

**BY LAWS OF
PAULDING COUNTY SOCCER ASSOCIATION, INC.
(West Metro Soccer Club)**

**ARTICLE I
GENERAL PROVISIONS**

1. The Name.

The name of this organization is the Paulding County Soccer Association, Inc. (hereinafter referred to as the PCSA).

2. The Purpose.

The PCSA is organized to: promote and foster the growth of soccer as a form of physical development and a character building experience; to provide equal opportunity for all to participate at their skill ability levels; and to engage in such activities incident thereto as may be reasonable, necessary or desirable to further such purpose and to foster amateur soccer competition.

3. The Business Address.

The principal business address of PCSA shall be: Paulding County Soccer Association, Inc
The PCSA may establish and maintain an office or offices at such other places within the County of Paulding, State of Georgia, as the Board of Directors may, from time to time, determine.

**ARTICLE II
MEMBERS**

1. Definition.

A. The PCSA shall admit as active Members:

- (1) Each parent of registered child or children for a maximum of two (2) votes per family;
- (2) Coaches, not otherwise qualified as a Member, who are registered with the PCSA for the purpose of coaching soccer; and
- (3) Other active participants who donate their time to PCSA on a regular basis.

A member shall be active until the close of registration for the following seasonal year (September 1 to August 31) or until the Member's withdrawal from the PCSA, whichever event is the first to occur.

2. Bi-Annual Meetings.

Regularly scheduled meetings of the membership shall be held on a by-annual basis. The bi-annual meetings shall be held in February and August every year with the place, date, and time to be determined by the Board of Directors. The Officers and Directors shall be elected at the February meeting and installed at the August meeting. Any business maybe transacted at an annual meeting, except as otherwise provided by law or by these Bylaws. The officers and board of directors shall be elected at the February bi-annual meeting to begin serving their term on August 1.

Amendment Adopted February 10, 2002: To alter, amend or repeal By Laws, proposal should be submitted in writing to the Board of Director not less than the last regular scheduled meeting prior to any bi Annual meeting of the members. Proposal should state correct article and paragraph, proposed changes and reason for change.

3. Special Meetings.

A. A special meeting of members may be called at any time by:

- (1) Any ten percent (10%) of the members of the PCSA;
- (2) By any three (3) Directors; or
- (3) By the President.

Members of the PCSA must present a written petition to the President, or in his absence, the Vice President of the Board of Directors, signed by the required number of members entitled to vote, indicating the purpose of purposes for calling such special meeting before such meeting will be scheduled. Once a petition meeting the above requirements, or a notice signed by three Directors or the President, has been received by the President, the President shall schedule a meeting of the members not less than ten (10) nor more than fifty (50) calendar days from receipt of said petition or notice. Only such business shall be transacted at a special meeting as may be stated or indicated in the petition or notice of such meeting.

4. Place.

The bi-annual meeting of members may be held at any place within the County of Paulding designated by the Board of Directors. Special meetings of members may be held at any place within the County of Paulding designated by the members, if they shall call the meeting; by the President, if he shall call the meeting; or the necessary number of Directors, if they shall call the meeting.

5. Notice.

Written or printed notice stating the place, day and hour of each meeting of members and, in the case of a special meeting, the purpose or purpose for which the meeting is called, shall be delivered not less than ten (10) days or more than fifty (50) calendar days before the date of the meeting, or be posted in conspicuous places at the principal office of the PCSA, including its soccer fields and environs. The petitioners of the meeting shall be responsible for the notices. Notice of the bi-annual meeting shall be published in the local newspaper.

6. Quorum.

The members present at any meeting of the members, annual or special shall constitute a quorum as long as a minimum of eleven (11) general members are present. If eleven Members are not present, the meeting will be rescheduled.

7. Voting.

Each active member shall be entitled to one vote at any meeting of the members, annual or special, and no member shall be entitled to more than one vote on any issue.

