



CONSTITUTION OF THE CARDINAL SOCCER CLUB

ARTICLE I - NAME

The name of this organization shall be called Cardinal Soccer Club, Inc., henceforth referred to as the Club.

ARTICLE II MISSION STATEMENT

The Cardinal Soccer Club is a non-profit organization dedicated to providing area youth with the opportunity to learn and play soccer to the level of her/his desire and ability, while promoting a positive and safe environment.

Section 1 – Goals

The goals of Cardinal Soccer Club are to:

- Help children to develop as soccer players and people, utilizing positive coaching
- Foster an environment where children can learn good sportsmanship, respect for others, effective teamwork, the value of hard work, and perseverance
- Enhance the fitness and self-confidence of every child in the program
- Strive to foster a life-long love for the game of soccer

Section 2 – Values

Cardinal Soccer Club shall adhere to a set of basic core values:

- Integrity
- Cooperation
- Respect for Self and Others
- Fairness

ARTICLE III ORGANIZATION

1. The Club will be a non-profit organization.
2. Membership will consist of parents or guardians of Cardinal Soccer Club youth players, and any adults who volunteer to support Club activities by coaching, participating in Club committees, or in the performance of other unpaid club activities. Referees shall be considered as members.
3. The Club will be governed by a Board of Trustees elected from the Club membership.
4. Majority votes of the Trustees in attendance at a Board meeting will be required in order to vote on any motions, unless specified elsewhere in Constitution. Attendance by telephone (voice only) or teleconference shall be allowed, for all purposes including voting. A quorum of trustees is required in order for a vote to be conducted. A quorum constitutes a minimum of 51% of the seated trustees except in circumstances as detailed below.
5. In addition, Trustee motions and votes may be executed through e-mail communications, provided all Trustees are copied on the communications, and a reasonable time frame by which a response is required, has been clearly stated. A quorum of trustees responding to the e-mail vote request by the response date, is required in order for the vote to be official.
6. Motions to remove officers, remove trustees, or amend the By-Laws must be executed at a Board meeting.
7. The Club will be operated within a projected Budget approved yearly by the Board of Trustees.

ARTICLE IV – MEETINGS

1. The Club shall hold an election the first week of November for the purpose of electing Trustees and to conduct any other pertinent business or as close to the first week as reasonably possible. This can be at a scheduled Board meeting or as a separate event.
2. The Trustees will hold Board meetings on a periodic basis, but no less than quarterly. Special Board meetings can be called by a request of the majority of the Trustees. The recommended order of business shall be:
 - a. Call to Order
 - b. Approval of Prior Meeting Minutes
 - c. Elections, when necessary
 - d. Treasurer's Report
 - e. Recreation League Business
 - f. Travel League Business
 - g. Club Coaching Report
 - h. Old Business
 - i. New Business
 - j. Membership Q&A, time permitting
 - k. Adjournment
3. Board meetings will be conducted according to the following procedures.
 - a. In the order as defined in section 3 above, or per an agenda sent to Trustees prior to the Board meeting.
 - b. The presiding Club officer will open the meeting.
 - c. The presiding Club officer will open and close each topic on the agenda.

4. During the meeting, each topic of the agenda will be discussed in order, and based on the following guidelines for each, time permitting:
 - a. Presentations will be made by the relevant officers, board members, or club members.
 - b. Open discussion may be conducted by officers, board members, and pertinent committee members present on each agenda item, time permitting. Presiding officer may set a time limit on discussions.
 - c. For agenda items requiring an action or for which an action has been proposed, a motion may be submitted by a board member for a vote. If a motion has been made, a different board member must second the motion. If a proposal has been motioned and seconded, the proposal will be immediately brought to a vote of the board members present. A simple majority of board members present voting in favor of a proposal are required for passage, unless otherwise stipulated in Constitution.
 - d. For proposals submitted prior to the meeting, a discussion may be held by the officers, trustees, and person submitting the proposal (if present). A motion may be proposed by a board member following above procedure.
5. Any Club member may request an item be placed on the Board meeting agenda, provided notice is given in writing to Secretary no less than 72 hours prior to the start of the next scheduled Board meeting.
6. Only trustees may cancel, postpone, recess, or adjourn Board meetings.

