

**SECTION 21**

**SOCCER ASSOCIATION OF COLUMBIA, INC.  
BY-LAWS**

Article I. **THE CORPORATION**

**Section 1.** Soccer Association of Columbia, Inc. (hereinafter the Corporation or SAC) is a non-profit, non-stock corporation organized under the Laws of the State of Maryland.

**Section 2.** The purposes for which the Corporation is organized, as provided in the Articles of Incorporation, are "to encourage, promote and foster the playing of and participation in soccer among the youth of Howard County, Maryland."

Article II. **MEMBERSHIP OF THE CORPORATION**

There shall be **three** classes of Members: (1) General Members, **(2) Board Members** and **(3) Special Members**.

**Section 1. Membership**

- A. General Members – General Members will consist of Age Group Coordinators **in the Recreational Program** – An Age Group Coordinator for Boys and an Age Group Coordinator for Girls will be elected by the coaches in **each** Age Group. The **Vice President-Recreational Programs** will determine the dates each year for meetings of the coaches to elect the Coordinators before the Annual General Meeting **and will ensure that such elections are conducted**. If a Coordinator is removed or resigns, the **Vice President-Recreational Programs** may appoint a successor or arrange for an election for an interim coordinator.
- B. **Board Members, (also known as Members - Board of Directors) - Board Members will be elected by the Membership at the Annual General Meeting. Board Members shall be those Officers and Vice Presidents of the Organization as set forth in Part D of this section and may be changed from time to time by a vote of two-thirds (2/3) of the Membership present at the Annual General Meeting, provided thirty (30) days advanced written notice has been given of the proposed change. Duties and responsibilities of the Board Members, (specifically Vice Presidents as listed below), shall be determined or changed by resolution made at the Annual General Meeting of the Corporation or any Special Meeting thereof.**

- C. Special Members – Special Members will consist of a coach whose name is listed on the official team roster for each designated SAC Clinic, Recreational, and/or Travel Team. Coaches must be certified by their associated **Vice President**.
  
- D. **All Classes of** Members may vote in the Annual Election of Directors **and Officers** and on all other issues at the Annual General Meeting and at Special Meetings of the Members of the Corporation, but may not **cast multiple votes for multiple positions held nor** vote by proxy.

**SOCCER ASSOCIATION OF COLUMBIA/HOWARD COUNTY**

**GENERAL MEMBERS**

**AGE GROUP COORDINATORS (14):**

**The following members are elected by coaches in their age group.**

- 6 YEAR OLD AGE GROUP COORDINATOR (BOYS/GIRLS) (UNDER 7)**
- 7 YEAR OLD AGE GROUP COORDINATOR (BOYS/GIRLS) (UNDER 8)**
- 8 YEAR OLD AGE GROUP COORDINATOR (BOYS/GIRLS) (UNDER 9)**
- 9 YEAR OLD AGE GROUP COORDINATOR (BOYS/GIRLS) (UNDER 10)**
- 10-11 YEAR OLD AGE GROUP COORDINATOR (BOYS/GIRLS) (UNDER 12)**
- 12-13 YEAR OLD AGE GROUP COORDINATOR (BOYS/GIRLS) (UNDER 14)**
- 14-18 YEAR OLD AGE GROUP COORDINATOR (BOYS/GIRLS) (UNDER 19)**

**BOARD MEMBERS**

**BOARD MEMBERS (11)**

The following **Officers & Vice Presidents (Board Members)** are elected at the AGM by members of the Corporation:

**PRESIDENT**

**SENIOR VICE PRESIDENT**

**EXECUTIVE ADMINISTRATOR**

**CHIEF FINANCIAL OFFICER**

**VICE PRESIDENT, CLINIC PROGRAMS**

**VICE PRESIDENT, FACILITIES**

**VICE PRESIDENT, MEMBERSHIP & FUND RAISING**

**VICE PRESIDENT, RECREATIONAL PROGRAMS**

**VICE PRESIDENT, SPECIAL PROGRAMS**

**VICE PRESIDENT, SPORTSMANSHIP**

**VICE PRESIDENT, TRAVEL PROGRAM**

Section 2. Suspension and Expulsion of Members

A. Any member whose conduct is prejudicial to or reflects discredit upon SAC, may, upon vote of the Board of Directors or Executive Committee be suspended from membership until such time as an investigation can be completed, subsequent to which the Board of Directors will proceed with charges or dismiss the matter and reinstate the member.

