

ANCHORAGE YOUTH SOCCER CLUB BYLAWS

ARTICLE I - NAME

The name of this association shall be Anchorage Youth Soccer Club (AYSC). This club is affiliated with the United Anchorage Youth Soccer League (UAYSL) and any other soccer organizations as directed by the AYSC Board of Directors.

ARTICLE II - PURPOSE

- 2.1 Association Purpose - The purpose of this association shall be to administer, develop, and promote AYSC by providing soccer education to boys and girls within the Anchorage area. This association shall provide soccer programs for youth under nineteen years of age consistent with the bylaws, policies, and procedures of AYSC.
- 2.2 Programs Purpose - The purpose of the AYSC soccer education program is to provide opportunities for young soccer players to have fun playing and learning within a safe framework of competition, sportsmanship, and social development suitable for this team sport. AYSC shall strive to set the standard for soccer education in Alaska by administering its programs consistent with the bylaws, policies, and procedures of AYSC.

ARTICLE III – CORPORATE OFFICE

- 3.1 Principal Office - The principal office of the Corporation in the State of Alaska shall be located in Anchorage, Alaska at a specific location to be determined from time to time by the Board of Directors.
- 3.2 Registered Office/Agent - The Corporation shall maintain in the State of Alaska a registered office, and a registered agent whose office is identical with such a registered office, as required by the Alaska Nonprofit Corporation Act. The registered office may be, but not need be, identical with the Corporation's principal office in the State of Alaska, and the address of the registered office or identity of the registered agent may be changed from time to time by the Board of Directors in the manner prescribed by law.

ARTICLE IV - MEMBERSHIP

- 4.1 AYSC shall not discriminate against any individual on the basis of age, gender, race, color, religion, or national origin.

- 4.2 The AYSC Board of Directors may, from time to time, establish membership terms, classifications, and rights associated therein.

ARTICLE V – BOARD OF DIRECTORS

- 5.1 General Powers - The Board of Directors shall manage the property and business of AYSC and may exercise all of the powers of AYSC. The Board of Directors shall have the power to make and change policies and procedures consistent with these bylaws for the management of the business and affairs of AYSC. The Board of Directors may, by resolution, establish qualifications for persons to serve on the Board.
- 5.1.1 It is intended that the Board of Directors represent the broad interests of the Members of AYSC which include, but are not limited to players, parents, past players and parents, community members, volunteers, coaches, managers, and committee members.
- 5.2 Type & Number - The Board of Directors shall consist of a President, Vice President, Secretary, Treasurer, Registrar, and no less than three (3) and no more than seven (7) Members-At-Large.
- 5.3 Executive Officers & Terms – The Executive Officers of the Board of Directors shall be comprised of a President, Vice President, Secretary, Treasurer, and Registrar, all of which shall be elected by the membership at the Annual General Meeting for a two-year term of office.
- 5.4 Members-At-Large & Terms - The Members-At-Large shall be elected by the membership at the Annual General Meeting for a one-year term of office.
- 5.5 Employee Appointments - No person who is employed by AYSC shall be an elected Officer on the Board of Directors. The Board of Directors may appoint employees as ex-officio Members of the Board to serve without voting privileges.
- 5.6 Officer Vacancy - Any vacancy occurring in the Board of Directors by death, resignation, or otherwise, shall be filled promptly by a majority vote of the remaining Board of Directors as soon as feasibly possible. The Officer thus chosen shall hold office for the unexpired term of his or her predecessor.
- 5.7 Meeting Absences - A Board Member may be removed after three (3) unexcused absences from meetings, by a vote of the majority of the entire Board.

ARTICLE VI - DUTIES OF THE BOARD OF DIRECTORS

6.1 The duties and powers of the Officers and Members-at-Large of this organization, which can be altered by resolution of the Board of Directors, are as follows:

President - The President shall preside over the meetings of the Board of Directors, the Annual General Meeting, and shall be an ex-officio member of all committees with right to vote. He or she shall also, at times deemed appropriate by the Board of Directors, serve as representative of the Club in all matters.

