

**1 ARTICLE I: Name and Terms**

- a) The name of the organization shall be Windham Soccer Association, Inc.
- b) The following terms shall apply:
  - i) "WSA" shall mean Windham Soccer Association, Inc.
  - ii) "Member" shall mean a person current with respect to financial obligations to WSA, and as further defined below
  - iii) "Director" shall mean a member who holds a titled position within WSA, as further defined and listed below.
  - iv) "Board of Directors" ("Board") shall mean all the Directors.
  - v) "Executive Board" shall mean that subset of the Directors so designated under these bylaws.

**2 ARTICLE II: Purposes and Organization**

- a) The purposes of WSA are as stated in the Articles of Agreement and are further described as follows:
  - i) To promote soccer and other athletic activities primarily to youth athletes residing in Windham, New Hampshire and the surrounding areas and to provide the services, training and facilities to do so.
    - (1) The primary means shall be through support of WSA-sanctioned teams, at both the recreation and travel level.
    - (2) Recreation and travel teams need not be comprised solely of players residing in Windham.
    - (3) Inclusion of players residing outside of Windham may be done when doing so would directly or indirectly enhance soccer opportunities for Windham residents (e.g., by providing playing opportunities that otherwise would not exist).
    - (4) Recreation and travel teams may be jointly operated teams with other – and non-Windham based, soccer clubs, organizations or people when doing so would directly or indirectly enhance soccer opportunities for Windham residents (e.g., by providing playing opportunities that otherwise would not exist).
      - (a) WSA support of such jointly operated teams (e.g., South Central Soccer Club) shall be covered by and comply with these bylaws with respect to any WSA Directors or members who provide support to such teams.
  - ii) WSA promotes and provides soccer activities to individuals regardless of age, so as to foster an overall interest in soccer, in general, and in WSA and youth soccer in particular.
- b) WSA is a non-profit corporation organized under the provisions of New

Hampshire Revised Statutes Annotated 292:1, XIII.

- c) 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.
- d) 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 inure to the benefit of any individual.
- e) WSA is organized exclusively for one or more of the purposes as specified in section 501(c)(3) of the Internal Revenue Code ("IRC"), as amended, 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.
- f) 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.

### **3 ARTICLE III: Membership**

- a) Membership in WSA shall be of two classes: Member and Director.
- b) Members
  - i) Each adult player and volunteer shall be a Member – limited to one membership per person. One parent or guardian per youth player shall also be a Member, with the same parent or guardian able to hold multiple memberships in direct relation to the number of youth players for whom they are a parent or guardian.
    - (1) No coach shall have been convicted of a crime of moral turpitude.
  - ii) Membership shall be August 15 through the next August 14 for all Members, except for youth travel U15-U18 Members for whom membership shall be April 1 through August 14.
- c) Directors
  - i) Directors shall serve for one year and thereafter until their successors are duly appointed. They may succeed themselves.
  - ii) Directors are Members who serve on the Board of Directors.
  - iii) In the event a Director fails to attend three (3) consecutive monthly meetings or a total of five (5) monthly meetings throughout the year, his/her seat may be forfeited and the Executive Board may select a new Director.
  - iv) Directors shall have authority to incur routine and reasonable expenses on behalf of WSA that are consistent with the performance of their official duties.

- (1) Any expense greater than \$1,000 shall require WSA approval before it is incurred.
- (2) Any checks issued for greater than \$1,000 shall be signed by the Treasurer and the President.
- (3) All expenses shall be timely reported to the Treasurer.
- v) Directors shall not be personally liable to WSA or its Members for monetary damages for breach of fiduciary duty as a Director, except with respect to:
  - (1) Any breach of the Director's duty of loyalty to WSA or its Members;
  - (2) Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; and
  - (3) Any transaction from which the Director derived an improper personal benefit.
- vi) The Directors of WSA shall consist of:
  - (1) President;
  - (2) Vice President of Travel (Operations);
  - (3) Vice President of Travel (Dispute Resolution);
  - (4) Vice President of Recreation (Operations);
  - (5) Vice President of Recreation (Administration);
  - (6) Player Development Coordinator;
  - (7) Treasurer;
  - (8) Secretary;
  - (9) Adult Programs Coordinator;
  - (10) Coaching and Referee Certification Coordinator;
  - (11) Coaching Development Coordinator;
  - (12) Field Maintenance Coordinator;
  - (13) Fundraising Coordinator
  - (14) Kid Safe Coordinator;
  - (15) Membership Operations Director;
  - (16) Picture Coordinator;
  - (17) Publicity Coordinator;
  - (18) Purchasing Coordinator (Equipment);
  - (19) Purchasing Coordinator (Uniforms)
  - (20) Referee Coordinator;
  - (21) Registrar (EDP);

- (22) Registrar (non-EDP);
  - (23) Training Coordinator;
  - (24) Travel Field Scheduling Coordinator;
  - (25) Website Coordinator; and
  - (26) Other such Directors as shall be elected at the Annual Meeting or at a regular meeting in the interim.
- vii) No Director shall be entitled to more than one vote on any matter before that individual, regardless of whether that individual holds multiple positions within WSA.