B. A member may be expelled from SAC, or suspended for a period of time for conduct which is disgraceful or detrimental and will bring discredit to the Corporation or for violation of the By-Laws. After charges have been brought against a member the following procedures shall be followed:

1. A hearing shall be held by the Executive Committee upon receipt of such charges. Notification of the charges will be given to the accused member in writing and an invitation to attend shall be extended. Failure to appear for the hearing may result in an adverse finding by default.
2. The Executive Committee's findings and recommendations shall be reported to the Board of Directors at the next meeting (to be held within thirty (30) days of the incident). The accused member may appeal a negative finding by addressing the Board at the floor if desired.
3. The Board may vote to affirm the Executive Committee's findings and decide action or to exonerate or set a lesser penalty. Vote shall be by secret ballot. At least two-thirds (2/3) of the eligible members present and voting shall be required for expulsion. A lesser penalty may be adjudged by a simple majority vote.

Article III. **MEETINGS**

Section 1. The Annual Meeting of the Members of the Corporation shall be held in June of each year at such time and place as may be fixed by the Board of Directors for the Election of Directors and Officers and the transaction of any other business within the powers of the Corporation. It shall be the duty of the **Executive Administrator** of the Corporation, at least thirty (30) days prior to said meeting, to give written notice thereof to every Member of the Corporation by **electronic mail**, or by mailing it **via the U.S. Postal Service**, postage prepaid, and addressed to him/her at their residence as it appears upon the records of the Corporation. The **Executive Administrator** shall also give public notice of such meeting.

By-laws 5/7/2008

Section 2. A Special Meeting of the Members of the Corporation may be called at any time by the President or by more than 25% of the **Board of Directors**, and it shall be the duty of the **Executive Administrator** to call such a meeting whenever requested to do so. It shall be the duty of the **Executive Administrator** of the Corporation at least thirty (30) days prior to every such Meeting to give written notice thereof to every Member of the Corporation of the place, date, hour and object of said meeting, by **electronic mail**, or by mailing it **via the U.S. Postal Service**, prepaid and addressed to their address as it appears upon records of the Corporation.

Section 3. All meetings of the Members of the Corporation shall be held within Howard County, Maryland.

Section 4. At all meetings of the Members of the Corporation, a quorum is considered to be a majority of the General Members present at the meeting.

Section 5. All meetings of the Members shall be presided over by the President of the Corporation. The **Executive Administrator** of the Corporation shall act as Secretary at all meetings of the Members, and in the absence of the **Executive Administrator** of the Corporation, the President shall appoint some other person to act as Secretary of the meeting.

#### Article IV. **BOARD OF DIRECTORS**

Section 1. The governing authority of the Corporation shall be vested in the Board of Directors (hereinafter "the Board"). The Board shall be responsible for the supervision, control, and direction of the Corporation and its activities.

Section 2. The Board shall have the authority to determine policies and procedures for managing SAC Soccer, including but not limited to, the rules of the game, the structure of leagues and age groups, and the conduct of coaches, players, spectators, and Members. The Board may delegate this authority to committees and may specify whether or not the decisions of committees are final or subject to appeal to the Board. The Board or committees may establish and levy penalties for conduct on or off the field up to and including permanent suspension of coaching, playing or participating in SAC.

Section 3. All **members of the Board of Directors**, except the Officers (per Article VI), shall hold office for the term of one (1) year or until their successors are duly chosen and qualified. Mid-term resignations of Members must be in writing and those vacancies may be filled by the Board for the unexpired portion of the term.

Section 4. **At the Board of Directors Meeting in February each year, the President (or presiding officer) shall appoint a Nomination Committee to identify individuals who are interested in, and would qualify for, a Board of Directors position in the Club. Such committee shall be comprised of at least one officer (Chairperson) and at least two other**

By-laws 5/7/2008

**volunteers of the Corporation. Candidates for all positions to come open in June shall be sought Club-wide by Newsletter, Website, Email and other media. Upon receipt of all expressions of interest, the Nominating Committee shall interview each candidate. Candidates recommended for office will then be presented by the Nominating Committee to the Board of Directors at the April Meeting. More than one candidate may be presented for any given position by the Nominating Committee or the Board. Additional nominations may be received directly by the Board. All nominations for Board positions shall be closed at the Board of Directors Meeting held in April of each year, with the exception of unfilled positions, which may then be nominated from the floor at the Annual General Meeting in June.**

Section 5. The Board shall conduct at least four (4) meetings each year (i.e. February, May, August, November). Meetings of the Board may be held at such time and place within Howard County, Maryland as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of meetings of the Board shall be given to each Director at least fourteen (14) days before the meeting. Such notice shall set forth the time and place at which the meeting is to be held and the purpose or purposes thereof.

