

Calcio FC Competitive Bylaws



Amended June 2020

ARTICLE I. GENERAL

1.01 NAME

(i) The Corporation shall be known as “Calcio FC Competitive”, an Arizona non-profit corporation.

1.02 TERMS

(i) Calcio FC Competitive shall be referred to as “Club” herein.

(ii) Director and Board Member refers to any person serving on the Board of Directors.

1.03 KNOWN PLACE OF BUSINESS.

(i) The known place of business of the Club in the State of Arizona shall be 14320 W. Fairmount Ave Goodyear, AZ 85395 unless otherwise designated in the articles or in a written statement or document duly executed and filed with the Arizona Corporation Commission. The Club may have such other offices, either within or without the State of Arizona, as the Board of Directors may designate or as the business of the Club may require from time to time.

(ii) The Board of Directors may change the Club’s known place of business or its statutory agent from time to time by filing a statement with the Arizona Corporation Commission pursuant to applicable law.

1.04 REFERENCES TO ARTICLES.

Any reference herein made to the articles of incorporation of Calcio FC Competitive will be deemed to refer to its articles of incorporation and all amendments thereto as at any given time on file with the Arizona Corporation Commission, together with any and all certificates filed by the Corporation with the Arizona Corporation Commission (or any successor to its functions) pursuant to applicable law.

1.05 SENIORITY

The articles and the Arizona Nonprofit Corporation Act will in all respects be considered senior and superior to these bylaws, with any inconsistency to be resolved in favor of the articles and such law, and with these bylaws to be deemed automatically amended from time to time to eliminate any such inconsistency which may then exist.

1.06 PURPOSE

(i) The purpose and mission of Calcio FC Competitive is to steer kids through various stages so they not only grow their athletic skills but develop a love and interest for the game of soccer.

(ii) The objectives of Calcio FC Competitive include:

- a) Providing a safe and fun environment for players to learn and develop in soccer.
- b) Providing a family-like environment for all players and families.
- c) Creating self-confidence in kids.
- d) Promoting a healthy competitive spirit.

(iii) The Club shall not discriminate against any individual on the basis of race, color, religion, age, sex, national origin, physical handicap, or disability.

(iv) The Club shall maintain its non-profit corporation status, organized and existing under the laws of the State of Arizona.

(v) The Club may affiliate with, and/or establish other entities or operate a dba organization, if the Board of Directors finds that, in the best interest of the organization, it is warranted to do so.

1.07 EQUAL OPPORTUNITY

(i) The Club shall provide an equal opportunity to athletes, coaches, trainers, managers, administrators, and officials to participate in youth soccer competitions without regard to that individual's race, color, religion, national origin, age, or sex.

(ii) An individual serving on the Board of Directors or a committee of the Club shall be selected without regard to that individual's race, color, religion, national origin, age, or sex.

1.08 FISCAL YEAR

(i) The fiscal year will be June 1 through May 31.

ARTICLE II. MEMBERSHIP

2.01 MEMBERSHIP.

(i) Per the Articles of Incorporation filed with the state of Arizona, Calcio FC Competitive will have no members.

ARTICLE III. BOARD OF DIRECTORS GENERAL

3.01 Board of Directors General

(i) The Board of Directors shall be comprised of at least 5 elected persons.

(ii) A minimum of one (1) Director shall be an "outside director," meaning that neither at the time of election, nor at any time during service, shall such a person be a parent or legal guardian of a player of the Club. If at any time during service an outside director does not satisfy the preceding requirements, a replacement outside director shall be elected as soon as reasonably possible by vote of two-thirds (2/3) of the other Board of Directors, and such replacement outside director shall serve the remaining term of the outside director, if another Director position is not open.

(iv) The term of a member of the Board of Directors shall be 3 years. After each term, each Board member can choose to serve another term or resign. If the Board member chooses to serve another term, a majority vote is needed to reconfirm the Director. A member may serve unlimited terms.

(vi) In the event a Board Member fails or ceases to serve, a replacement Board Member shall be elected as soon as reasonably possible by two-thirds (2/3) vote of the remaining Board of Directors, and such replacement director shall serve the remaining term for the former Director.

