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OCEAN STATE SOCCER SCHOOL, INC.

BY-LAWS

Article I - Title & Incorporation

The name of this organization shall be known as Ocean State Soccer and shall be incorporated as Ocean State Soccer School, Inc., a non-profit corporation under the laws of the state of Rhode Island.

Article II - Colors

The primary representative colors of Ocean State Soccer School, Inc. shall be red, white, and blue.

Article III – Purpose and Objective

The corporation is constituted for the purpose of:

1. Establishing a non-profit, independent organization for the teaching and promotion of youth soccer, with the focusing on good sportsmanship and skill development.
2. Operating an organization exclusively for charitable, sporting, athletic and educational purposes.
3. Providing equal opportunities for both boys and girls under the age of 19 to participate in the sport of soccer through various developmental and competitive programs in accordance with Ocean State’s approved Policies and Procedures.
4. Engaging in any and all lawful activities reasonably necessary to the foregoing purposes.

Article IV - Membership

1. Eligibility. Any person interested in active participation in carrying out Ocean State Soccer’s purpose and objectives may apply to become a member.
2. Classes. There shall be three (3) classes of membership of this organization:
 - A) Playing Members. Any persons under the age of nineteen (19) years, who are enrolled in any of the Developmental or Competitive programs as outlined in Article VII, shall be considered a playing member for the operating year in which they are enrolled. Playing members have no voting rights nor duties or obligations in the management of this organization. Playing members have the right for equal opportunity in participation except as limited by state or national associations to which the school belongs.

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B) Regular Members. Any person who is a parent or legal guardian of a playing member shall be considered a regular member as long as their child maintains playing member eligibility. Additionally, any person 18 years or older who is actively interested in furthering the objectives and purposes of this organization may petition the Board of Directors for regular membership. The Board of Directors may grant regular membership to such individuals with a simple majority vote. The Secretary shall maintain the roll of membership to qualify as voting members.

C) Honorary Members. Any person, who in the opinion of the Board of Directors, has contributed to the advancement of this organizations objectives and policies may be elected as Honorary Member by at least a 75% vote of the Board of Directors and shall have the same rights and privileges as Regular Members.

Article V – Right to Vote

Regular Members and Playing Members who have reached the aged of 18 shall have the right to vote on all matters submitted to a vote of the members, as well as hold office and attend meetings. Regular Members shall have one (1) vote, which may be cast only if the member is present at a meeting of the general membership. Any Member, after being served ten (10) days written notice, may have his/her membership revoked by a 2/3 vote of the Board of Directors because of refusal to accept and adhere to the by-laws, objectives and policies of this organization. Membership in Ocean State Soccer is not transferable or assignable.

Article VI - Board of Directors and Officers

This organization shall be governed by the Board of Directors, who shall enforce these Bylaws, the Ocean State Soccer Policies and Procedures, and the Constitution and Bylaws of the National State Association (NSA) if a member.

1. Number and Titles. The Board of Directors shall consist of Fourteen (14) members and they shall hold the following offices: President, Vice President, Recording Secretary, Chief Financial Officer, Vice President of Competition, Vice President of Development, Director of Technical Training, Director of Referees, Director of Operations, Director of OSS Foundation, Director of Registration, Director of Equipment, Director of Marketing and Director of Safety.

2. Qualification and Removal. The Board of Directors shall be elected from the slate of nominations at the Annual General Membership (AGM) Meeting by a majority vote of the voting members. Individuals may only hold one board position, although board members may assume the responsibilities of any vacated positions until such time as the position is filled. Individuals serving on the Board of Directors may not serve on the board or act as an official, coach, or volunteer for any other organization that is also a member or affiliate of any state or national organization to which the corporation belongs. Any Director missing three (3) consecutive meetings without prior notifications or five (5) or more meetings without prior notification during the year (July 1-June 30) may be removed by a majority vote of the Board

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of Directors. Additionally, any member of the Board of Directors may be removed for cause by a unanimous vote of the remaining Directors. Such vote shall not occur until the Board of Directors has notified the individual Director of the reasons for removal and allowed the Director the opportunity to present evidence on his or her behalf.

