

METHACTON UNITED SOCCER CLUB BY-LAWS AND MISSION STATEMENT

Article I – TITLE AND NATURE

Section A

The name of this organization shall be Methacton United Soccer Club, Inc., hereby identified as MUSC for correspondence and the daily conduct of business. For purposes of these By-laws, MUSC shall be referred to as the “Corporation.”

Article II – PURPOSES, MISSION STATEMENT AND RULES

Section A

GENERAL PURPOSE OF THE CORPORATION. The Corporation may engage in any lawful purpose or purposes that Pennsylvania organized not-for-profit corporations may conduct under Pennsylvania Non-Profit Corporation Law, specifically including, but not limited to, the promotional and conduct of amateur sports competition.

IRREVOCABLE NON-PROFIT PURPOSE OF THE CORPORATION. The Corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

Section B

The Mission Statement of the Methacton United Soccer Club is as follows:

- Through a democratic structure advance the sport of soccer in America by advancing the participation, opportunity to play, and to obtain skilled instruction in this sport within our own local area.
- To offer these opportunities to young players who come from every aspect of our society, with every degree of skill level and ability.
- To provide an environment which promotes emotional, physical and mental growth fostering improvement not only in soccer skills but also as a person and citizen of our community.
- To make the soccer program fun and instill in young players a lifelong passion for the sport.
- To provide a healthy, educational activity through a recreational program.
- To offer highly competitive travel teams for the player with advanced skills and greater ambition. This type of player may have his or sights set on a college soccer scholarship or playing for the U.S. National or Olympic teams.
- To educate the travel team players in the processes involved in playing more advanced level soccer such as League or State Select.
- To offer guidance to players who are interested in pursuing an athletic soccer scholarship with an accredited college.
- To develop and nurture a rapport between the soccer coaching staff of Methacton School District and MUSC.

- To assist and help Methacton School District's soccer program in whatever way we can in tandem with the aim of our mission statement.
- To attempt to provide or recommend a place for everyone in the game of American Youth Soccer.

Section C

Rules: The rules contained in the Constitution and the by-laws of EPYSA shall govern MUSC in cases to which they are applicable and which they are not inconsistent with these By-Laws.

Article III – MEMBERSHIP

Section A

Member: A member is any one who enters his/her child in the Methacton United Soccer Club program and/or currently volunteers their time and talents to the Methacton United Soccer Club.

Section B

Membership Rights: All members are encouraged to attend general meetings and voice his/her opinion. Members have a right to be recognized to be heard by the Executive Council.

Article IV – MEETINGS

Section A

Regular Meetings: At the direction of the Executive Council, general membership shall meet at least six times during the year. Whenever possible, these meetings will be held on the Fourth Monday of each month.

Section B

Quorum: For all regular meetings a quorum shall consist of at least one officer and a majority of the Directors. All outcomes will be determined by a majority vote.

Article V – OFFICERS

Section A

The Officers shall consist of President, VP of Travel, VP of Intramural, VP of Communications, VP of Marketing, VP of Coaching, Secretary, and Treasurer. Each officer shall be elected to a two year term.

Section B

Nominations and Elections:

1. The President will appoint a Nomination/Election Committee at the August general membership meeting. The Committee will prepare a slate of candidates and present it at the October general membership meeting. After the slate of candidates is presented and nominations are taken from the floor, the nominations will be closed and a ballot will be prepared for the November general membership meeting. The election will be held at the November general membership meeting. The new officers and directors will assume their duties at the December general membership meeting.

2. All nominees must be a general member in good standing of the Corporation with a minimum of one year active participation with the exception of the President who must have been a member of the Executive Council at least one year or a Director for two years. Also, the nominees must have attended at least two (2) meetings of either the Executive Council or general membership as recorded by the Secretary's minutes.
3. Voting will be by secret ballot by the general membership. To be able to vote a member must have attended at least 2 meetings in the prior 6 months and 4 meetings in the prior year.

