

# NEW HYDE PARK WILDCATS SOCCER CLUB, INC

## BY-LAWS

*Revised March 28, 2017*

### **ARTICLE I – NAME**

The name of the corporation is: New Hyde Park Wildcats Soccer Club, Inc.

The corporation may utilize a shortened form of its name, i.e. – ‘New Hyde Park Wildcats Soccer Club’, and/or ‘NHP Wildcats SC’, on patches, jackets, uniforms, shirts and other clothing worn by members of the corporation and also promotional literature, letters or other printed material, so long as the shortened version does not confuse the public.

### **ARTICLE II – MISSION STATEMENT**

The corporation’s mission is to provide a fun, high-quality, community-based soccer experience for children at all skill levels in the New Hyde Park area and adjoining neighborhoods. The club emphasizes player development in a competitive environment and seeks to instill a love of the sport of soccer in its members by providing a positive and challenging soccer environment. All players shall be given the opportunity to develop/thrive to maximum levels their abilities through the club’s micro, intramural, developmental, training affiliations, and travel programs

### **ARTICLE III – PURPOSE/AFFILIATION**

The purpose of the corporation shall be to organize and maintain, without profit to the corporation, a soccer club for boys and girls to (a) promote, teach, improve and administer the game of soccer; (b) promote and encourage athletics, physical exercise, comradery, and sportsmanship as well as to enhance the character and physical health of boys and girls through athletic competition; promote fellowship, recreation, and entertainment for members and their families; and (d) promote the safe and civil behavior of all players, parents, coaches and referees via the club’s Code of Conduct, as defined on the club’s registration website and herein as Appendix A.

### **ARTICLE IV – OFFICERS AND EXECUTIVE COMMITTEE**

1. The Officers of the corporation shall consist of: President, Vice President, Treasurer, and Secretary, and they shall form the Executive Committee. An Officer shall not be ‘new’ to the Board, meaning they must have previously served at least 2 years as a Director. NOTE: “Board Member” and “Director” are used synonymously throughout this document.
2. Officers shall serve a 2-year term, with elections held in April of the final year of their term. They shall assume their responsibilities July 1 of the election year, but shall ‘shadow’ their incumbent in the month of June of the election year.
3. Term Limits: Officers shall serve a maximum of three, 2-year terms in a particular role once elected, for a maximum of 6 years in their current role. Officers whose terms are up may continue to serve on the Board as standard Directors / Board Members.
4. The Executive Committee shall be for the purpose of running the corporation on a day-to-day basis between meetings of the Board of Directors or where it is impractical or impossible to call a meeting of the Board of Directors.
5. The Executive Committee shall act during emergencies and have the power to make binding decisions on behalf of the Board of Directors. However, all such decisions shall be immediately reported to the Board of Directors and can be overruled by the Board of Directors by majority vote if so determined.
6. The Executive Committee shall have the right to set agendas for the Board of Directors meetings.

7. The Executive Committee shall have the authority to draft changes and make recommendations to club policies, By-Laws, and Code of Conduct, but the incorporation of such changes shall take place upon the majority vote of the Board of Directors.
8. An outgoing President shall serve as a non-voting President Emeritus for a minimum of one (1) year following their term, for the purpose of aiding in the transition for the incoming President, unless the Board votes to invalidate this requirement. Alternatively, an out-going President can become a voting director, if so desired, and so nominated/elected by the Board of Directors.
9. Officers shall be nominated by individual board members (Directors) at the March Board Meeting of an election year (no Nominating Committee is required, though one can be appointed pending circumstances. Any Director may nominate themselves. Officers shall be elected by a simple majority of votes by the Board of Directors. The meeting shall be mandatory, unless a member is formally excused by the current president.

#### **ARTICLE V – DUTIES OF OFFICERS**

- **PRESIDENT**

The President shall be the executive officer of the club. The President will serve as Chairman of all meetings of the Club. The President will, with the approval of the Board appoint the Chairpersons of various committees who in turn will appoint committee members following club policies.