8. Officers.

The President shall preside at, and the Secretary shall keep the records of each meeting of members. In the absence of the President, a Vice President shall preside or in his absence, a member duly appointed by the President shall preside. In the absence of the Secretary, the Presiding officer may appoint any person to act as secretary of the meeting.

ARTICLE III BOARD OF DIRECTORS

1. Purpose of Board of Directors.

The business and property of the PCSA shall be managed and controlled by the Board of Directors, and subject to the restrictions imposed by law, by the Articles of Incorporations, or by these Bylaws, they may exercise all of the powers of the PCSA. The Board of Directors shall exercise all of the powers of the PCSA and shall make such arrangements for carrying on the business of PCSA as it deems best, including the appointment of committees to assist in carrying out the purposes of the PCSA as stated in the Articles of Incorporation.

2. Number and Term of Office.

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Registrar, and other positions as deemed necessary by the officers (i.e.: Director of Coaches, Director of Referees, etc...). The Board shall consist of at least five (5) and no more than nine (9) members. Resolution adopted: August 19, 2001 The Board shall consist of at least five (5) and no

more than eleven (11) members. All Directors shall be elected by popular vote at the February meeting of the members and installed at the August meeting. All Directors shall be elected to a one-year term. Directors shall serve their terms until their successors are elected and have assumed office, their death, their removal as herein set forth, or their resignations are received as provided in these Bylaws. Directors may be re-elected to the same post or any other post.

For each officer and director, nominations shall be made at the bi-annual meeting and each officer and director shall be elected by a majority vote of the membership present. Only members present at the bi-annual meeting may be elected as an Officer or Director and no member shall be allowed to vote by proxy.

3. Qualification of Directors.

Directors shall be eighteen (18) years of age or older and a member of the association. In order to be eligible the position of President, a person must have previously held a position within the associations as either a Director or appointed official for one (1) year or served as a head coach or team mom for at least two (2) years. An addendum was made August 19, 2001 that only one family member per immediate family, (i.e. husband, wife, sons or daughters) may serve on the board at a time, to allow for maximum representation of the membership on the Board of Directors.

4. Removal.

Subject to the Articles of Incorporation, any Director may be removed from office, with or without cause, prior to the expiration of his term by a majority vote of the members present called at any annual meeting, or special meeting established. A quorum as stated in Article II, Section 6 must be present.

5. Vacancies.

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the Directors present and entitled to vote at an annual, regular or special meeting called for such purpose. A Director elected to fill the un-expired term of his predecessor, which term extends beyond the next annual meeting of the members, shall be elected by the Board of Directors to serve only until the next annual meeting of the members. The members, at their next annual meeting, shall then be entitled to elect a Director to fill the remaining un-expired term. In case of any increase in the number of Directors, the additional Directors shall be elected at an annual meeting, or special meeting of member called for that purpose.

6. Meeting of Directors.

All meetings of the Board of Directors, whether regular, or special, shall be open to all the members, but the Board of Directors need not provide the members with any notice of such meetings which have been properly called as to the Directors in accordance with these Bylaws. The Directors may hold their meetings, except as otherwise provided by statute, in such place or time determined. The Directors shall maintain an original set of books and records of the PCSA, and may maintain duplicate sets of these books and records, as they may deem proper.

7. Quorum.

A majority of the Directors duly elected shall constitute a quorum of the transaction of the business, but if at any meeting of the Board of Directors there is less than a quorum present, a majority of those present, or any Director solely present may adjourn the meeting from time to time with out further notice. The act of a majority of the Directs present at a meeting at which a quorum is in attendance shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation or by theses Bylaws.

8. Bi-Annual Meeting.

The Board of Directors may hold its annual meeting of the fiscal year for the purpose of organization and the transaction of business, if a quorum is present, immediately after and at the same place as each bi-annual meeting of the members.

