

By-Laws
Of
Windham Soccer Association, Inc.

Article I: Name and Address

1.1 The name of the organization shall be: Windham Soccer Association, Inc. and it is sometimes referred to in these By-Laws as WSA.
(WSA) Windham Soccer Association)

1.2 The address at which the business of WSA is to be carried on is: P.O. Box 333, Windham, NH 03087 or www.ascw.org

Article II: Membership

2.1 Members must be the parent or legal guardian of a youth player or an adult player or coach or volunteer. No board member or coach shall have been convicted of a crime of moral turpitude.

Article III: Purposes

3.1 The purposes for which WSA is formed are those set forth in its Articles of Agreement, a from time to time amended. Namely, to promote soccer activities in Windham, New Hampshire and the surrounding areas and to provide the services, training, and facilities to do so.

3.2 WSA shall be a non-profit Corporation organized under Chapter 292:1 of Revised Statutes Annotated, New Hampshire.

3.3 WSA shall be empowered to accept financial or other forms of support contributed or otherwise made available at no charge from individuals, groups, agencies, or organizations.

3.4 No part of the funds or other forms of support donated or made available to WSA shall be used for any purpose other than that for which WSA is organized, nor shall any such funds insure the benefit of any individual.

3.5 WSA is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code of 1986 and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c) (3) or corresponding provisions of any subsequent tax laws.

3.6 No substantial part of the activities of WSA shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise

provided by IRC 501(h)) or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidates to public office.

Article IV: Board of Directors

4.1 There shall be a Board of Directors consisting of at least six (6) persons, i.e., President, Vice President of Recreation, Vice President of Travel, Treasurer, Secretary, and Player Development Coordinator who shall be responsible for the establishment of policy and administration of the affairs of WSA.

4.2 The Board of Directors shall consist of those persons serving in that capacity at the time of incorporation and shall thereafter consist of such persons as the Board may from time to time designate.

4.3 Directors shall serve for two years and thereafter until their successors are duly appointed. They may succeed themselves. Vacancies on the Board shall be filled by a vote of a majority of the Board. (NOTE: get dates of hire of BoD)

4.4 Meetings of the directors shall be held at such times and places as the Board shall determine. Special meetings may be called by any Board member. At least seven (7) days prior notice shall be given for all meetings, but notices may be waived in writing or orally by Directors.

4.5 A majority of the Board of Directors shall constitute a quorum.

4.6 Any vote which might legally be taken by the Board at any meeting may also be taken by vote of the Directors between meetings, provided that such vote must be in writing and adopted by a majority of the Directors then in office.

4.7 In the event a Director fails to attend three (3) consecutive meetings or a total of five (5) regular meetings throughout the year, his/her seat may be forfeited and the Board may select a new Director.

4.8 The Board of Directors shall appoint an auditor or an auditing committee at least two weeks before the annual meeting to audit the Treasurer's accounts.

4.9 The Board shall prepare and submit to WSA for approval a budget for the fiscal year, and approve routine bills within the limits of budget.

Article V: Officers

5.1 The Officers of WSA shall be a President, Vice President of Recreation, Vice President of Travel, Treasurer, Secretary, Training Coordinator, Field Maintenance

and Equipment Coordinator, Coaching and Referee Certification Coordinator, Adult Program Coordinator, Field Scheduling Coordinator, Referee Coordinator, , Publicity Coordinator, Kid Safe Coordinator, Registrar, Website Coordinator, Uniform and Trophy Coordinator and other such officers as shall be elected at the annual meeting of the Board from within its membership, and shall serve two-year terms and until their successors are elected and qualified. The election of said officers shall be staggered so that not more than 4 members are newly appointed. This is to provide continuity to the operation of WSA.

5.2 The President shall preside over the affairs of WSA and shall oversee the work of the Board through:

- a) Establishing and disseminating the agenda of the Board Meeting prior to its being held;
- b) Presiding over Board Meetings, and all meetings of WSA;
- c) Providing technical assistance to subcommittees;
- d) Representing WSA in the community and acting as designated Board liaison between WSA and its funding sources on issues related to policy;
- e) Convening special Board Meetings as needed;
- f) And doing any and all other things necessary and appropriate to the office of the President of WSA.

- 5.3
- a) The Vice President of Recreation assumes responsibilities of President in his or her absence, and otherwise is responsible for the recreation programs of WSA.
 - b) The Vice President of Travel assumes responsibilities of President or Vice President of Recreation in his or her absence, and otherwise is responsible for travel programs of WSA.