These committees include, but are not limited to Arbitration, coaching, tournament, fields & equipment, and nominating committee. The President shall appoint Age Group Administrators for each age level (Division Directors). Their duties will be to act as liaison between the coaches and the Board and carry out such tasks as assigned by the Board.

- **VICE PRESIDENT**

The duties of the Vice President (VP) shall include, but not be limited to: acting as aid to the President and perform the duties of the President in the absence or disability of that Officer to act. The VP shall also have signatory authority on Travel club reimbursements and any other financial documents requiring more than one signature. The VP shall conduct a review of the corporation's By-Laws (by a Committee), Travel Policies and Intramural Policies every two (2) years, prior to elections of Officers/Directors. The VP shall also serve as head of any Arbitration Committee that may be required per Article XI.

- **SECRETARY**

The Secretary shall be the official custodian of all correspondence of the club. The Secretary shall send reports, notices and agendas of all meetings of the Board of Directors and the club to the proper persons, and shall keep a complete list of all members. The secretary shall prepare copies of the minutes and maintain a complete reference file of same. The Secretary shall apply for field permits. The Secretary shall periodically update, maintain and distribute to the appropriate persons the Intramural Rules & Regulations, Travel Policies, Code of Conduct, Conflict of Interest, Directory etc.

The Secretary shall be responsible:

1. For all correspondence to and from the Club and respond in writing to issues formally addressed by the Board.
2. To keep and maintain the minutes of the meetings.

- **TREASURER:**

The Treasurer shall be the officer responsible for the club finances. In performing his/her function he shall be the administrator of the club's financial accounts. The Treasurer shall:

1. Report monthly, in writing, to the Board of Directors, on the state of the club's finances.

2. Keep accurate and complete records of all financial transactions in accordance with recognized accounting procedures.
3. Enforce club rules and procedures regarding fiscal matters.
4. Expend and deposit monies as directed by the Board of Directors.
5. Secure an independent audit of financial accounts and transactions.
6. Assist the Board of Directors in establishing a proposed budget.
7. Prepare papers regarding the club's exempt status.
8. Trainer Payments and Legal Compliance
9. The Treasurer will also be responsible to file any reports to government agencies as may become necessary and provide copies to those members that are interested.

#### **ARTICLE VI – BOARD OF DIRECTORS**

1. The Board of Directors shall consist of the four (4) Officers and seven (7) Directors (or fewer, as circumstances warrant) Directors. Members of the Board of Directors shall serve a two (2) year term, until the election and qualification of their successors.
2. Directors shall be elected each year in the month of April. However, if there is but one nominee for any open Director position, it shall be in order to move that the Secretary cast the elective ballot of the corporation for the nominee. Elected Directors shall assume their duties July 1 of the election year.
3. There shall be a Nominating Committee composed of five (5) members, three (3) of whom shall be selected from the Board of Directors, and two (2) of whom shall be selected by the Board of Directors. The Board shall appoint the nominating committee in February, and the Nominating Committee shall submit its candidates to the Board of Directors at the March meeting. The Nominating Committee shall nominate at least one eligible person for each director position to be filled. Election of the Directors shall take place at the April meeting, and the winners shall be determined by the candidate who receive the highest number of votes from the members of the existing Board of Directors and from any members of the corporation in good standing who attend the April meeting. All votes will count equally.
4. Term Limits: There shall be no term limits for Directors.
5. A vacancy occurring on the Board of Directors shall be filled for the unexpired term by a person nominated by the Board of Directors and elected by a majority vote of the Directors.
6. All Directors shall sign a 'no-conflict of interest' statement.
7. The corporation shall provide liability insurance for all Board Members against lawsuits
8. A minimum of 3 Board Members shall have children in the corporation
9. Voting by Proxy (email, phone or other media) is permissible, except as it relates to board elections, and/or disciplinary actions

#### **ARTICLE VII – DUTIES OF THE BOARD OF DIRECTORS**

1. The duties of the Board of Directors shall be: (a) to transact necessary business in the interval between meetings of the corporation and such other business as may be referred by the corporation; (b) to create standing committees; (c) to approve the plans of work of the standing committees; (d) to report and present at regular meetings of the corporation; and (e) to approve matters concerning the management of the corporation.
2. Regular meetings of the Board of Directors shall be held once a month at a time and place set by the President, with input from the Board in terms of availability. A majority of the board shall constitute a quorum for voting purposes.