3. Election of Officers. The President shall appoint from the current board of directors a Board of Director's nomination committee chairperson, subject to Board of Director's approval, The President will announce the chairperson name along with the list of board positions up for election no later than the 15th of March. The committee chairperson shall select a minimum of two (2) regular members to serve on the committee. The committee will receive nominations from interested candidates until the 15th of May, at which time the chairperson will close nominations. Individuals may run for and hold only one Board position in a given term. The committee will then prepare the final slate of nominations for the Recording Secretary within one (1) week after closing nominations. Within 3 days of the preparation of the slate of nominations (10 days after closing nominations), the Recording Secretary will publish the slate of candidates by posting on the OSSS webpage as well as on the concession stand or other visible structure at the OSSS fields. In addition, any nominations received prior to the closing date (May 15th) may be posted on the OSS website.

Elections shall then be held at the Annual General Meeting. Only persons who are voting members of Ocean State Soccer as of May 1st of the year in which the elections are held shall be eligible to vote. Positions with more than one nominee shall be voted on by using a secret ballot system. Three (3) current board members not up for election will count the ballots and certify the results. Positions with a single nomination may be elected by a voice vote at the discretion of the board. A quorum (6) of voting members shall be required to hold elections, and the new officers of the Board of Directors shall be determined by a simple majority vote.

Each officer will serve a two-year term with the exception of the Director of Technical Training (DTT). The positions of President, Recording Secretary, Vice President of Development, Director of Referees, Director of Registrar, and Director of Operations shall be elected in even numbered years, and the positions of Vice President, Vice President of Competitive, Chief Financial Officer, Director of Safety, Director of Equipment, Director of Marketing and Director of OSS Foundation shall be elected in odd numbered years. The DTT shall be appointed and approved by a majority vote of the Board of Directors each year.

4. Vacancies. Any vacancy occurring in the Board of Directors by death, resignation or cause shall be filled promptly by a majority vote of the remaining Directors. For these vacancies, the President will inform the membership of the vacancy, solicit individual nominations for the vacancy, and present the slate to the Board of Directors within 45 days of the vacancy. The Director chosen shall hold office for the unexpired term of his or her predecessor. In the instance that the President position is vacated, the Vice President will assume the President's responsibilities on an interim basis. The Vice President will inform the membership of the vacancy, solicit individual nominations for the vacancy, and present the slate of candidates to the Board of Directors within 60 days of the vacancy.

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5. Meetings. The Board of Directors shall meet monthly. Additional meetings may be called at the discretion of the President. Only members of the Board of Directors shall be able to vote at meetings of the Board of Directors. The Director of Technical Training, if compensated for his/her position, is a non-voting member of the Board of Directors. However, if the Director of Technical Training is not compensated i.e. is an unpaid volunteer, he/she is a voting member of the Board of Directors.

The Annual General Membership (AGM) Meeting shall be held annually between June 15th and July 1st. The Recording Secretary shall notify the voting membership of the date, time, and place of the AGM Meeting by posting it at the concession stand(s) at the Ocean State Soccer fields and by posting it on the Ocean State Soccer website at least four (4) weeks prior to the date of such meeting.

6. Quorum. At any meeting of the Board of Directors, the presence of five (5) Members of the Board shall constitute a quorum to transact business. If a quorum is not present, a lesser number may adjourn the meeting to some further time.

At the AGM Meeting, the presence of five (5) voting members shall constitute a quorum to transact business. If a quorum is not present, a lesser number may adjourn the meeting to some further time, not more than thirty (30) days later.

For all Board Meetings and the AGM, the meetings will be governed by the Newly Revised Roberts Rules of Order.

7. Matters Requiring Board Approval.

The following matters must be pre-approved by the Board of Directors:

- Purchases of unbudgeted items for amounts in excess of \$250 total.
- All contracts/agreements proposed to be executed in the name of the organization.
- All decisions relating to matters that would represent a material change or impact to one or both of the Competitive or Developmental divisions; to the Referee program or to any other aspect of the organization.
- All Field-Use Applications.