**4 ARTICLE IV: Executive Board**

- a) Unless otherwise required, all votes shall require a simple majority of the quorum.
- b) Unless otherwise noted, the Executive Board may, at its discretion, include the Board in a discussion and vote on any business properly before it.
- c) There shall be an Executive Board consisting of those persons holding the positions of President, Vice President(s) of Recreation, Vice President(s) of Travel, Player Development Director, Secretary and Treasurer who shall be responsible for the establishment of policy and administration of the affairs of WSA.
- d) The Executive Board shall appoint an independent accountant before the annual meeting to audit WSA's books and accounts, and to submit a report to the Executive Board.
- e) The Executive Board shall annually review the prior year's financial statements and shall review and forward for approval a budget for the forthcoming fiscal year, currently established as April 1 through March 31.
- f) The Executive Board shall approve significant and unusual expenses.
- g) The Executive Board shall have broad authority to administer WSA's operations and set all policies and procedures. The focus of the Executive Board's authority extends to all matters and includes the authority to collect funds, assess fees and expend such WSA funds as necessary for the furtherance of WSA's purposes.
- h) The Executive Board may consolidate, create or otherwise amend Director positions between annual meetings, as deemed necessary to attract and retain volunteers to conduct the business of WSA.
- i) In the event that a Director position is vacated prior to the Annual Meeting, the Executive Board may appoint an individual to fill the vacated position until the next Annual Meeting.
- j) Any vote that might legally be taken by the Board at any meeting may also be

taken by vote of the Executive Board between meetings, provided that such vote must be in writing or e-mail, and adopted by a two-thirds majority of the Executive Board then in office. Voting shall be open for at least 48 hours and no action shall be taken on the vote during this period.

**5 ARTICLE V: Disciplinary proceedings**

- a) Any Member or Director may be disciplined for cause, up to and including expulsion, by a vote of two-thirds of the Executive Board, upon reasonable notice for conduct inconsistent with the purposes of WSA, but only after a reasonable opportunity for presentation of a defense has been given. In the interim, the Executive Board may suspend the Member or Director and reassign the person's duties as deemed necessary.
- b) Disciplinary proceedings:
  - i) Shall be open to Executive Board members only;
  - ii) Should be held as expeditiously as possible; and
  - iii) Shall be conducted only at a special meeting called by the President or three other Executive Board members.
- c) Only Executive Board members shall have access to any documents generated at, by or for the proceedings.
- d) The President or other appointed Executive Board member shall timely convey in writing the determination of the Executive Board to the charged member, detailing the charge, findings and decision.

**6 ARTICLE VI: Duties of Directors**

- a) The President shall preside over the affairs of WSA and shall oversee the work of the Board by:
  - i) Establishing and disseminating the agenda of the Board Meeting prior to its being held;
  - ii) Presiding over Board Meetings and all meetings of WSA;
  - iii) Providing technical assistance to subcommittees;
  - iv) Representing WSA in the community and acting as a designated Board liaison between WSA and its funding sources on issues related to policy;
  - v) Convening special Board Meetings as needed; and
  - vi) Performing any and all other things necessary and appropriate to the office of the President of WSA.
  - vii) In the President's absence, his or her responsibilities shall be filled, successively, by the Vice President of Travel (Operations), Vice President of

Travel (Dispute Resolution), or Vice President of Recreation (Operations).