Vice President - In the event of absence or disability of the President, the Vice President shall preside over all meetings of the Board of Directors and is a member of all committees. The Vice President shall serve as the Chair of the Protest & Appeals Committee and may also be called upon to represent the Club at functions of League affiliates.

Secretary - The Secretary shall be responsible for (i) keeping the minutes of the meetings of the Board of Directors and Annual General Meetings; (ii) seeing that all notices are duly given in accordance with the provisions of these bylaws or as required by law; and (iii) performing all of the duties as may be assigned by the President or by the Board of Directors. In the event of the absence of the Secretary, the Board may appoint a secretary pro tem.

Treasurer - The Treasurer shall (i) have charge and custody of and be responsible for all funds and securities of AYSC; (ii) receive and give receipts for moneys due and payable to the Corporation from any sources, and deposit all such moneys in the name of AYSC in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and (iii) perform all of the duties as may be assigned by the President or by the Board of Directors. All AYSC funds, books, and vouchers shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. In the event of the absence of the Treasurer, the Board may appoint a treasurer pro tem.

Registrar – The Registrar shall be responsible for (i) the registration of the club's members and certification thereof; (ii) the recording and disbursement of team rosters and registration for in-state tournaments; (iii) enforcing all State and National Rules, Bylaws, and policies and procedures governing player registration and team assignment; (iv) the maintenance of AYSC records regarding the registration of teams and players within AYSC; (v) ensuring that all players and teams are in compliance with ASYSA registration rules; and (vi) ensure the confidentiality of player information.

Members-At-Large - Members-at-Large may serve as committee chairmen and/or assist the Officers with their duties. Members-at-Large will be voting Members on the Board of Directors.

- 6.2 Regular Meetings - The Board of Directors meetings shall be held on such date and at such time and place as may be determined by the Board of Directors, but no less than once per quarter. These regular meetings are open to all interested parties.
- 6.3 Special Meetings - Special meetings of the Board of Directors may be called by the President or by any three (3) Officers. The person or persons calling such special meeting of the Board of Directors may determine the time and place.
- 6.4 Telephone Conference Meetings. -The Board of Directors may conduct a valid meeting by communicating through means of conference telephone or similar communications equipment. Participation in a meeting held by conference telephone or similar communications equipment shall constitute presence in person at such meeting.
- 6.5 Proxy Voting – A vote of the Board Members may be conducted by mail or electronic means in such a manner as the Board of Directors may determine.
- 6.6 Quorum – A majority of the Members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not present at any meeting of the Board of Directors, a majority of those Members present shall have the power to adjourn the meeting.
- 6.7 Manner of Acting – Each Board Member is entitled to one vote and no votes by proxy are permitted. The affirmative vote of a majority of the Board Members at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.
- 6.8 Presumption of Assent - An Officer of the Corporation who is present at a meeting of the Board of Directors shall be presumed to have assented to the actions taken unless such Officer's dissent is entered in the minutes of the meeting or unless otherwise documented. Such right to dissent shall not apply to an Officer who voted in favor of such action.
- 6.9 Rules of Order and Procedure - The Board of Directors shall have the power to establish rules of order and procedure to govern meetings. Where rules have not been established by the Board, the most recent edition of Robert's Rules of Order shall be used to conduct meetings.

ARTICLE VII - SEASONAL YEAR

- 7.1 The seasonal year shall begin on September 1 and shall end on August 31 of the following year as established by the United States Soccer Federation.
- 7.2. Outdoor Soccer - May 1 thru August 31.*

7.3. Indoor Soccer - September 1 thru April 1.*

* will coincide with Alaska Youth Soccer Association's seasonal year.