Section C

Duties:

1. The President shall preside at all general membership and Executive Council meetings of the Corporation and shall perform all duties incident to this office and other duties as required. .
2. A Vice-President shall be the acting president in the absence of the President and shall perform all duties incident to this office. A Vice-President shall also be responsible for the logistics and administration of MUSC as directed by the President or Executive Council.
3. The Secretary shall record and prepare meeting minutes, notify Executive Council members on all matters pertaining meetings, notify the general membership of meetings, obtain clearances from volunteers and employees, and such duties as directed by the Executive Council.
4. The Treasurer shall be responsible for the accounting of all funds of MUSC, filing any tax returns due, and maintaining the MUSC bank accounts. The Treasurer shall submit a written financial report for approval at each Executive Council meeting and present a verbal report at the next general membership meeting according to accepted accounting procedures.

Section D

Any appointed positions as deemed necessary will be appointed by the Officers of the MUSC.

Article VI – DIRECTORS

Section A

The Directors, in conjunction with the Officers, shall be vested with management of the affairs of the Corporation and shall manage the same in conformity with the provisions of the By-Laws and the Rules and Regulations of the Corporation.

Section B

The Directors shall consist of the following members:

1. The Director of School District Affairs.
2. The Director of Purchasing.
3. The Director of Fundraising.
4. The Director of Facilities and Equipment.
5. The Director of Uniforms
6. The Director of Intramural Registration.

7. The Director of Volunteers.
8. The Director of League Representation (one for each league)
9. The Director of Rules & Referees.
10. The Director of Township Affairs (one for each Township)
11. The Director of Web Site
12. Any other Director added by the Executive Council

Section C

Duties:

- 1) VP of Coaching:
 - i) Develop and administer a program to recruit the necessary coaches for MUSC.
 - ii) Arrange for state certification and training for MUSC coaches.
 - iii) Communicate necessary information to all MUSC coaches in a timely fashion.
 - iv) Act as a liaison between EPYSA and the club.
 - v) Develop and administer a program to conduct yearly coach's evaluations.
 - vi) Annual parent evaluation of coaches is issued and presented to the Executive Council in January.
- 2) VP of Travel Soccer:
 - i) Acts as the coordinator or liaison between participating Soccer League(S) and MUSC.
 - ii) Attends monthly meeting of participating Soccer League(s) on behalf of MUSC.
 - iii) Responsible for dissemination of all information to MUSC and Club coaches concerning the participation Soccer League(s).
- 3) VP of Intramural Soccer:
 - i) Develop a staff to administer the MUSC Intramural program.
 - ii) Actively solicits coaches for the various age levels within the Intramural program while working with the Director of Coaching or his designate.
 - iii) Works with the Director of Purchasing to secure uniforms, balls, and other equipment needs.
- 4) The School District Liaison:
 - i) Acts as coordinator or liaison between Methacton School District and MUSC.
 - ii) Completes all field and gym use permission forms and files them on a timely basis with the Methacton School District.
 - iii) Acts as a master scheduler for outdoor and indoor fields for practice schedules and times (not games).
- 5) The Director of Purchasing
 - i) Orders balls, nets, equipment, trophies and other needs of MUSC with the approval of the Executive Council.
 - ii) Investigates new sources of supplies for equipment and makes appropriate recommendations to the Executive Council.
 - iii) Must work to control spending in accordance with adopted budget.

- 7) The Director of Fundraising:
 - i) Meets with the Executive Council to define fundraising needs and opportunities.
 - ii) Manages fundraising projects in cooperation with coaches and club, and supervises fundraising volunteers.
 - iii) Serves as liaison to the Executive Council for all fundraising activities.

- 8) VP of Communications:
 - i) Responsible for production of MUSC newsletter.
 - ii) Solicits input from travel and intramural coaches for articles and team updates.
 - iii) Serves as liaison to the Executive Council for all PR activities.
 - iv) Responsible for maintaining MUSC website.

- 9) The Director of Facilities and Equipment:
 - i) Establishes an asset management program for all equipment that should be returned at the end of the season.
 - ii) Coordinates distribution of purchased items.