5.4 The Secretary will be responsible for intra-Board communications:

- a) Taking minutes at Board Meetings and all meetings of WSA;
- b) Notifying members of Board Meetings;
- c) Affixing signatures of legal documents as mandated by circumstances;
- d) And doing any and all other things necessary and appropriate to the office of Secretary/Clerk.

5.5 The Treasurer shall aid in the fiscal management of WSA through:

- a) Presenting the financial reports at Board Meetings and all monthly meetings;
- b) Preparing annual operating budget and providing monthly summaries of budget expenses to date;

- c) Acting as Board liaison with funding sources on matters related to finances;
- d) Co-signing Corporate checks with President or Vice President of Recreation;
- e) Having custody of all of the funds of WSA;
- f) Keeping full and accurate account of receipts and expenditures;
- g) Making disbursements in accordance with the approved budget, as authorized by WSA, the Board of Directors, or a special committee;
- h) And doing any and all other things necessary and appropriate to the office of Treasurer.

The Treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than three members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditor or auditing committee shall be appointed by the Board of Directors at least two weeks before the annual meeting.

5.6 The Player Development Coordinator will be responsible for:

- a) Developing an evaluation/analysis process across the club and leagues to ensure WSA fields competitive teams;
- b) Working with paid trainers on skills, programs, and other activities to develop a higher level of player performance for both recreation and travel soccer;
- c) Working with paid trainers to develop a guidelines document on "how to coach in WSA". Providing everything from ideas around motivating players, practice objectives, what to expect at a game, etc., for both recreation and travel;
- d) Working with Vice President's of Recreation and Travel to implement the ASCW coaching guidelines;
- e) Coordinating skill sessions program;
- f) Coordinating camp programs;
- g) Assisting WSA Board with negotiating paid training contracts.

5.7 The Field Maintenance and Equipment Coordinator shall be responsible for:

- a) Organizing balls, pinnys cones, and first aid kits for distribution to teams;
- b) Arranging for distribution of soccer equipment to team managers and coaches;
- c) Scheduling field layouts and net replacements;
- d) Ordering paint;
- e) Overseeing weekly lining of fields;
- f) Checking equipment shed for supplies;

- g) Removing nets at the end of the season;
 - h) Inventorying returned equipment at the end of the season; and
 - i) Being the liaison to the Recreation Committee and Schools regarding Field needs and maintenance.
- 5.8 The Coach /Referee Certification Coordinator will be responsible for:
- a) Scheduling coaches licensing classes;
 - b) Acquiring coaching and referee reference materials for the library;
 - c) Advising the Referee Coordinator of licensing and refresher training;
 - d) Providing field training for referees.
- 5.9 The Adult Programs Coordinator will be responsible for:
- a) Communicating scheduling information for adult leagues to the Field Scheduling Coordinator; and
 - b) Providing information to the Publicity Coordinator regarding adult programs.
- 5.10 The Field Scheduling Coordinator will be responsible for:
- a) Coordinate with the VPs of Travel and Recreation and the Adult Program Coordinator to schedule fields for practice and games;
 - b) Verify which fields are available in town and obtain permission to use them;
 - c) Use scheduling software to schedule games;
 - d) Submit Travel schedules to the League Registrar; and
 - e) Distribute schedules to VPs of Recreation and Travel and the Adult Coordinator.
- 5.11 The Referee Coordinator shall be responsible for:
- a) Recruiting Referees;
 - b) Arrange for training by the State;
 - c) Preparing the Referee Schedules for both the Recreation and Travel programs;
 - d) Managing schedule changes, coaches and parents complaints about referees and referee's complaints about coaches, parents and players; and
 - e) Report to the WSA board as needed.
- 5.12 The Publicity Coordinator shall be responsible for:
- a) Receiving information from WSA and placing it in local news papers;

- b) Receiving information from WSA and submitting it to local television stations; and
- c) Receiving information from WSA and providing it to the schools for distribution.

5.13 The Kid Safe Coordinator shall be responsible for:

- a) Distribution of volunteer disclosure forms to coaches, assistant coaches, team managers, board members and other volunteers who in the course of carrying out their duties may be alone with any registered player for any length of time;
- b) Insure that all form shave been correctly and completely filled out and have been returned. Failure to complete and sign the voluntary disclosure form will result in immediate suspension;
- c) Maintaining copies of volunteer disclosure forms (these need to be renewed every two years);
- d) Storing the voluntary disclosure forms in a secure place;
- e) Notifying the State Risk Management Coordinator of policy changes, complaints, and concerns; and
- f) Promotion and enforcement of the Kid Safe Program.