ARTICLE V TRUSTEES

Section I – Composition of Board

1. The Board of Trustees shall be comprised of a minimum of five (5) and a maximum of seven (7) members as elected at the November Board meeting or appointed thereafter as detailed in the Constitution.
2. The Board of Trustees may appoint up to a maximum of two (2) Officers as Trustees, for a period of up to one (1) year ending at the next scheduled election in the event there are fewer than five (5) trustees.

Section II – Qualifications

1. Board members must be US citizens at least 21 years of age.
2. Board members should have a history of volunteer activity with the Club.
3. Board members shall be Club members and ideally have no activities with the club that could be a conflict of interest as defined here:
 - a. Direct business interests with the club. A direct business interest is an endeavor for which a person receives direct payment from the Cardinal Soccer Club for merchandise or services.
 - b. Having no family members with business interests with the club as described in above.
4. A currently seated trustee in which a conflict (or potential conflict) of interest has developed must declare the conflict (or potential conflict) promptly to all other Trustees and Officers.

5. Every Trustee shall submit a Conflict of Interest statement annually at December Board meeting, or by December 15th if no meeting is scheduled. The trustee agrees to abstain from decisions involved with the stated conflict. Failure to do so shall result in suspension of duties until statement is received and verified.
6. Club Secretary shall have full authority to collect forms and rule on any conflict of interest within the Board. This includes barring Trustee(s) from voting on issues where conflict is deemed to exist up to and including suspension of service pending resolution of conflict.
7. A board member may be appointed from the officers, as described in Section I, point 2 above.

Section III - Term of Office

1. The term of office for Trustees shall be:
 - a. Trustees will serve a terms as defined below –starting from the December meeting in the year of their election with the following exceptions:
 - i. In the event of a vacancy in which a trustee did not complete his/her term, the seat will be filled, but only for the remainder of the original term.
 - ii. In the event that a trustee is not elected to a seat(s), and a candidate is found at a later date, the member can be seated for the remainder of the original term by a vote of Board of Trustees.
 - iii. In the event there are more than 3 open seats, those seats shall be filled as follows:
 1. Candidate with most votes is awarded seat with longest remaining term.
 2. Candidate with next most votes is awarded unfilled seat with longest remaining term left.
 3. Process continues until all candidates are seated or all seats are filled.
 - b. Trustee terms are to be staggered.
 1. Trustee seats are to be identified as: A B C D, E, F, and G.
 2. Club will have 5 Trustees for the first year (2018-2019). Thereafter, elections will be held annually per rules states herein elsewhere.
 3. Seats A, B, & C shall be elected in EVEN years. Seats D, E, & F shall be elected in ODD years. Seat G shall be elected every year. Club Secretary shall keep record of expiration dates of seats.
2. Trustees are eligible for re-election, with no limit to the number of terms served.

Section IV - Nomination and Election of Trustees

1. Sixty days before the election, the President will determine the number of vacancies expected for the upcoming board election, and announce via the CSC website and/or e-mail announcements and/or other means sufficient to reach membership, that the Club will accept nominations for trustees.
2. Nominations must be made in writing, or e-mail notification, to Club Secretary 30 days prior to the election date from nominees meeting the minimum qualifications above.
3. Election of Trustees shall be held in November in the event there are more qualified candidates than open seats. This shall be conducted at a special election event at the discretion of President.

4. In the event there are fewer qualified candidates than seats available, election can be held at a regular Board meeting, at the President's discretion.
5. Election shall be conducted by Club President and his/her designees. President shall have full authority over this process.
6. All open Board seats shall be filled at each election provided there are sufficient qualified candidates. Candidates must receive at least 3 votes to be seated.
7. No campaigning or other solicitation shall be allowed at election events regardless of location. Anyone violating this will be asked to leave immediately by Club President or designee.
8. All members are permitted to campaign for any candidate(s) provided club resources are not used for such activities and it does not violate clause 7 above.