8. E-Mail Voting

In the event of a time sensitive-issue (or issues) that must be decided prior to the next Board Meeting, these may be voted on by email provided that a) the issue is sent to all Board Members; b) a quorum of 5 Board Members participate and c) all votes are cast within a pre-defined 72 hour period. The results of all such votes will be included in the minutes of the next Board Meeting. However E-Mail voting will not proceed for a given issue if at least 3 Board members agree that discussion at the next Board Meeting is needed.

9. Compensation. All members of the Board of Directors shall serve on a volunteer basis and shall not be compensated for their services, with the exception of the Director of Technical

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Training, who, at the Boards discretion and approval, may receive compensation for his/her services under an approved contract. Directors may receive reimbursement for expenses incurred in support of the school's objectives in accordance with established policies and procedures. Directors will file annual statements reporting individual monetary or in-kind gifts over \$50 with the Board. Directors, their family members, or organizations that employ Board members may bid on contracts for services as long as such relationships are disclosed to the Board prior to awarding such contracts.

10. Duties and Powers.

10.1 - The President shall preside at all meetings of the general membership and of the Board of Directors. The President shall appoint, subject to Board of Directors approval, the chairpersons of all committees and shall make and sign all contract agreements in the name of the organization. The President shall see that the books, reports, statements, and certificates required are properly kept, and filed according to the law. The President shall facilitate the general direction and management of the affairs of the organization, with awareness of the Board of Directors, and shall enforce these by-laws and perform all the duties incident to the position and office that are required. The President shall be an ex-officio member of all committees except the nominating committee. The President shall only cast a vote in the event of a tie vote. The President will present a monthly report to the Ocean State Soccer Board of Directors.

10.2 - The Vice President shall, during the absence or inability of the President to render his duties or exercise his powers, as set forth in these by-laws, assume the duties of the President until such time the President can resume his duties. The Vice President shall work with the President and actively share in the direction of Ocean State Soccer. The Vice President shall be responsible for volunteer coordination.

10.3 - The Recording Secretary shall keep the minutes of the meetings of Ocean State Soccer Board of Directors. The Recording Secretary shall also have the custody of the corporation documents, and any/all documents as required by the President or the Board of Directors. The Recording Secretary shall keep a list of names and addresses of the Board of directors, all coaches, all playing members, and all honorary members.

10.4 - The Chief Financial Officer (CFO) shall have the care and custody of and be responsible for the funds of the corporation. The CFO shall deposit all such funds in the name of Ocean State Soccer School, Inc., in such bank or trust company, insured by FDIC, as may be directed by the Board of Directors. The CFO shall report the finances of the organization at all regular meetings or when requested to do so by the President or the Board of Directors. The CFO shall present a full financial report at the AGM meeting, and perform all duties usually pertaining to the office of the CFO. The CFO shall keep a record of all gifts made to the corporation and shall give such bonds as the directors may require. The CFO shall file annual reports according to the State of Rhode Island and the IRS regulations. The CFO shall prepare a budget proposal for the subsequent year to be presented to the Board of Directors thirty (30) days before the AGM meeting. Additionally, the CFO will be chairman of the Finance Committee, consisting of representatives from the Competitive Division, the

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Development Division and one At Large OSS member. The Treasurer shall sign all checks of Ocean State Soccer as drawn for payment, provided however, that no check over the sum of \$1,000.00 shall be drawn for payment without first having the approval of the President.

10.5 - The Vice President of Competition shall be responsible for the administration of the competitive division of Ocean State Soccer and reporting said affairs to the Board of Directors. The VP of Competition shall be the external point of contact for competitive play. The VP of Competition shall be responsible for communicating all state and league requirements and coordinating all paperwork for competitive play. The VP of Competition will assist the CFO by collecting all funds for competitive teams, conduct the bookkeeping of the team's financial status, and provide the Secretary with a summary of those records. The CFO will disburse all payments for competitive play. The VP of Competition will have a staff of appointed team members consisting of the following positions: Competitive Registrar, Competitive Equipment Manager, Competitive Treasurer, Competitive Field Coordinator, and Competitive Director of Coaches. The VP of Competition will present a monthly report to the Ocean State Soccer Board of Directors.

