changes**

The Board, by a two-thirds (2/3) majority vote, may create temporary bylaw changes for governing specific cases or occasions not provided for in the Bylaws, but which may be necessary for the Club to meet required objectives. Provisional changes so adopted will be submitted to the membership in accordance with Bylaw 601 as a proposed Bylaw amendment at the next Annual General Meeting.

**Bylaw 703. Severability and Precedence**

Section I . Any section of these bylaws considered to be in violation of applicable laws shall not affect the remaining sections that are in compliance with those laws.

Section 2. The bylaws and policies of the organizations of which the Club is a member shall take precedence over these bylaws. The Board shall submit an amendment to these Club bylaws at the Club’s next General Membership Meeting to eliminate the cause of any conflict

Part VII - Risk Management

Bylaw 701. Risk Management Policy

Section 1. The Club will comply with the provisions of the OYSA Risk Management Policy and the OYSA Risk Management Manual.

Section 2. The President shall be the Club’s Risk Management Coordinator.

Section 3. The President shall have authority to enter into a Conditional Approval Agreement with the OYSA Risk Management Coordinator only upon approval of Executive Committee.

Section 4. The President will consult with the OYSA Risk Management Coordinator regarding any concerns about the criminal history of any person who is, or has applied to become, a registered Adult Participant in the Club.

Section 5. The President shall promptly notify the OYSA Risk Management Coordinator upon learning that any Adult Participant in the club has been formally charged with, or has been convicted of, a crime.

Section 6. The Board will adopt policies that comply with the USSF Safe Sport Framework, USSF Policy 212-3, and OYSA Policies 801-3 through 801-8.

Section 7. The Board may adopt a risk management policy that provides guidance to the club regarding the suitability of accepting a person to be a club Administrator. Any such policy shall not allow acceptance of a person who is disqualified by OYSA, but it may provide for the disqualification of a person who has been Approved by OYSA.

Section 8. The Club will recognize, and enforce, the disciplinary actions of SafeSport, USSF and other organizational members of the Federation that have been included in a Disciplinary Action Report.