Section V - Removal

1. A Trustee who misses three (3) consecutive regular Board meetings, will immediately be brought to the attention of the board by Secretary, and may be removed as a Trustee by a majority vote of the Trustees in attendance at a Board meeting. A majority of the seated trustees, excluding the trustee whose removal is pending, must be present. Trustee in question may not vote on this motion. A trustee removed in this manner, may be re-elected during the next Board election.
2. A Trustee may be removed from office for cause, as determined by Board, by a two-thirds vote of the Trustees in attendance at a Board meeting. A quorum of the seated trustees, excluding the trustee whose removal is pending, must be present. A trustee removed from the board in this manner, may not be re-elected to the board.
3. Trustee(s) may be removed from office by a vote of no confidence by Officers. Any such vote must be unanimous. Officers are required to vote within 13 days of the call for vote. Immediately following a call for vote of no confidence, Trustee(s) in question shall have all duties, powers, and responsibilities of Trustee suspended until vote is completed. If vote of no confidence is not completed within 2 weeks of initial call, it will be deemed to have been defeated.

Section VI - Vacancy

1. Any vacancy within the Trustees, caused by resignation or other means, which results in less than a minimum of five (5) Board members, shall be promptly offered to candidates from last election in descending order of votes received, who was not elected to the board from the previous election. If no former candidate exists, the board may elect an officer as described in Section I, 2 above. In the event that additional board members are required to meet the minimum size, a candidate may be nominated by the officers or board, and elected by a majority vote of the seated Trustees at the next Board meeting. The newly appointed Trustee shall be in office for the remainder of the term he/she is filling.
2. In the event the Board falls below three (3), no voting may take place until membership is restored to at least three (3) seated Trustees. Voting for the purpose of filling to three (3) seats is the only vote permitted.

ARTICLE VI OFFICERS

Section I - Officers

1. The Officers of the Club shall consist of a President, the Vice-President of Rec, the Vice-President of Travel, the Secretary, and the Treasurer, elected by the incoming Board of Trustees at the December Board meeting or by December 15th if no meeting is held.
2. Officers shall submit a Conflict of Interest statement annually at December Board meeting or by December 15th if no meeting is held. Officers agree to abstain from decisions involved with the stated conflict. Failure to submit statement shall result in suspension of duties until statement is received and verified.
3. Club Secretary shall have full authority to collect forms and rule on any conflict of interest within the officers.
4. President shall have full authority to rule on any conflict of interest of Treasurer.

Section II - Term of Office

1. Officers shall be elected for a one (1) year term, commencing with completion of Board vote.
2. Officers are eligible for re-election, unless prohibited as detailed below.

Section III – Removal

1. An Officer who misses three (3) consecutive regular meetings or does not attend at least fifty percent (50%) of the regular meetings in any given 6 month period, will immediately be brought to the attention of the board at the next board meeting, and may be disqualified and removed as an Officer by a majority vote of the Trustees in attendance at the board meeting. A majority of the seated trustees must be present in order to hold the vote. An officer removed in this manner, may be re-elected during the next election.
2. An Officer may be removed from office for cause, as determined by board of trustees, by a two-thirds vote of the Trustees in attendance at a Board business meeting. A majority of the seated trustees must be present in order to hold the vote. An officer removed in this manner, may not be re-elected during the next annual election.
3. Officer may be suspended by board of trustees by simple majority vote. Such suspension is limited in time to 3 months. An officer removed in this manner, may not be re-elected during the next annual election.

Section IV - Vacancy

1. Any Officer vacancy caused by resignation or other means, shall be filled by a majority vote of the Trustees as quickly as is reasonable possible at a regularly scheduled board meeting.
2. The newly appointed Officer shall be in office for the remaining term of the replaced Officer.

Section V - Succession

1. The duties shall be assumed by an Officer only in the event of the absence, resignation, or disability of the Officer or Officers preceding the Officer in the list of succession.