10.6 - The Vice President of Development shall be responsible for the administration of the development division of Ocean State Soccer and reporting said affairs to the Board of Directors. The VP of Development shall be the external point of contact for developmental play. The VP of Development shall be responsible for communicating all state and league developmental requirements to the Board of Directors and coordinating all paperwork for developmental play. The VP of Development will assist the CFO by collecting all funds for development teams, conduct a bookkeeping of the team's financial status and provide the Secretary with a summary of those records. The CFO will disburse all payments for development play. The VP of Development will have a staff of appointed team members consisting of the following positions : Development Registrar, Development Equipment Manager, Development Treasurer, Development Field Coordinator, and Development Director of Coaches. The VP of Development will present a monthly report to the Ocean State Soccer Board of Directors.

10.7 - The Director of Technical Training shall be responsible for the overall Technical Training Programs for both the Competitive and Development divisions. The Director of Technical Training will work with the Director of Coaches from both the Competitive and Development Divisions on the recruitment of coaches and shall communicate with coaches as directed by the Board of Directors. The Director of Technical Training shall be responsible to hire a trainer, with approval of the Board of Directors, and/or coordinate formal licensing courses for coaches. Additionally, the Director of Technical Training will be responsible to coordinate the OSS Summer Camp, the OSS Academy and any OSS-sponsored tournaments. The Director of Technical Training will present a monthly report to the Ocean State Soccer Board of Directors.

10.8 - The Director of Referees shall be responsible for the recruiting, training, and seasonal evaluation of referees, and shall communicate with referees as directed by the Board of Directors. The Director of Referees shall perform scheduling of game assignments in accordance with OSS policies and procedures. The Director of Referees will have a staff of

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appointed team members consisting of the following positions : Referee Development and Referee Administrator. The Director of Referees will present a monthly report to the Ocean State Soccer Board of Directors. The Director of Referees shall not be permitted to be an official coach of any team at Ocean State competing in games where referees officiate games that are assigned by the Director of Referees.

10.9 - The Director of Operations shall be responsible for the maintenance of the property and overall operations of the School as required and/or as directed by the Board of Directors. The Director of Operations shall be responsible for field and concession coordination. The Director of Operations will have a staff of appointed team members consisting of the following positions : Property Manager, Concessions Manager, and Field Equipment Manager. The Director of Operations will present a monthly report to the Ocean State Soccer Board of Directors.

10.10 - The Director of the Ocean State Soccer Foundation shall be responsible for fund raising for the all divisions of the Ocean State Soccer School. The Director of the OSS Foundation will manage the following positions: Fund Raising/Grant Writing, Sponsor Manager and Volunteer Coordinator. The Director of OSS Foundation will present a monthly report to the Ocean State Soccer Board of Directors.

10.11 - The Director of Safety shall be responsible to ensure all safety procedures and guidelines are developed and enforced for all divisions of Ocean State Soccer. In addition, the Director of Safety will chair the disciplinary committee. The Director of Safety will present a monthly report to the Ocean State Soccer Board of Directors.

10.12 - The Director of Registration shall be responsible for maintaining a membership registration database as required by Ocean State Soccer School, shall be responsible for creating and maintaining team rosters, and shall be responsible for the dissemination of registration information as required or at the request of the President. The Registrar shall interface with the National State Association (NSA) to ensure compliance with all policies, procedures and bylaws. The registrar shall ensure all teams are assembled in accordance with the rules of play and in accordance with the policies, procedures and bylaws of the NSA and of Ocean State Soccer School.

10.13 - The Director of Equipment shall be responsible for the procurement of the necessary soccer equipment for Ocean State Soccer School as directed by the Board of Directors. Equipment includes uniforms and apparel for the organization.

10.14 - The Director of Marketing shall be responsible for the advertising, marketing and promotion for all divisions of the Ocean State Soccer School. The Director of Marketing will maintain a Board approved yearly strategic marketing plan and will have day to day responsibility for the following areas: Digital and Print Media Advertising; Social media channels (Facebook; Twitter & Instagram); Web-site management and maintenance; Flyers (design; coordinating production and distribution); Photography; Event posting and other collateral materials. The Director of Marketing will present a monthly report to the Ocean State Board of Directors.