Section 6. Special meetings of the Board may be called by the **Executive Administrator** at the request of the President or of any four (4) Directors. Such request shall state the purpose or purposes of the proposed meeting. Notice of such meeting shall be given by the **Executive Administrator** to each Director at least seven (7) days before the meeting. Such notice shall set forth the time and place at which the meeting is to be held and the purpose or purposes thereof.

Section 7. **At all meetings of the Board, a quorum is considered to be at least two of the four Officers and four of the seven Vice Presidents present at the meeting. No business shall be conducted if a quorum is not present.**

#### Article V. **RULES OF ORDER**

All meetings of this Corporation and Board of Directors shall be conducted in accordance with Robert's Rules of Order, latest edition, except as modified herein.

The agenda of Corporation and Board of Directors Meetings will be:

- Call to Order/Attendance
- Reading of the Minutes & Acceptance
- President's Report
- Executive Committee Report
- Chief Financial Officer's Report
- **Vice President's** Reports

By-laws 5/7/2008

- Correspondence
- Unfinished Business
- New Business
- Good of the Game & Welfare of the Organization
- Elections (if any)
- Adjournment

## Article VI. OFFICERS

Section 1. The **Members** of the Corporation, at the end of the Annual General Meeting, shall elect a President, **Senior** Vice-President, **Executive Administrator** and **Chief Financial Officer**, all of whom serve for a term of two (2) years or until their successors are duly chosen and qualified. A term of office shall begin **July 1** and end on **June 30**, two (2) years hence. The President and **Executive Administrator** shall be elected in **even** numbered years. The **Senior** Vice President and **Chief Financial Officer** shall be elected in **odd** numbered years. No two of the above offices may be held by the same person. The Board of Directors may also appoint such other officers and agents as may be necessary, all of whom shall hold office until their successors are duly chosen and qualified.

Section 2. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation authorized by the Board of Directors. He/She shall sign and execute all bonds, contracts or other obligations in the name of the Corporation, when authorized and directed to do so by the Board or Members. The President shall conduct the business of the Corporation properly in all matters and shall be a member ex officio of all committees, and shall also serve as Chairman of the Board and the Executive Committee. He/She shall have such other duties as may be prescribed by the Board or Members from time to time.

Section 3. The **Senior** Vice-President shall, in the absence or incapacity of the President, perform the duties of that office. In addition, he/she shall have such powers and shall perform such other duties as may be prescribed by the Board of Directors or Members. In the event of any resignation, expulsion, suspension, temporary absence, death or disability of any General Member, the **Senior** Vice-President shall automatically assume the responsibilities of that Member until the end of the period of temporary absence or a duly elected successor is found.

Section 4. The **Executive Administrator** shall attend all meetings of the Board and all meetings of the Corporation and record all votes and the minutes of all proceedings in a book kept for that purpose. The **Executive Administrator** shall perform like duties for standing committees when required. He/She shall give, or cause to be given, notice of all meetings of the Corporation and the Board as required by these bylaws. When so ordered by the Board of Directors, or Members, he/she shall affix the seal of the Corporation to all bonds, contracts or other obligations authorized by the Board of Directors, or Members. He/She shall have charge of such books and papers as the Board of

By-laws 5/7/2008

Directors, or Members, may direct, all of which shall at all reasonable times be open to the examination of any Member and shall have available at each meeting the minutes of the last prior year's minutes of the Board, Corporation and committees. He/She in general shall perform all of the duties incident to the office of **Executive Administrator** and such other duties that from time to time may be assigned by the President or by the Board of Directors and Members.