3. An individual eligible to be a Director must be at least 21 years of age and in good standing with the club. He/she need not have a child in the club, but shall have been a coach, player, or currently/previously affiliated with the corporation in a tangible manner.
4. The Board of Directors may create such standing or ad hoc committees as it may deem necessary to promote the purposes and carry out the work of the corporation, and/or address particular problems/issues that may arise. The membership and chairmanship of such standing committees shall be designated by the President, with the approval of the other members of the Board of Directors.
5. The Board of Directors shall establish the rules governing: (a) Micro team Play, (b) Intramural team Play, (c) Travel team Play (so long as it does not contradict the applicable travel league policy), (d) rules governing age limits, (e) instruction of coaches, managers, trainers, parents, administrators, (f) Insurance for Indoor Leagues/facilities, and (g) selection of membership of various teams sponsored by the corporations. The Board is also responsible for setting/changing the Code of Conduct for players, parents/spectators, coaches, referees, as posted on the club website.
6. Any Board Member failing to attend three (3) consecutive regularly scheduled Board meetings, or five (5) meetings within a calendar year, shall be requested to relinquish their board membership, barring extenuating circumstances and/or an exception approved by the club President.
7. Any Board Member may be removed from the Board of Directors with or without cause at any time by the affirmative vote of 2/3 majority of the members entitled to vote or 2/3 of all directors or officers present at a special meeting of the Board of Directors called for that purpose, for one or more of the following reasons (i) conduct detrimental to the interest of the corporation, (ii) refusal to render reasonable assistance in carrying out the corporations purpose, or (iii) behavior antagonistic or undermining to the objectives of the corporation. Any one or more Directors may be removed for Cause (as hereinafter defined) by the Board of Directors. For purposes, hereof, the term "Cause" means (a) felony conviction, (b) imprisonment, (c) embezzlement of funds, (d) improper use of corporate funds, (e) self dealing, (f) intentional misconduct which is harmful to the corporation. Any such board member proposed to be removed shall be entitled to at least five (5) days notice in writing by mail (electronic or physical) of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

#### **ARTICLE VIII – MEETINGS**

The Order of Business fall all meetings of the corporation shall be as follows, but not limited to:

1. Roll Call/Attendees
2. Minutes of the Previous Meeting
3. Report of the Treasurer
4. Announcements / Communications
5. Reports of the Commissioners
6. Special Reports (Committees)
7. Unfinished Business (if any)
8. New Business
9. Good of the Order
10. Adjournment

#### **ARTICLE IX – AUTHORITY**

The Board of Directors, as individuals who have the best interests of the corporation and the membership of the corporation in mind, shall have the absolute authority to suspend, expel, reinstate any member (player, parent, coach, trainer, Director) who violated the rules, procedures or Code of Conduct of the corporation.

This disciplinary action would be carried out via majority vote of the Board of Directors, except as noted above in Article VII, Para 8 for expulsion of Board Members.

#### **ARTICLE X – INDEMNIFICATION OF DIRECTORS**

The corporation shall indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that he/she is or was a Director or Officer of the corporation or served another entity in any capacity at the request of the corporation, to the fullest extent permitted by law. The corporation may purchase and maintain indemnity insurance to the extent permitted by law.

The indemnification of any person provided by this Article shall continue after such person ceases to be an Officer or Director of the corporation as the case may be, and shall inure to the benefit of such person's heirs, executors, administrators and legal representatives.