5.14 The Registration Coordinator shall be responsible for registration of all WSA players and coaches. The registration coordinator will maintain a data base that is compatible with the leagues that WSA is registered with. The following are a list of duties to be executed by the Registration Coordinator:

- a) Provide the Publicity coordinator with registration information to be published in local papers, schools, and community television;
- b) Attend registration sessions for soccer signups;
- c) Input soccer registration information into the soccer data base (Soccer Track or the equivalent);
- d) Keep files of all registrants for current season;
- e) Keep files of all birth certificates;
- f) Work with the VPs of Travel and Recreation to enter teams into soccer data base
- g) Print registration reports;
- h) Forward request for refunds to the Treasurer;
- i) Attend WSA meetings as necessary; and
- j) Maintain Confidentiality of information in the soccer data base.

5.15 The Website Coordinator will be responsible for:

- a) Designing and maintaining the WSA website;
- b) Ensuring that the site's design and content accurately reflect the goals and image of the organization;
- c) Keeping the WSA website current and accurate;

- d) Maintaining contact and coordinating with the Board regarding website changes and additions.

5.16 The Uniform/Trophies Coordinator will be responsible for:

- a) Coordinating the ordering of uniforms and trophies;

Article VI: Standing and Special Committees

6.1 The Board of Directors may create such standing committees as it may deem necessary to promote the purposes and carry on the work of WSA. The term of each chairman shall be one year and until the election and qualification of his successor or removal by the Board of Directors.

6.2 The Chairman of each standing committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

6.3 The power to form special committees and appoint their members rests with WSA.

6.4 The President or his/her appointee from the Board of Directors shall be a member ex officio of all committees except the nominating committee.

Article VII: Meetings and Annual Meetings

7.1 Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board and shall require seven days advance notice, unless notice is otherwise waived.

7.2 There shall be an Annual Meeting of WSA at which Directors and Officers of WSA due for election shall be elected by the general membership. The Annual Meeting shall be held in March of each calendar year.

7.3 A majority of the members present shall constitute a quorum for the transaction of business at the annual meeting of WSA.

7.4 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of WSA.

Article VIII: Amendment of By-Laws

8.1 The By-Laws may be amended by a vote of four of the six (6) of The Board of Directors, provided that notice of such proposed amendment must be given in writing to the general membership by publication, and by registered mail, return receipt requested notice to all current Directors, at least 14 days in advance of such meeting.

Article IX: Conflict of Interest

9.1 Each Director, prior to taking his position on the Board, and all present Directors shall submit in writing to the President the Board a list of all businesses or other organizations of which he is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee or agent, with which WSA has, or might reasonably in the future enter into a relationship or a transaction in which the Director would have conflicting interests. The President shall become familiar with the statements of all Directors in order to guide his conduct should a conflict arise.

9.2 At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by his written statement or not, and after answering any questions that might be asked him, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, neither the affected director nor any other Director with a pecuniary benefit transaction with WSA shall vote on it.

9.3 The Board will comply with all the requirement of New Hampshire law where conflicts of interest are involved, including but not limited to the requirements of a two-thirds vote where the financial benefit to the director or trustee is between \$500 and \$5,000 in a fiscal year, and to the requirement of a two-thirds vote and publication in the required newspaper where the financial benefit exceeds \$5,000 in a fiscal year. The New Hampshire statutory requirements are incorporated into and made a part of this conflict policy.

Article X: Seal

10.1 The Seal of WSA shall be as more particularly shown in the following impression:

Article XI: Dissolution

11.1 The provisions for disposition of the corporate assets in the event of dissolution of WSA are: To any other similar organization in Windham, failing which, to the Town of Windham.

Article XII: Amendments

12.1 These By-Laws may be amended, repealed, or altered in whole or in part by a majority vote any regular or special meeting of the Board of Directors of WSA.

We, being the persons associating together to form WSA, do hereby certify that the foregoing is a true and correct copy of the By-Laws adopted by Windham Soccer Association, Inc.

John LaRochelle

Mary Beth Arling

Richard Carr

Dave Wilson

Kelly Welch

Bill Maczko