9. Regular Meetings.

Regular meetings of the Board of Directors shall be held at such times and places as shall be designated, from time to time by resolution of the Board of Directors, except that such regular meetings shall be scheduled at least once a month during the fall and spring season of play. Notice of such scheduled regular meetings shall be provided in writing or verbally to each Director.

Amendment adopted February 10, 2002 All directors should be present at every meeting of the Board of Directors. The President or Secretary shall be notified of absences from meetings. Any director absent from three consecutive scheduled meetings or three meetings in a six month period may be removed from the board without additional cause by a vote of the directors present at the next scheduled meeting.

10. Special Meeting.

Meeting other than the annual or regular meetings shall be called special meetings. Special meetings of the Board of Directors shall be held whenever called by: (a) the President, (b) by any three members of the Board of Directors, or (c) by at least thirty -three percent (33%) of the members entitled to vote. Members must present a written petition to the President, or in his absence, the Vice -President of the Board of Directors, signed by the required number of members entitled to vote, indicating the purpose or purposes for calling such special meeting before such meeting will be scheduled. Once a petitions meeting the above requirements or notice signed by three directors or the President has been received the President, the President shall schedule a meeting of the Board not less than two (2) business days, nor more than thirty (30) calendar days from receipt of said petition or notice. Only such business shall be transacted at a special meeting as may be stated or indicated in the petition or notice of such meeting.

11. Notice.

The Secretary shall give notice of any special meeting to each Director in person, by mail or by telephone no less than two (2) business days before the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, the annual or any regular or special meeting of the Board of Directors need be specified in the waiver of notice of such meeting.

At any meeting at which every Director shall be present, even though without notice, any business may be transacted.

12. Order of Business.

At meetings of the Board of Directors, business shall be transacted in such order as the Board may determine from time to time.

At all meetings of the Board of Directors, the President of the Board shall preside, and in the absence of the President, the Vice - President of the Board shall preside.

The Secretary of the PCSA shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the President may appoint any person to act as Secretary of the Meeting.

13. Compensation.

No compensation shall be paid to Directors for their services as Directors. No remuneration shall be paid to a Director for services preformed by him for the PCSA in any other capacity, unless a resolution authorizing such remuneration shall have been adopted by a majority of the members. Resolution adopted: August 19, 2001, The following positions may have compensation as deemed necessary attached to the fulfillment of duties, registrar (both select and recreational),

referee coordinator and field coordinator. This compensation will not supersede the right of these Board Members to retain a voting position on the Board of Directors of PCSA.

14. Presumption of Assent.

A Director of the PCSA who is present at a meeting of the Board of Directors as which action on any PCSA matter is taken shall be presumed to have assented to the action. Unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof, or shall forward shush dissent by registered mail to the Secretary of the PCSA within forty-eight (48) hours after the adjournment of the meeting. Such rights to dissent shall not apply to a Director who voted in favor of such action.

15. Actions of Directors without a Meeting.

Any action required to be taken, or any action which may be taken, at a meeting of the Directors, may be taken without a meeting if a written consent resolution, setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

16. Powers and Duties of the Officers.

A. The President.

The President shall preside over all meetings of the Association and serve as the Chairman of the Board of Directors. He shall appoint all committees with consent of the Board of Directors. He shall Serve as ex-officio member of all committees.

B. The Vice - President.

The Vice - President shall succeed to the powers of the President in his absence. He shall act as coordinator with the District Director in the assignment and conduct of Association games.

C. Secretary.

The Secretary shall record all business transactions of the association, including minutes of the meeting. All communications pertaining to the Association business except business concerning the registration or release of players and committee business must be transacted through the office of the Secretary.

D. The Treasurer.

The Treasurer shall have charge of all monies of the Association and shall keep a detailed account of income and expenditures of Association. He shall submit a statement of financial condition of the Association at regular Board of Director and the Annual Meeting of the membership. He shall sign together with one other Board Member as designated, all checks of the Association. The Treasurer shall be bonded as deemed necessary. Resolution adopted: (August 19, 2001) Treasurer and any an all signers shall be bonded.