The corporation shall advance or promptly reimburse upon request any person entitled to indemnification hereunder all expenses, including reasonable attorneys' fees and disbursements, reasonably incurred by such person in defending any action or proceeding in advance of the final disposition thereof upon receipt of an undertaking by such person to repay such amount if, and only to the extent, such person is ultimately found not to be entitled to indemnification.

#### **ARTICLE XI - ARBITRATION/APPEALS BOARD**

Should disciplinary action be handed out to any member of the corporation, the member may appeal the decision to an Arbitration Board, led by the Vice President and consisting of a minimum of three (3) Board Members, but as many as the entire Board of Directors, at the discretion of the President. The decision of the Arbitration Board shall be final.

#### **ARTICLE XII – CLUB COLORS/NAMES**

The representative colors of the corporation shall be Blue and White with Red as a tertiary color. Travel uniforms and colors shall be approved by the Travel Commissioner, as noted in the Club's Travel Policies. Travel Team names shall incorporate the word 'cat', or have a have a cat-related name.

#### **ARTICLE XIII – BY-LAW AMENDMENTS AND REVIEWS**

The corporations By-Laws may be amended or altered in whole or in part by a majority vote of the Board of Directors. The By-Laws shall be reviewed every two (2) years, at the time of the Officer/Director elections, to ensure the wording is kept up to date. The By-Law review shall be prompted by the standing Vice President.

#### **ARTICLE IV – DISSOLUTION OF THE CLUB**

In the event of dissolution of this Club, all funds and assets remaining in its treasury after payment of all obligations will be donated to other not-for-profit organizations, to be designated by the Board of Directors and approved by a majority of the voting membership present, in accordance with the applicable provisions of the Internal Revenue Code.

## APPENDIX A

# CODE OF CONDUCT

The New Hyde Park Wildcats Soccer Club (NHPWSC) Board of Directors has adopted the following Code of Conduct to help us create a constructive and positive experience and to maintain a safe and enjoyable environment for club members. A parent/legal guardian is required to read it or have it be read by a spouse, family members and guests, and ensure that all will abide by this code during the season.

### **Parent or Legal Guardian Code of Conduct:**

The essential elements of character building and ethics in sports are embodied in the concept of sportsmanship and six core principles: trustworthiness, respect, responsibility, fairness, caring, and good citizenship. The highest potential of sports is achieved when competition reflects these “six pillars of character.” **I therefore agree to:**

1. **Learn the Rules:**
  - a. I will learn the rules of the game for my child’s age group and the policies of the league. [Found here.]
2. **Promote Sportsmanship:**
  - a. I (and my guests) will be a positive role model for my child(ren) and encourage sportsmanship by showing respect and courtesy, and by demonstrating positive support for all players, coaches, officials and spectators at every game, practice or other sporting event.
  - b. I (and my guests) will not engage in any kind of unsportsmanlike conduct with any official, coach, player, or parent such as booing and taunting; refusing to shake hands; or using profane language or gestures.
3. **Respect the Players:**
  - a. I will demand that my child(ren) treat other players, coaches, officials and spectators with respect regardless of race, creed, color, sex or ability.
  - b. I will teach my child(ren) that doing one’s best is more important than winning, so that my child will never feel defeated by the outcome of a game or his/her performance.
  - c. I will refrain from yelling at my child(ren) or another child for any reason during/after a game.
4. **Respect the Coaches:**
  - a. I will respect the coaches and their authority during games and will never question, discuss, or confront coaches at the game field, and will take time to speak with coaches at an agreed upon time and place.
  - b. I will refrain from coaching my child(ren) or other players during games and practices, unless I am one of the official coaches of the team.
5. **Respect the Referees:**
  - a. I will respect the Referees and their authority during games and will never question, discuss, or confront them on the game field.