Section 5. The **Chief Financial Officer** is the **treasurer** and trustee of the Corporation and is responsible for ensuring and overseeing the proper accounting and management of all monies, financial instruments and other valued assets belonging to the Corporation. The **Chief Financial Officer** is a voting member of both the Board of Directors and the Executive Board and also chairs the Finance Committee. The **Chief Financial Officer** is elected by the SAC/HC membership for a two-year term in odd-numbered years. The **Chief Financial Officer's** primary duties are:

- a. Establish and maintain effective internal controls to protect and conserve SAC/HC financial assets.
- b. Serve as principal overseer and fiduciary manager of an independent and licensed accounting and auditing firm retained expressly to prepare periodic financial statements and conduct audits of the Corporation's accounting records.
- c. Prepare and present monthly and annual reports to the Board of Directors on the financial condition of the Club. Reports will be in keeping with generally accepted accounting practices and principles.
- d. Ensure the accuracy and integrity of all bank accounts held by the Corporation.
- e. Ensure that sufficient reserves are held in all bank accounts to meet bank requirements and avoid unnecessary fees/penalties.

Section 6. Checks and drafts of the Corporation shall be signed by such officer or officers, or the Chief Operating Officer, of the Corporation as may from time to time be designated by the Board of Directors or Members.

## Article VII. COMMITTEES

The following are Standing Committees of the Board of Directors and are empowered in behalf of the Board as set forth here or by resolution of the Corporation. Other committees may be formed from time to time by the Board and empowered as needed.

Section 1. **-Executive Committee -** An Executive Committee, **chaired by the President, is** comprised of the Officers of the Board, and **up to three** Member(s) at Large **whom** shall be **appointed by the President. The members at large may come from outside of the SAC organization and do not have to be a part of the Corporation's membership. The Chief Operations Officer and Technical Directors serve in an advisory capacity to the committee.** The Executive Committee **performs general oversight of the organization, in an advisory role to the President, and ensures that governance of the organization is in accordance with all SAC**

By-laws 5/7/2008

Policies, Procedures, and By-Laws. Additionally, the committee is responsible for the development and **coordination of near and long term plans. These plans must fulfill and be consistent with the organization's vision and goals as determined by the Board.** Such other committee responsibilities shall be determined by resolution of the Board from time to time providing that notice of every resolution of the Board fixing or changing those responsibilities and authority of the Executive Committee be given to each Director at least fourteen (14) days before any meeting held pursuant thereto. Should the powers of the Executive Committee be deemed necessary between the Board meetings, or should the Executive Committee meet in formal session, a written report and/or minutes of such meeting must be provided to all Directors within fourteen (14) days thereafter.

Section 2. -Recreational Committee - A Recreational Committee comprised of the **Vice President-Recreational Programs (Chairperson)**, Age Group Coordinators, and a non-voting member, the Director of Coaching or his/her designee, shall be empowered to coordinate and operate the recreational soccer program within SAC. This committee shall meet at least **eight (8) times annually and** shall be responsible for, but not limited to, the recruitment of coaches and formation of teams within the age groups of the recreational program. This committee shall abide by and enforce all SAC Rules, Policies, and Procedures, as they apply to the recreational program. **The Chairperson of this committee (Vice President - Recreational Programs), is responsible for representing the views of the Recreational Committee to the Board of Directors.**

**Minutes of the meetings of this standing committee are incorporated into the Corporation's records at the next regularly scheduled meeting of the Board of Directors.**

Section 3. -Travel Committee - A Travel Committee comprised of the **Vice President -Travel Program (Chairperson)**, all Travel Team Coaches, **and** the Technical Director and his/her staff **who serve** in an advisory capacity to the Committee, shall be empowered to coordinate and operate the travel soccer program within that sector of SAC. This committee shall meet six (6) times annually and be responsible for, but not limited to, the recruitment of coaches and formation of teams within the age groups of the travel program. This committee shall abide by and enforce all SAC Rules, Policies, and Procedures along with the Rules, Policies and Procedures of the Travel Teams sector. Additionally, the committee shall elect from amongst themselves two coordinators (boys/girls) who will be members of the SAC Board of Directors. **The Chairperson of this committee (Vice President - Travel Program) is responsible for representing the views of the Travel Committee to the Board of Directors.**

**Minutes of the meetings of this standing committee are incorporated into the Corporation's records at the next regularly scheduled meeting of the Board of Directors.**

Section 4. – Finance Committee - A Finance Committee comprised of the **Senior Vice President, Chief Financial Officer**, and at least 3 Board members and/or other non-board personnel with financial expertise, shall be responsible for ensuring that the Club's financial policies and procedures are current, appropriate, and adhered to. This Committee will be chaired by the **Chief**