E. The Registrar.

The Registrar shall be responsible for properly registering all teams and players in accordance with USYSA/GYSA and PCSA rules and regulations.

17. Additional Officers.

The President and Board of Directors may fill the following offices as required:

A. The Referee Assignor.

The Referee Assignor shall be responsible for assignment of currently registered and certified USSF Officials to all the Association's competitions. He or she shall also be the point of contact for all referee training conducted by and/or for the Association.

B. The Director of Coaching

The Director of Coaching shall be responsible for the education of association coaches, players, and parents through a standardized coaching curriculum. This individual shall also be the point of contact for GSSA/GYSA sponsored coaching clinics and team/player community clinics.

C. The Fields and Facilities Coordinator.

The Fields and Facilities Coordinator shall set a standard for Facilities and equipment to support the Association's activities and be responsible for ensuring that such facilities are maintained and available. This individual shall be the point of contact with City or County youth sports coordinators regarding the Association's use of public facilities.

D. The D&P Committee Chairman.

The D&P Committee Chairman shall be responsible for investigation and hearing of all game protest, disciplinary matters and enforcement of the Association's operating rules and regulations.

E. GYSA Representative.

The GYSA Representative shall be the contact person of GSSA and GYSA on all matters of business affecting PCSA in the matter of constitution, by-laws, and operating rules changes passed by GSSA and GYSA. He or she shall also be present at the GSSA annual general meeting to cast all votes for PCSA on stated request for changes. He or she shall name a replacement to cast votes in the event said GYSA representative is unable to attend the GSSA annual general meeting.

F. Referee Coordinator.

The Referee Coordinator shall be responsible to the GSSA for all referee training conducted by and / or for the Association. He or she shall further assist the Referee Assignor for assignment of currently registered and certified USSF officials to all of PCSA competitions. He or she shall be the point of contact for all USSF basic referee training courses, referee re-certification courses and request for referee assessment and upgrades.

G. Fund-Raiser Coordinator.

The Fund Raiser Coordinator shall coordinate the development and implementation of general fund - raising efforts by member organizations and teams. These programs may benefit the participating organizations or teams directly, as well as the association in general. The Fund Raising Coordinator will work closely with PCSA Treasurer to insure the accuracy of all project bills and receipts.

**ARTICLE IV
COMMITTEES**

The Board of Directors may establish, as they deem necessary, any committee (i.e.: advisory, concession, etc)

**ARTICLE V
AMENDMENTS**

1. Procedure.

These Bylaws may be altered, amended, or repealed by the affirmative vote of the majority of the members present at any annual meeting, or at any special meeting if notice of the proposed amendment is contained in the notice of said special meeting.

**ARTICLE VI
MISCELLANEOUS**

1. Seal.

The Board of Directors shall adopt a suitable corporate seal containing the name of the PCSA, which shall be in the custody and control of the Secretary. If and when so directed by the Board of Directors, a duplicate seal may be kept and used by such officer or other person as the Board of Directors shall authorize.

2. Fiscal Year.

The fiscal year of PCSA will begin August 1 of each year and continue until July 31 of the following year.

3. Gender.

Where the wording "he", "him" or other male gender specific terminology is used in these Bylaws, it shall be understood that these are merely words of convenience and that they refer equally to both male and female gender.

4. Notice and Waiver of Notice.

Whenever any notice is required to be given under the provisions of these Bylaws, said notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postage-paid envelope or postage-paid postcard addressed to the person entitled thereto at his post office address, as it appears in the books of the PCSA, and such notice shall be deemed to have been given on the date of such mailing. A waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

5. Resignations.

A Director or Officer may resign at any time. Such resignation shall be made either in writing or presented orally at a meeting of the Board of Directors where a quorum is present, and shall take effect at the time specified in such writing or oral presentation. If no time is specified for the resignation, then it shall be effective at the time written notice is received by the President, or at the time oral presentation before the Board of Directors. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

6. Conflict.

The PCSA shall be controlled and operated pursuant to the provisions of the Articles of Incorporation and the Bylaws of the PCSA. If there should be a conflict between the provisions of the Articles of Incorporation and the provisions of these Bylaws, then, and in that event, the provisions of the Articles of Incorporation shall control.