- 10) The Director of Intramural Registration:
 - i) Responsible for coordination of all Intramural registration in accordance with participating Soccer League(s) rules and regulations.
 - ii) Responsible for timely submittal of all registration to participating Soccer League(s) and EPYSA.
 - iii) Responsible for submitting insurance applications to EPYSA for and Intramural soccer.
 - iv) Coordinates under the guidance of the Director of Registration the intramural registration process.

- 11) The Director of Volunteers:
 - i) Works with MUSC community to locate volunteers for open positions.
 - ii) Communicates with parents to locate volunteers for special projects.
 - iii) Helps to communicate the nature of volunteer positions and the time commitment required.
 - iv) Identifies and recruits for new volunteer positions as needed.

- 12) The Director of League Representation:
 - i) For each travel league MUSC plays in this Director will represent MUSC.
 - ii) Coordinate all league registration and scheduling process.
 - iii) Assist coaches in registration process.

- 13) The Director of Rules & Referees:
 - i) Works with Director of Intramural to coordinate referees for spring and fall intramural league play.
 - ii) Aids in recruiting new referees.
 - iii) Coordinates referees clinics.
 - iv) Notifies club of any rule changes impacting organization.

- 14) The Director of Township Affairs:
 - i) Acts as club representative in working with local townships.
 - ii) Secures fields for access and play during years.
 - iii) Coordinates rain-out cancellations with Township and Intramural/Travel Directors.

- 15) The Director of Web Site:
 - i) Manages MUSC web site as a primary means of communication with community.
 - ii) Assists coaches seeking team sites.
 - iii) Collaborates with Directors of Travel & Intramural to ensure content is up to date.
 - iv) Works with Director of Fundraising and Communication on sponsorship and advertising activities.

- 16) The Director of Uniforms:
 - i) Provides parent email addresses to third party vendor so that invitations to order uniforms can be emailed.
 - ii) Receives uniform orders from third party vendor.
 - iii) Distributes uniform orders to coaches.

Article VII – THE EXECUTIVE COUNCIL

Section A

The Executive Council shall consist of the Officers of MUSC

Section B

The Executive Council shall meet at least once a month and they shall submit a report of their activities at each general membership meeting. The report shall be based on the work and finances of the Corporation. Failure to attend two consecutive Executive Council meetings shall be subject to review by other members of that Board.

Section C

The Executive Council shall have the power to fill all vacant Officer and Director positions. The appointee shall serve in that position for the unexpired term of that office.

Article VIII – EMPLOYEES

Section A

The Executive Council shall be responsible for any employees of the Corporation. The duties of any such employee shall be determined by the Executive Council. Positions: to be announced.

Article IX – COMMITTEES

Section A

The President of the Corporation shall have the power to appoint special committees as needed.

Article X – COACHES

Section A

Travel Coaches:

1. Selection of Coaches: The Coaching Committee will set up a coach selection team comprised of three current coaches and one member of the Executive Council. This body will be charged with recruiting of potential new coaches, the interviewing of candidates and the final selection (pending approval of Executive Council). The Coaching Committee will develop and publish a list of responsibilities, activities and expectations for travel coaches which will be reviewed with all finalists in the selection process. An application form will be developed and used by prospective candidates. Prospective candidates and existing coaches wishing to reapply must submit an application form to the Coaching Committee for final approval.
2. Curriculum for Coaches: Coaching clinics will be developed and delivered for coaches, as allowed by the budget. Each year, the Coaching Committee will meet to develop the training curriculum and topics for the clinics and workshops to be held the next calendar year. This will be presented for Executive Council and budget approval.
3. Coaches Conduct: Each coach is expected to attend at least 3 of the 4 quarterly clinic sessions as sanctioned by MUSC. It is recommended that these clinics be conducted by an outside certified coach/instructor with assistance from the Coaching Committee.
4. Licensing and Certification: Any travel coach within one year of appointment must obtain a state level license, "E" level preferred, "National Youth Module Course" accepted for the first year only. MUSC will pay for all fees required for the state level license. MUSC will endeavor to host at least an "E" level course each calendar year.
5. Evaluation of Coaches: The basis of all coaches evaluation will be based on the perceived improvement and teaching of both technical and tactical skills. Upon request to the Coaching Committee and Executive Council, an informal observation by a member of the Coaching Committee or an outside coach will be conducted. An informal meeting will be held to discuss the results of the observations. No emphasis should be placed on whether a coach is having a winning season or not, but merely on improving both the technical and tactical skill of the team.
6. Individual Team Assistance: The MUSC Coaching Committee will develop and issue a list of approved trainers. Additional prospective trainers can be added to the list by approval of the Coaching Committee. MUSC will not be responsible for the fees and/or expenses of any trainers used.
7. Retention/Removal of Coaches: Removal of coaches will be the responsibility of the Director of Coaching or Coaching Committee and the Officers of the Club.