ARTICLE VIII - GENERAL MEETING

- 8.1 Annual General Meeting of Members – AYSC shall have an annual meeting of its Members. The Board of Directors shall determine the date, time, and location of such meeting. The Annual General Meeting date shall occur no later than November 15 of each seasonal year. The meetings shall be open to the public. The General Meeting shall be conducted in accordance with the most recent edition of Robert's Rules of Order.
- 8.2 Special Meetings – Any three (3) Officers may, in writing, call a special meeting of the membership at any such time as they deem necessary.
- 8.3 Notice of Meetings – Written notice stating the date, time, and place of any meeting of Members shall be delivered either personally or sent by mail or other electronic means, to each Member entitled to vote, no less than fourteen (14) days prior to a scheduled meeting.
- 8.4 Quorum - The Members present at any general meeting will constitute a quorum.
- 8.5 Proxy Voting - Proxy voting will not be allowed.
- 8.6 Action of the Members – Action of the membership shall be by majority vote, unless otherwise provided by these Bylaws.

ARTICLE IX – COMMITTEES

- 9.1 Committee Creation – Committees may be established to aid in the fulfillment of the purpose of this organization from time to time by resolution of the Board of Directors
- 9.2 Standing or Temporary Committees - Each committee shall be identified as either "standing" or "temporary". Standing committees should include a term of assignment, while temporary committees should determine a target date for dissolution.
- 9.3 Committee Membership - All Members of AYSC are eligible to participate in committee activity. The Board of Directors may determine that professional expertise of non-AYSC members may be required and can add such personnel to a committee.

- 9.4 Active Committees - The Board of Directors shall be responsible for maintaining a list of active committees and their Members.

ARTICLE X – CONTRACTS, LOANS, CHECKS, AND DEPOSITS.

- 10.1 Contracts - The Board of Directors may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.
- 10.2 Loans - No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. As provided in Alaska Statute 10.20.141, AYSC shall not make loans to its Board Members or Officers.
- 10.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by at least one Officer or agent.
- 10.4 Deposits - All funds of the Corporation shall be deposited from time to time to the credit of AYSC in such banks, trust companies or other depositories as the Board of Directors may select.
- 10.5 Gifts - The Board of Directors may accept on behalf of AYSC any contribution, gift, bequest, or devise for the general purposes or for any special purpose of AYSC to the extent authorized by applicable law.

ARTICLE XI – INDEMNIFICATION AND INSURANCES

- 11.1 Indemnification – Board Members and former Board Members of AYSC shall be indemnified by the Corporation to the full extent of the law as provided in Alaska Statute 10.20.011(14), or any successor provision or amendment thereto, except in which that person was adjudged to be liable for negligence or misconduct in the performance of his or her duties.
- 11.2 Insurance - AYSC shall have power, to the extent permitted by the Alaska Nonprofit Corporation Act, and any amendments thereto, to purchase and maintain insurance on behalf of any person who is or was a Board Member, Officer, employee, or agent of AYSC.

ARTICLE XII– MISCELLANEOUS

- 12.1 Books & Records - The Corporation shall keep accurate and complete books and records of account and shall keep minutes of the proceedings of all AYSC meetings.
- 12.2 Fiscal Year - The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December of each year, unless the Board of Directors, by resolution, establishes a different fiscal year.
- 12.3 Use of Assets on Dissolution. Upon the dissolution of AYSC, the Board of Directors shall, after paying or making provisions for the payment of all corporate liabilities, dispose of all corporate assets (including proceeds from charitable gaming activities) in such manner or to such organization created and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine.

ARTICLE XII – AMENDMENTS

- 13.1 These bylaws may be altered, amended, or repealed by a majority of an established quorum attending any General Meeting.
- 13.2 Any Member may bring forth bylaw changes in writing at any General Meeting. Those amendments may be acted on at such meeting.
- 13.3 These bylaws may be amended by a majority vote of the Board of Directors only if it is necessary to bring them into compliance with federal or state statute or the rules governing the United States Youth Soccer Association. Notification of such action, if taken, shall be given to the membership at the next Annual General Meeting.