2. List of Succession:
 - a) President
 - b) VP – Rec
 - c) VP – Travel
 - d) Secretary
 - e) Treasurer
3. President shall assume the duties but not the office of either (or both) VP's in the event of their absence, resignation, or disability.
4. The Secretary shall assume the duties but not the office of the Treasurer in the event of the Treasurer's absence, resignation, or disability.
5. In the event of both the Treasurer's and Secretary's absence, resignation, or disability the President shall assume the duties but not the office of the Treasurer.

ARTICLE VII – POTENTIAL CONFLICT OF INTEREST

1. Each Trustee and Officer will be required to immediately disclose any activities which could be a potential conflict of interest in their duty to act in the best interests of Club should such potential conflict arise during their term of office. Any potential conflict that becomes known by any officer or trustee shall be reported to club Secretary immediately.

ARTICLE VIII - BY-LAWS

1. The Cardinal Soccer Club will establish and maintain By-Laws, describing the operation and procedures for the club's activities.
2. Any voting member of the Cardinal Soccer Club may submit proposed amendments to the By-Laws to the President in writing. The President will notify Board of Trustee members as to the proposed amendment(s).
3. Board shall deliberate and vote on such proposal at next board meeting provided proposal was submitted to them at least 7 days prior to that meeting.
4. A 2/3 majority vote of seated Trustees is needed to pass such amendment.
5. In cases of conflict between By-Laws and Constitution, the rules set forth in Constitution take precedence. If conflict is protested, the President will have final decision.

ARTICLE IX – AMENDMENTS TO THE CONSTITUTION

1. The constitution may be amended only when the proposed amendment is submitted in writing to all of the Trustees and Officers for review. Proposed amendments may be sent back to submitter for clarification, revision, etc. only on first submission.
2. A two-thirds affirmative vote, at board meeting, of seated Trustees AND seated Officers in favor of the amendment shall be required for adoption.
3. Proxy votes shall not be accepted.
4. Voting by phone is allowed provided all Trustees and Officers at meeting hear vote.

ARTICLE X - COMMITTEES

Section I - General Committees

1. The following persons or committees may be appointed by the president as necessary to run the business of the Club:
 - a) Uniforms
 - b) Fields
 - c) Equipment
 - d) Sponsorship/Fundraising
 - e) Volunteer Coordinator
 - f) Player and Coach Development
 - g) Player Tryouts
 - h) Officials/Referees
 - i) Audit Committee
 - j) Membership Registration
 - k) Marketing/Publicity
 - l) Special Committees, as needed
 - m) Scholarships

ARTICLE XI - BUDGET

1. Executive Committee shall submit a Budget to the Board of Trustees, ideally in April, for Board approval at the May Board of Trustee meeting.
2. The Budget shall cover the period of June 1st of the year the Budget is submitted through May 31st of the next year.
3. Approval of the Budget shall require a two-thirds favorable vote of the Trustees in attendance at a Board meeting. A quorum of the seated trustees must be present in order to hold the vote.
 - a) President may authorize maximum expenditures, in aggregate, of \$2,500 between Board meetings.
 - b) VP's may authorize a maximum of \$1,000 expenditures, in aggregate, between Board meetings.
 - c) Expenditures authorized by President or VP will be reported at the next Board meeting.
4. The Treasurer will be charged with enforcing the Budget, and board approved expenditures. Expenditures which exceed budgeted amount must be approved by Trustee vote. Such vote may be conducted by electronic means so long as a permanent record of the results is available.

ARTICLE XII AUDITING

1. Each year the Club's financial records shall be reviewed by at least three (3) Club members. A written summary of the results will be kept in the minutes.
2. Club will conduct a financial review or audit (at Trustees' discretion), using an independent accounting firm, with every change in the position of Treasurer. The fees for this review/audit will be paid by the Club.
3. Trustees reserve the right to conduct a financial review or audit at any time. The fees for these services will be paid for by the Club.