7. Checks and Drafts.

Any two of the following individuals shall sign all checks and drafts: The President, The Treasurer, The Secretary, or any other individual designation by the Board of Directors. However, one signature on each check or draft must be that of an officer.

8. Rules of Order and Procedure.

Unless otherwise provided by these Bylaws, or by rules adopted for a meeting, or by local statute or common-law, all questions or order of procedure with respect to any meeting or action of this Association, its Board of Directors, or any duly appointed committee, subcommittee or council shall be in accordance with Roberts Rules of Order Newly Revised, as revised from time to time.

**ARTICLE VII
NON-PROFIT STATUS**

1. PCSA Status.

Notwithstanding anything hereinbefore to the contrary, the PCSA shall have no stock or stockholders. It is not organized and shall not be operated for pecuniary gain or profit. No part of the net earning of the PCSA or of its property shall inure to the benefit of any member, Director,

Officer, or other private individual. The PCSA shall never be authorized to engage in a regular business of a kind ordinarily carried on for the profit or in any other activity except in the furtherance of the purposes stated in the Articles of Incorporation. The PCSA shall never engage in propaganda, attempt to influence legislation, or participate in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income therefrom be devoted to such purpose.

2. Dissolution.

In the event of the dissolution of the PCSA, to the extent allowed under applicable law, all of the assets of the PCSA shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operation in the County of Paulding, or to one or more corporations, funds, clubs, or foundations organized and operation in the County of Paulding exclusively to promote and foster the growth of soccer as a form of physical development and a character building experience. In the event there is not another organization organized to promote soccer then the assets or proceeds of the sale of the assets of the PCSA shall be distributed to one or more organization, corporation, fund, club, or foundation organized and operating exclusively for religious, charitable, scientific, literary or educational purposes which shall be selected by the Board of Directors of the PCSA; provided, however that any such recipient organization or organizations shall at that time qualify as exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.

If for any reason, upon dissolution of the PCSA, the Board of Directors shall fail to act in the manner herein provided within a reasonable time, the Senior Judge in point of service of the Superior Court of Paulding County, Georgia shall make such determination as herein provided upon application of one or more persons having a real interest in the PCSA or its assets.

ARTICLE VIII INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. Coverage Provided.

The Georgia State Soccer Association provides, on behalf of all members of that association, a directors, officers, and coaches liability policy protecting them, jointly or severally, in the performance of their duties to the PCSA. The Board of Directors shall faithfully employ with all requests from the Georgia State Soccer Association, and its insurer or insurers, and take such action and provide such information as may be necessary to keep said insurance policy in full force and effect at all times.

Should any director, officer, or coach or any other person that may be covered by said insurance policy become a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, the Georgia Stat Soccer Association shall be promptly notified in order to effectuate the insurance coverage so provided by that association.

In the event the Georgia State Soccer Association no longer provides this insurance coverage for the PCSA, or the PCSA is denied this insurance coverage due to sanctions, or other means, applied against the PCSA by the Georgia State Soccer Association, the Board of Directors shall immediately seek, and pay for from PCSA funds, insurance coverage similar to that which was provided by the Georgia State Soccer Association.

This insurance coverage shall be maintained by the Board of Directors until such time as coverage from the Georgia State Soccer Association is reinstated or newly effectuated or similar coverage is provided from another source, or the PCSA is dissolved.

ARTICLE IX ADOPTION OF BYLAWS

These Bylaws are adopted and approved the _____ day of _____, _____ at a special meeting of the members, by a majority vote of those members present as evidenced by the minutes of that meeting duly attested to by the Secretary of the Paulding County Soccer Association.