(vii) If a Board Member is 30 days or more past due on their player account, they shall not be allowed to participate in any Board activities, including voting.

(viii) A Board Member may be removed by the consent of at least two-thirds (2/3) of the remaining Board of Directors. A detailed description of the situation and reason for removal must be documented and retained.

(viii) Removal of anyone from a position to which they have been appointed or elected can only be accomplished after a duly noticed hearing and a decision with appeal rights.

2.02 VOTING

Any matter submitted to a meeting of the Board of Directors will be resolved by a majority of the votes cast thereon, except as otherwise provided herein. In the case of equality of votes, the President, presiding as the Chairman of the Board, shall have an additional or deciding vote.

2.03 COMMITTEES

(i) The Board of Directors, from time to time, by resolution adopted by a majority of the entire Board, may appoint standing or temporary committees, and vest such committees with such powers as the Board may include in its resolution; provided, however that such committees shall be restricted in their authority as follows. A committee shall not have the authority of the Board of Directors in reference to the following matters:

(a) the filling of vacancies on the Board of Directors or in any committee of the Board of Directors, and

(b) the amendment or repeal of the articles or the bylaws, or the adoption of new articles or bylaws.

(ii) A member of any committee may be removed, with or without cause, by the Board of Directors. In the event any vacancy occurs in a committee, it shall be filled by the Board of Directors. Unless otherwise specifically required pursuant to a resolution adopted by a majority of the entire Board, a member of a committee need not be a Director of the Club.

2.04 PRESUMPTION OF ASSENT.

A Director of the Club who is present at a meeting of the Board of Directors or of any committee at which action is taken on any matter will be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting or unless he or she files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof. A right to dissent will not be available to a Director who voted in favor of the action.

2.05 COMPENSATION

(i) No Director shall receive or be entitled to receive any salary from the Club by reason of serving on the Board of Directors of the Club.

(ii) A Director may receive a discount or waiver of monthly dues.

(iii) A Director may be reimbursed for reasonable expenses, if any, incurred by the Director on behalf of the Club.

ARTICLE III. BOARD OF DIRECTORS ROLES

The duties, power and authorities of the Directors shall include, but not be limited to, the following:

3.01 GENERAL RESPONSIBILITIES

- (i) Selection of the Executive Director to manage and direct the activities of the Club.
- (ii) Approval of the organizational structure of the Club.
- (ii) Strategic planning, vision and long-term direction of the Club.
- (iii) Oversight of the Club's Policies and Procedures.
- (iv) Ensure legal and ethical integrity of the Club.
- (v) Fundraising.
- (vi) Approval of Scholarship recipients.
- (vii) Supervision over the operations of the Club as required by law.

3.02 PRESIDENT

- (i) The President shall oversee the activities of the Board of Directors and is responsible for presiding over all Board meetings.

- (ii) The President shall be a member ex-officio of all committees.

- (iii) The President shall ensure all policies, rules, and regulations of the Club are executed and followed by the Officers of the Club.

- (iv) The President shall serve as the Chairman of the Board.

- (iv) Candidates for President at any election for that office shall have been an active participant of the Club a minimum of four (4) consecutive years immediately preceding the election and have remained in good standing during that time. If at any time during the previous four (4) years, the candidate was not in good standing, the acting Board of Directors may vote to allow the candidate to be on the ballot for the position.

3.03 VICE PRESIDENT FINANCE

- (i) The Vice President Finance shall ensure all Club funds are being accurately accounted for and applied as required by law.

(ii) The Vice President Finance is responsible for ensuring the annual report is properly filed with the Arizona Corporation Commission and that the appropriate tax returns are prepared and filed with the Federal and State taxing authorities.

(iii) The Vice President Finance shall oversee the annual budgeting process.

(iv) The Vice President Finance shall ensure the Club's financial policies are maintained and enforced by the Officers of the Club.