By-laws 5/7/2008

**Financial Officer** and will report directly to the Executive Committee. Its primary responsibilities will be to:

- prepare the Club's annual budget and present such to the Executive Committee and Board of Directors for approval in a timely manner for the fiscal year to follow;
- oversee all Club investments and make recommendations to the Executive Committee on investment strategy;
- monitor distribution of Club funds in financial institutions and recommend changes to the Executive Committee when necessary;
- review and analyze all requests for supplemental funds after the annual budget has been approved and make recommendations for approval or rejection to the Executive Committee;
  
- analyze trends in corporate income and spending and make recommendations for action as necessary to assure that sufficient funds are always available to meet Club obligations; and,
- identify opportunities to increase the Club's revenue stream.

**Minutes of the meetings of this standing committee are incorporated into the Corporation's records at the next regularly scheduled meeting of the Board of Directors.**

#### Section 5. - Property Management Committee

The Property Management Committee will ensure that the Corporation's property including office, fields, parking, roads, shrubbery/trees, and **soccer** equipment are properly maintained. The Committee will have a maintenance budget, approved by the Finance Committee and Board of Directors, within which to operate. Any deviations from this budget must be approved by the Finance Committee **and the Board of Directors.**

The permanent Chairman of this standing committee is Vice President - **Facilities**. The committee will consist of at least **three (3)** members, who will be recommended by the Committee Chair and approved by a vote of the SAC Board of Directors. The Property Committee Chair and Chief Operating Officer will work together to ensure that field maintenance and program operations requirements are closely coordinated .

The Property Committee shall be responsible for the following:

- General care, maintenance and upkeep of the Covenant Site. This includes, but is not limited to: mowing, field maintenance, trash and snow removal, shrubbery, tree trimming and removal, fencing, and playground equipment.
- General care, maintenance and upkeep of the SAC Office including janitorial services, trash removal and downstairs bathroom cleaning.
- Site security – complex entrance/exit; adherence to site rules and regulations.
- Inventory control, maintenance, storage and distribution of SAC equipment including goals, nets, and tents.
- Ensuring that all capital items, such as the synthetic turf field brush, are properly stored and maintained.

By-laws 5/7/2008

- Ensuring that all required site signage is properly displayed and maintained.
- Recruiting volunteers to perform work assignments at the complex and monitoring their efforts.
- Recruiting, scheduling, and monitoring Field Complex Managers during seasonal play.
- Working with **The Church at Covenant Park** on joint maintenance issues.

Working in conjunction with the Chief Operating Officer, the Property Committee **Chairperson** will make recommendations to the SAC/HC Board of Directors with respect to the acquisition and/or disposal of capital items. These recommendations will be reviewed by the Finance Committee to determine if, in the case of acquisitions, sufficient funds are available to do so. No capital items shall be acquired or disposed of without proper review and approval.

The Property Committee **Chairperson** does not have contractual authority. The Committee **Chairperson** may, however, investigate, review, and recommend, property (field, building, common area) maintenance and janitorial options to the Chief Operating Officer. The SAC/HC President and/or Chief Operating Officer will negotiate all contracts with input/assistance from the Property Committee Chairperson. The SAC/HC President must approve and sign all contracts.

Minutes of the meetings of this standing committee are incorporated into the Corporation's records at the next regularly scheduled meeting of the **Board of Directors**.

Section 6 . -Committees of **The Board of Directors**- The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of at least two or more Directors, which committees, to the extent provided in such a resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on him/her by law.

#### Article VIII. CORPORATION SEAL

Section 1. The seal of the Corporation shall be in the form of a circle with the words thereon as follows:

SAC  
Inc.  
  
Maryland

The seal shall be in the custody of the Secretary.

Article IX. **AMENDMENT OF BY-LAWS**

Section 1. These By-Laws may be amended at any Annual or Special Meeting of the Corporation by an affirmative vote of a majority of the Membership represented at such meeting, provided that proposed amendments to the By-Laws be in writing and submitted to the **Executive Administrator** so as to allow thirty (30) days public notice and notice to the members of the meeting with a proposed agenda given.

These by-laws were last amended at the June 2006 Annual General Meeting and are current as of August 31, 2007, the end of SAC/HC's fiscal year 2007.

By-laws 5/7/2008