### **Consequences:**

The Board and/or the Arbitration Committee will have the authority to discipline any player, parent/legal guardian, or their guest(s) who has violated any of the above guidelines or whose conduct is considered detrimental to the best interest of NHPWSC activities.

Discipline violations could include but is not limited to the following:

1. **Warning:** The offending person is advised of the nature of the offenses and informed that further violations will result in a more severe penalty, or
2. **Probation:** The offending person is given a written warning and enters a period of probation to be determined by the Board and/or the Arbitration Committee, or
3. **Suspension:** The offending person is suspended from participating in NHPWSC activities for a length of time to be determined by the Board and/or Arbitration Committee. If the offending person should cause a coach to receive a red card and thus be ineligible to coach one or more games, the offender should also be suspended for at least the same period of time.
4. **Bar:** The offending person is barred from future participation in NHPWSC activities to the end of the season at a minimum. A violator can only be reinstated by the approval of the NHPWSC Board of Directors. In addition to the above disciplinary options, any person ejected from a game is eligible to return to the field for the next scheduled game of their team and any person ejected from a game twice in one season is automatically suspended from participating in any NHPWSC sponsored activities until such a time as they are reinstated by the NHPWSC Board and/or the Arbitration Committee.

**Process:**

Any person subject to disciplinary action will be informed in writing by the Board and/or Arbitration Committee and may review their conduct and have the right to appear before the Board and/or Arbitration Committee to explain their conduct before disciplinary action is imposed. The decision regarding disciplinary action will be communicated within seven (7) days of the review. No person subject to disciplinary action will be entitled to a refund of the registration fee, or any fee associated with this program.

**Parental Consent:**

I understand that by signing this document I am agreeing to support and promote this Parent/Legal Guardian Code of Conduct Agreement. Furthermore, I am required to read it or have it read by a spouse, family member and guests, and ensure that all will abide by this code during the course of the season. A copy of this code of conduct is available upon request.

## **APPENDIX B**

# **CONFLICT OF INTEREST POLICY**

### **1. Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's corporation interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

### **2. Definitions**

1. Interested Person - any director, principal officer, or member of a committee with Board of Directors delegated powers with a direct or indirect financial interest, as defined below, is an interested person.

a. Financial Interest- a person has a financial interest if the person has directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement,
- ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, Line 2, a person who has a financial interest may have a conflict of interest only if the appropriate Board of Directors or committee decides that a conflict of interest exists.

### **3. Procedures**

- a. Duty to Disclose- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board of Directors delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
  - i. An interested person may make a presentation at the Board of Directors of committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- ii. The chairperson of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - iii. After exercising due diligence, the Board of Directors or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy
- i. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose and actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### 4. **Records of Proceedings**

The minutes of the Board of Directors and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with proceedings.

#### 5. **Compensation**

- a. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

- c. No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## 6. **Annual Statements**

Each Director, principal officer and member of a committee with Board of Directors-delegated powers shall annually sign a statement, which affirms such person has:

- a. Received a copy of the conflicts of interest policy,
- b. Read and understands the policy,
- c. Agreed to comply with the policy, and
- d. Understood the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

# New Hyde Park Wildcats Soccer Club

## Conflict of Interest Disclosure Form

Note: A potential or actual conflict of interest exists when commitments and obligations are likely to be compromised by the member(s) other material interests, or relationships (especially economic), particularly if those interests or commitments are not disclosed.

This Conflict of Interest Disclosure Form should indicate whether the member(s) has an economic interest in, or acts as an officer or a director of, any outside entity whose financial interests would reasonably appear to be affected. The member(s) should also disclose any personal, business, or volunteer affiliations that may give rise to a real or apparent conflict of interest.

Date: \_\_\_\_\_

Name: \_\_\_\_\_

Position: \_\_\_\_\_

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest:

I have no conflict of interest to report.

I have the following conflict of interest to report (please specify other nonprofit and for-profit boards you (and your spouse) sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own:

1. \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

I hereby certify that the information set forth above is true and complete to the best of my knowledge.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_