- b) The Vice President of Travel (Operations) is responsible for WSA's travel programs.
- c) The Vice President of Travel (Dispute Resolution) shall be responsible for prompt resolution of issues arising between players, parents, coaches, and referees.
  - i) The Vice President of Travel (Dispute Resolution) ("VPTDR") works predominantly, but not exclusively, with the Vice President of Travel (Operations) to resolve disputes.
  - ii) When a dispute arises, the involved parties shall first meet and attempt to resolve their differences. If any party feels further discussion is futile, then the issue can be brought to the VPTDR who has an independent position on the issue.
  - iii) The VPTDR will meet with all parties and gather input and information from whatever sources deemed necessary and practicable for making an informed decision, including observing behavior during games. The VPTDR will make a decision to resolve the dispute. When sufficient information has been gathered, the VPTDR will discuss the findings with the parties involved, either together at the same time or separately, depending on the circumstances of the dispute.
  - iv) If the VPTDR's decision is unacceptable to any party, the aggrieved party can then request a meeting of the Board of Directors ("BOD") to appeal their case. After hearing the issue, the BOD, including the VPTDR, will vote on a resolution. Any resolution agreed to by the simple majority of the BOD will be final.
- d) The Vice President of Recreation (Operations) and the Vice President of Recreation (Administration) are jointly responsible for WSA's Recreation programs.
- e) The Vice President of Recreation (Administration) shall be responsible for scheduling all Recreation games and practices and any other duties in support of WSA's Recreation programs.
- f) The Player Development Director shall be responsible for:
  - i) Developing an evaluation/analysis process across the club and leagues to ensure WSA fields competitive teams;
  - ii) Working with paid trainers on skills, programs, and other activities to develop a higher level of player performance for both recreation and travel soccer;
  - iii) Working with paid trainers to develop and amend a guidelines document for coaching both recreation and travel soccer in WSA, including such topics as player motivation, practice objectives, game expectations, etc.;
  - iv) Working with Vice Presidents of Recreation and Travel to implement the

- WSA coaching guidelines;
- v) Coordinating skill sessions programs;
  - vi) Coordinating camp programs;
  - vii) Negotiating paid trainer contracts; and
  - viii) Performing any and all other things necessary and appropriate to the office of Player Development Director.
- g) The Treasurer shall aid in the fiscal management of WSA by:
- i) Presenting the financial reports at Board Meetings – as deemed necessary, and at all monthly meetings;
  - ii) Reconciling bank statements and accounts payable;
  - iii) Preparing and providing periodic expense summaries, pro forma financial statements and other financial reports, as requested;
  - iv) Acting as Board liaison with funding sources on matters related to finances;
  - v) Preparing and providing annual operating budgets;
  - vi) Working with the WSA-appointed accountant to ensure that all tax-related obligations are met;
  - vii) Ensuring that all N.H. Secretary of State obligations are met;
  - viii) Maintaining a list disclosing each and every pecuniary benefit transaction and reporting the list annually;
  - ix) Having custody of all of the funds of WSA;
  - x) Keeping full and accurate account of receipts and expenditures;
  - xi) Making disbursements in accordance with the approved budget, as authorized by WSA, the Executive Board, the Board, or a special committee; and
  - xii) Performing any and all other things necessary and appropriate to the office of Treasurer.
  - xiii) The Treasurer's accounts shall be examined annually by an independent accountant, appointed by the Executive Board and who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report.
- h) The Secretary shall be responsible for intra-Board communications by:
- i) Taking minutes at Board Meetings and all meetings of WSA;
  - ii) Procuring meeting places for meetings;
  - iii) Preparing and distributing meeting agendas;
  - iv) Notifying members of meetings;
  - v) Tracking e-votes, recording and distributing results, and summarizing e-

- votes at the next monthly meeting;
- vi) Affixing signatures on legal documents as mandated by circumstances; and
  - vii) Performing any and all other things necessary and appropriate to the office of Secretary.
- i) The Adult Programs Coordinator shall be responsible for:
    - i) Being a point of contact for any questions about or issues relating to adult programs;
    - ii) Communicating adult league scheduling information and needs to the Travel Field Scheduling Coordinator; and
    - iii) Providing information to the Publicity Coordinator regarding adult programs.
  - j) The Coaching and Referee Certification Coordinator shall be responsible for:
    - i) Scheduling coaching licensing classes and referee certification classes by the New Hampshire Soccer Association or other appropriate entity;
    - ii) Acquiring coaching and referee reference materials for the library;
    - iii) Advising the Referee Coordinator of licensing and refresher training; and
    - iv) Performing any and all other things necessary and appropriate to the office of Coach and Referee Certification Coordinator.
  - k) The Coaching Development Coordinator shall be responsible for:
    - i) Identifying areas of opportunity for training coaches, for both the Travel and Recreation programs;
    - ii) Providing information, materials and training opportunities to coaches;
    - iii) Working with coaches individually or in groups, as needed; and
    - iv) Performing any and all other things necessary and appropriate to the office of Coaching Development Coordinator.
  - l) The Field Maintenance Coordinator shall be responsible for:
    - i) Scheduling field layouts and net replacements;
    - ii) Overseeing weekly lining of fields;
    - iii) Checking equipment shed for supplies and working with the Purchasing Director to maintain an adequate supply of needed supplies;
    - iv) Removing nets and relocating goals, as needed at the end of the season;
    - v) Being the liaison to the Recreation Committee and schools regarding field needs and maintenance; and
    - vi) Performing any and all other things necessary and appropriate to the office of Field Maintenance Coordinator.
  - m) The Fundraising Coordinator shall be responsible for:



- i) Identifying fundraising opportunities for WSA;
  - ii) Working with the Board to review and obtain support for fundraising opportunities; and
  - iii) Working with others – individually or as committees, to implement fundraising opportunities.
- n) The Kid Safe Coordinator shall be responsible for:
- i) Distributing volunteer disclosure forms (“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;
  - ii) Insuring that all Forms have been correctly and completely filled out and have been returned;
  - iii) Maintaining copies of Forms (these need to be renewed every two years);
  - iv) Storing the Forms in a secure place;
  - v) Notifying the State Risk Management Coordinator of policy changes, complaints, and concerns; and
  - vi) Promoting and enforcing the Kid Safe Program.
- o) The Membership Operations Director shall be responsible for:
- i) Setting up registrations for the Recreation and Travel programs;
  - ii) Collection of registration and any related fees, including email reminders;
  - iii) Correcting player and Member information and tracking payments and payment arrangements;
  - iv) Working with the Treasurer to ensure the accurate receipt and entry of payments by checks;
  - v) Distributing benefits from fundraisers and sponsorships to coaches and Directors, such as professional soccer tickets; and
  - vi) Performing any and all other things necessary and appropriate to the office of Membership Operations Director.
- p) The Picture Coordinator shall be responsible for:
- i) Coordinating the annual picture day for all WSA teams; and
  - ii) Sourcing, subject to the Board’s approval, professional photographers for WSA events (e.g., Picture Day, banquet).
- q) The Publicity Coordinator shall be responsible for:
- i) Receiving information from WSA and placing it into local media, such as local newspapers and community television; and
  - ii) Receiving information from WSA and providing it to the schools for distribution.

- r) The Purchasing Coordinator (Equipment) shall be responsible for:
  - i) Coordinating the procurement of all required physical items, except uniforms;
  - ii) Ensuring that WSA obtains competitive pricing;
  - iii) Organizing balls, pinnies, cones, and first aid kits for distribution to teams;
  - iv) Arranging for distribution of soccer equipment to team managers and coaches;
  - v) Inventorying returned equipment at the end of the season; and
  - vi) Performing any and all other things necessary and appropriate to the office of Purchasing Coordinator (Equipment).
- s) The Purchasing Coordinator (Uniforms) shall be responsible for:
  - i) Coordinating the procurement of all required uniforms;
  - ii) Ensuring that WSA obtains competitive pricing;
  - iii) Organizing uniforms for distribution to teams;
  - iv) Arranging for distribution of uniforms to team managers and coaches;
  - v) Inventorying returned equipment at the end of the season; and
  - vi) Performing any and all other things necessary and appropriate to the office of Purchasing Coordinator (Uniforms).
- t) The Referee Coordinator shall be responsible for:
  - i) Recruiting Referees;
  - ii) Preparing the Referee Schedules for both the Recreation and Travel programs;
  - iii) Managing assignment of referees for schedule changes;
  - iv) Acting as a single point of contact for all referees' questions and concerns;
  - v) Handling complaints from coaches and parents about referees; and
  - vi) Addressing referee complaints about coaches, parents and players.
- u) The Registrar(s) shall be responsible for:
  - i) Note: One position handles the below for EDP-level players and the other position handles the below for players above the EDP level (Early Development Program).
  - ii) Registering all WSA players and coaches, including integrating website registration data and resolving any associated discrepancies;
  - iii) Maintaining a database that is compatible with the leagues with which WSA is registered;
  - iv) Providing the Publicity Coordinator with registration information to be

- published in local papers, schools, and community television;
- v) Attending registration sessions for soccer enrollments;
  - vi) Entering soccer registration information into the soccer data base (Soccer Track or the equivalent);
  - vii) Maintaining files of all registrants for the current season;
  - viii) Maintaining files of all birth certificates;
  - ix) Coordinating with the Vice Presidents of Travel and Recreation to enter teams into the necessary soccer data bases;
  - x) Printing registration reports;
  - xi) Producing player cards, as needed;
  - xii) Forwarding requests for refunds to the Treasurer; and
  - xiii) Maintaining confidentiality of records.
- v) The Training Coordinator shall be responsible for:
- i) Providing field training for coaches and referees; and
  - ii) Performing any and all other things necessary and appropriate to the office of Training Coordinator.
- w) The Travel Field Scheduling Coordinator shall be responsible for:
- i) Coordinating, as appropriate, with the Town of Windham Recreation Coordinator, Windham school administrators, Vice Presidents of Travel and Recreation, and the Adult Program Coordinator to procure and schedule fields for practices and games, both as part of pre-season scheduling and in-season rescheduling;
  - ii) Using scheduling software to schedule games, as needed;
  - iii) Submitting Travel schedules to the necessary league registrars; and
  - iv) Distributing schedules to the Vice Presidents of Recreation and Travel, the Adult Coordinator, and the Town of Windham Recreation Coordinator.
- x) The Website Coordinator shall be responsible for:
- i) Designing and maintaining the WSA website;
  - ii) Ensuring that the site's design and content accurately reflect the goals and image of WSA;
  - iii) Keeping the WSA website current and accurate; and
  - iv) Coordinating with the Board regarding website changes and additions.