(v) If the office of the President becomes vacant, the Vice President Finance shall become the President for the remainder of the elected term, if he/she meets the requirement to be a candidate for President as of the date of the vacancy. Otherwise, the Vice President Finance shall retain his office and the Vice President Operations shall become the President for the remainder of the elected term, if he/she meets the requirement to be a candidate for President as of the date of the vacancy.

(vi) Candidates for Vice President Finance at any election for that office shall have been an active participant of the Club a minimum of two (2) consecutive years immediately preceding the election and have remained in good standing during that time. If at any time during the previous two (2) years, the candidate was not in good standing, the acting Board of Directors may vote to allow the candidate to be on the ballot for the position. Or, the candidate must be an outside director.

3.04 VICE PRESIDENT OPERATIONS

(i) The Vice President Operations is responsible for overseeing operational procedures are followed.

(ii) The Vice President Operations shall ensure team managers are provided the necessary tools to support their coach and team.

(iii) The Vice President Operations is responsible for ensuring fundraisers remain in compliance with the 501c3 status of the Club.

(iv) If the office of the President becomes vacant and the Vice President Finance is unable to serve as President, the Vice President Operations shall become the President for the remainder of the elected term, if he/she meets the requirement to be a candidate for President as of the date of the vacancy. Otherwise, the Vice President Operations shall retain his office and the Vice President Administration shall become the President for the remainder of the elected term, if he/she meets the requirement to be a candidate for President as of the date of the vacancy.

(v) Candidates for Vice President Operations at any election for that office shall have been a active participant of the Club a minimum of two (2) consecutive years immediately preceding the election and have remained in good standing during that time. If at any time during the previous two (2) years, the candidate was not in good standing, the acting Board of Directors may vote to allow the candidate to be on the ballot for the position. Or, the candidate must be an outside director.

3.05 VICE PRESIDENT ADMINISTRATION:

(i) The Vice President Administration shall be responsible for overseeing all administrative functions of the Club as found in the Club's Policies and Procedures document.

(ii) The Vice President-Administration shall ensure compliance with approved policies and procedures.

(iii) If the office of the President becomes vacant, and the Vice President Finance and the Vice President Operations are unable to serve as President, the Vice President Administration shall become the President for the remainder of the elected term, if he/she meets the requirement to be a candidate for President as of the date of the vacancy. Otherwise, the Vice President Administration shall retain his office and an election will be held to fill the vacancy of President.

(iv) Candidates for Vice President Administration at any election for that office shall have been an active participant of the Club a minimum of two (2) consecutive years immediately preceding the election and have remained in good standing during that time or be an outside director. If at any time during the previous two (2) years, the candidate was not in good standing, the acting Board of Directors may vote to allow the candidate to be on the ballot for the position. Or, the candidate must be an outside director.

3.06 COACH DIRECTOR

- (i) The Coach Director is responsible for representing all competitive coaches in all meetings.
- (ii) The Coach Director shall ensure any information impacting coaches is distributed to all coaches within a reasonable amount of time.
- (iii) The Coach Director is chosen by a two-thirds (2/3) vote of all competitive coaches rather than a vote of the Board of Directors.

3.07 COMMUNICATION DIRECTOR

- (i) The Communication Director is responsible for documenting meeting minutes and distributing these minutes within seven (7) days of any meeting, including Board of Director meetings and committee meetings.
- (ii) The Communications Director ensures all Board of Directors are given notice of any meetings within the required timeframe as governed in this document.

ARTICLE IV. MEETINGS

4.01 ANNUAL GENERAL MEETING (AGM)

The Board of Directors shall hold an annual meeting each year on a date determined by the Board of Directors for purposes of organization, the election of officers, and the transaction of other business. All Directors shall be notified in writing or by publication on the Club's website, at least 15 days in advance as to the date, time and location of the meeting.

4.02 REGULAR MEETINGS

Regular Board of Director meetings shall be held at regular intervals at such places and at such times as the Board of Directors may determine. A minimum of four (4) meetings shall occur per year.