FinalArticle VII - Organization Structure

Ocean State Soccer shall establish and maintain a Developmental Program, a Developmental Training program including camps, clinics, or academy style sessions, a Referee Developmental Program and a Competitive Program as the core Programs of the School. In addition, Ocean State Soccer will maintain various departments essential to the management of the organization, including a Technical Training group, an Operations group, the OSS Foundation (Fund Raising and Promotion), a Finance group and a Safety group.

1. Each year the President shall appoint, subject to Board of Directors approval, a Chairperson, to serve on each of the following standing committees:
 - a) Policy Committee - Shall explore, draft and recommend rules changes to the Policy and Procedures Manual and the Corporation by-laws
 - b) Nominating Committee - Shall recommend a slate of officers as set forth in Article VI.
 - c) Strategic Planning Committee - Shall explore and recommend proposals to the Board of Directors for the growth and development of Ocean State Soccer.
 - d) Competition Committee – Shall explore and recommend proposals to the Board of Directors relative to playing options and rules for Competitive and Recreational play.
2. The President may establish additional committees, as he/she deems necessary.
3. All Ocean State Soccer rules and policies shall be set forth in the Ocean State Soccer Policies and Procedures documents, which will be posted on the Ocean State Soccer web site and updated as required. All changes to the Policies and Procedures documents must be approved by a majority of the Ocean State Soccer Board of Directors. No change may be voted upon unless the regular membership have been informed of the proposed changes through both the sending of an electronic mail (email) message to all regular members with a valid email address and by posting the proposed changes on the Ocean State Soccer website at least two (2) weeks prior to the date of the vote.
4. The Board of Directors may elect to be associated with the United States Youth Soccer Association (USYSA) through the National State Association (NSA), and with such other bodies having similar aims, purposes, or accreditation of Ocean State Soccer.

FinalArticle VIII - Amendment Procedure

These by-laws may be amended at the AGM meeting of Ocean State Soccer provided all changes to be voted upon are posted on the Ocean State Soccer web site at least ten (10) days prior to the date of such meeting. A quorum of voting members must be in attendance and any changes are subject to a two-third majority vote of those present at the said meeting. Proposed changes to the said by-laws shall not be made from the floor at the AGM meeting.

Article IX - Corporate Income and Prohibition Regarding Stock

No part of the corporate income shall be distributed to its voting members and the corporation shall not have or issue shares of stock or pay dividends.

Article X - Liability and Insurance

To the extent legally permissible, the corporation and/or Directors and Officers liability insurance policy shall exonerate, hold harmless and indemnify each person at any time elected or appointed as a member of the Board of Directors or Officer of the corporation and his/her respective heirs, executors, administrators and legal representatives for, of, from and against any and all costs and expenses reasonably incurred by, and any and all liabilities imposed upon him/her in connection with, or arising out of, or resulting from any claims made, or any action, suit, or proceeding threatened or brought against him/her or them or in which he/she or they may be involved as a party or otherwise by reason or his/her having action taken or omitted or alleged to have been taken or omitted by him/her as such member of the Board of Directors or Officer at the time such costs and expenses are incurred or such liability is imposed, unless in such action, suit or proceeding, such person shall have finally adjudicated by a court of competent jurisdiction to have been guilty of willful misconduct in the performance of his/her said office in respect of the matter or matters as to whether reimbursement, exoneration, holding harmless or indemnification is sought herein. The Board of Directors shall require the Corporation to purchase and maintain said insurance on behalf of any person who is or was a director, officer, employer, agent or member of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his status as such.

Article XI - Affiliations

This organization shall be an affiliated division of Soccer Rhode Island (SRI), which is an affiliated division of US Youth Soccer Association and the US Soccer Federation. The organization may seek affiliations with other US National or International Soccer associations which further the objectives of promoting soccer within the organization and the community as a whole.

Signatures:

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President: SHANNON CUTHILL _____ Date: July 10 2018

Secretary: ROSEMARY STITT _____ Date: July 10 2018

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Ocean State Soccer School By-laws Change Form

Proposed by: Name

Submission Date: MM/DD/YYYY

Current:

Proposed Change:

Rationale:

Note: Please submit Change Form to the President and Secretary. Changes should be provided no less than 30 days prior to the AGM.