**7 ARTICLE VII: Standing and Special Committees**

- a) The Executive Board may create such standing and special committees as it

may deem necessary to promote the purposes and carry on the work of WSA. The term of each committee chairman, if one is so designated, shall be one year, or until the election and qualification of his/her successor or removal by the Executive Board, whichever is latest.

- b) The Chairman of each standing and special committee shall present a plan of work to the Executive Board for approval. No committee work shall be undertaken without the majority approval of the Executive Board.
- c) The President or his/her appointee from the Executive Board may, at their discretion, be an ex-officio member of any standing or special committee.
- d) A quorum for any standing or special committee shall be a majority of the members of the committee.

## **8 ARTICLE VIII: Meetings and Annual Meetings**

- a) Unless otherwise required, all decisions at Board meetings other than Annual Meetings shall be by majority vote of the Directors present and voting. All decisions at Annual Meetings shall be by majority vote of the Members and Directors present and voting.
- b) Board meetings shall be held at such times and places as the Board shall determine and shall require seven-days advance notice, unless all Directors waive notice.
  - i) The Board should meet regularly on a monthly basis at a regular day, time and location.
- c) Special meetings of the Board may be called by the President or by a majority of the Executive Board and shall require seven-days advance notice, unless a majority of the Executive Board waives notice.
- d) An Annual Meeting shall be held after the fiscal year has been completed and an independent accountant has reviewed the Treasurer's annual report, and after at least a two-week notice period to the membership. The business to be conducted includes:
  - i) Election of Directors for the coming year; and
  - ii) Reviewing the Treasurer's annual report.
- e) The quorum necessary to conduct business at any WSA Board meeting, special meeting or Annual Meeting is fifty percent of the Executive Board.

## **9 ARTICLE X: Conflict of Interest**

- a) Each Director, prior to taking his/her position on the Board, and all present Directors shall submit in writing to the President and the Board a list of all businesses or other organizations of which s/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 have a

relationship in which the Director would have conflicting interests. The President shall become familiar with the statements of all Directors in order to guide his/her conduct should a conflict arise.

- b) 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/her written statement or not, and after answering any questions that might be asked him/her, 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.
- c) The Board will comply with all applicable New Hampshire laws regarding conflicts of interest, 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.

#### **10 ARTICLE XI: Club Fees**

- a) Club fees shall be paid prior to the beginning of the fall season for under-fourteen travel age groups and for all recreation age groups, and prior to the spring season for all travel age groups.
- b) Hardship cases
  - (1) Parents or guardians of players unable to pay all or a portion of the club fees may request a full or partial waiver of payment through the Executive Board, either in writing or in person.
  - (2) The Executive Board shall vote on the waiver request at its next scheduled meeting. Approvals are only valid for the specific season for which the waiver is sought.

#### **11 ARTICLE XII: Assets**

- a) In the event of dissolution of WSA, the funds and assets of WSA shall be transferred to any other similar organization in Windham, failing which, to the Windham School District.
- b) Any merger, acquisition or partnership agreements between WSA and any other organization either existing or proposed, must be approved by three-quarters of those present and voting at the meeting, provided that the agreement to be voted on has been: 1) posted for at least 14 days; and 2) notice has been sent to all Directors at least 14 days prior to the meeting. Posting on WSA's website shall satisfy the posting requirement. Directors shall be entitled to vote by proxy..

**12 ARTICLE XIII: Amendments**

- a) These Bylaws may be amended or repealed by a two-thirds vote of all Members and Directors present and voting at any Annual Meeting, or by a two-thirds vote of all Directors present and voting at a regular or special meeting, provided that the provisions to be voted on have been: 1) posted for at least 14 days; and 2) notice has been sent to all Directors at least 14 days prior to the meeting. Posting on WSA's website shall satisfy the posting requirement. Directors shall be entitled to vote by proxy.