4.03 SPECIAL MEETINGS

Special meetings of the Board of Directors may be held whenever and wherever called for by the Chairman of the Board of Directors or the number of Directors that would be required to constitute a quorum.

A notice must be sent for Special meetings with the subject of the meeting and only that subject may be addressed at that meeting.

4.04 NOTICES

(i) Written notice of the time and place of any special meeting will be given to each Director in person or via mail, electronic mail or text message, addressed to him/her at his/her latest address or mobile number appearing on the Club's records. Notice to any Director of any such special meeting will be deemed given sufficiently in advance when

(a) if given by the United States Postal Service, and is deposited in the mail, with first class or airmail postage prepaid, at least five days before the meeting date,

(b) if personally delivered to the Director at least two days before the meeting date,

(c) if delivered by electronic mail and is transmitted at least two days before the meeting date, or

(d) if given by text message and is transmitted at least two days before the meeting date.

(ii) Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

4.05 ADJOURNMENT.

(i) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(ii) Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four hours. If the original meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

4.06 Action by Directors Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if all Directors or committee members, consent in writing. Such consent shall have the same effect as a unanimous vote of the Directors or committee members of the Club at a meeting duly called and noticed.

4.07 Meetings by Conference Telephone.

Any member of the Board of Directors or a committee thereof may participate in any meeting of the Board or such committee by means of a conference telephone or similar communication equipment whereby all committee members and Directors participating in such meeting can hear one another. Such participation shall constitute attendance in person.

4.08 Meeting Minutes.

The Communications Director shall keep the minutes of meetings of the Board of Directors, the minutes of the meetings of any committee of the Board of Directors, all unanimous written consents of the Board of Directors and any committee of the Board of Directors. The Communication Director will also see that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

ARTICLE VI. OFFICERS

5.01 APPOINTMENTS.

(i) The Board of Directors shall appoint an Executive Director, who shall be considered an officer of the Club and report directly to the Board of Directors. An Employment Agreement/Contract, agreed upon by both parties, shall be executed upon the appointment of the Executive Director and the Executive Director shall serve based on its contents. The Executive Director is responsible for the day-to-day operations of the Club and may hire additional staff as reasonable to ensure success and growth of the Club.

(ii) The Executive Director may appoint additional officers, other than what had been previously approved, which may or may not be Directors, with the approval of a majority vote of the Board of Directors.

(iii) The Board of Directors may remove the Executive Director only by following the terms in the executed Employment Agreement/Contract.

ARTICLE VI. RESIGNATIONS AND VACANCIES

6.01 Resignations. Any Director, committee member, or officer may resign from his or her office at any time by written notice delivered or addressed to the Club at its known place of business. Any such resignation will be effective upon its receipt by the Club unless some later time is therein fixed, and then from that time. The acceptance of a resignation will not be required to make it effective.

6.02 Vacancies. If the office of any Director, committee member, or officer becomes vacant by reason of his or her death, resignation, disqualification, removal, or otherwise, the Board of Directors shall or may, as required hereunder, elect or appoint a successor.

ARTICLE VII. INDEMNIFICATION

The Club shall, to the full extent, consistent with the non-profit corporation law of the State of Arizona, indemnify the Board of Directors, officers, employees and agents of the Club with respect to liabilities and expenses arising out of any action, suit or proceedings in which they become involved by reason of their affiliation with the Corporation. Nothing contained herein shall prevent the Club from obtaining appropriate liability insurance for any of the foregoing.

ARTICLE VIII. DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization(s) under Section 501(c)3 of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Laws as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purpose or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE IX. AMENDMENTS

These bylaws may be altered, amended, supplemented, repealed, or temporarily or permanently suspended, in whole or in part, or new bylaws may be adopted, by a majority vote of the Directors during any meeting in which notice is provided that they bylaws will be a subject of the meeting.

ACCEPTANCE OF AMENDED BYLAWS

Signing below constitutes acknowledgment and acceptance of they bylaws above beginning June 2019. These bylaws will remain in effect until amended bylaws are acknowledged and accepted in writing.

President

Date

Board Member

Date

Board Member

Date

Board Member

Date