Section B

Intramural Coaches: Any and all items listed in "Section A" should apply, if applicable.

Article XI – FINANCE

Section A

Budget:

1. The Treasurer and the Budget Committee shall prepare an operation budget for the next calendar year. The Executive Council must ratify or reject the budget within 30 days or it is approved. The ratified operating budget will be presented to the general membership at

the general meeting. All unbudgeted expenses must be approved by the Executive Council. The Treasurer will indicate all unbudgeted expenditures on her/his regular report.

2. The Executive Council shall prepare/modify a five year plan including the expected disposition of Long Term Funds and the expected levels of reserve necessary to protect MUSC. This plan shall be presented by January 31st and be revised and updated yearly.
3. The Executive Council shall be responsible for the security of all funds raised in the name of MUSC.
4. All contracts (contracts covering a period of more than one fiscal year or dollar amount greater than \$5,000) must be approved by the Executive Council. All contracts will require one (1) signature. One signature must be that of the President of the Corporation, the second signature may be that of any other Officer of the Corporation.

Section B

Management of the Corporation Funds:

1. The Corporation will require one signature on all checks. One signature must be that of the Treasurer, the second signature may be that of any other Officer of that Corporation. A check may not be signed if it is missing the payee, the amount, or both.
2. Checks over \$10,000 will require two (2) signatures.
3. The treasurer will provide a copy of the bank statement to the President on a monthly basis.
4. All deposits must be made on numbered, duplicate deposit slips.
5. All bills, invoices, contracts, bank statements, and any other statements reporting assets and liabilities of the Corporation must be addressed to MUSC's post office box. Someone other than the Treasurer must receive and open all mail. All late notices reporting delinquent amounts due must be reported to the Officers immediately upon receipt.
6. All cash taken in must be accounted for and given to the Treasurer and then receive a signed receipt.
7. Any bills paid by cash must have a receipt for accountability.
8. The Executive Officers shall direct an annual audit by January 31 and a mandatory audit at the end of the term or resignation of the Treasurer. The audit will be presented to the Executive Council within 30 days.
9. No contract or expenditure may be made in MUSC's name by any person other than the Director of Purchasing.

Section C

Limitation on use/application of Corporation funds:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Member, Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance for the purposes.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on

behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article XII – POLICIES OF MUSC

1. The Executive Council (EC) will determine what policies are needed for MUSC.
2. The process for a new policy or a change in a policy will be:
 - a. An Officer will present a new policy or change in policy to the EC.
 - b. The EC will vote on the proposed policy. If by simple majority the EC approves the policy the EC will present the policy to the Members at the next membership meeting.
 - c. The EC will set a period of discussion on the policy by the members
 - d. The EC will set a vote for the policy. Voting may be completed via email.
 - e. All Officers and Director will be entitled to vote on the policy.
 - f. The policy will be accepted or rejected based on a simple majority of the voters.

Article XIII – DISCIPLINE

Section A

1. Treat teammates, coaches, volunteers and others with respect.
2. Be courteous to referees and other game officials.
3. Never use foul language.
4. Always show good sportsmanship.
5. Never argue with or respond to provocations of opposing players, coaches, and parents.
6. Abuse of volunteers whether verbally or by email will not be tolerated.
7. Physical abuse of any Member of the club, volunteer for MUSC will be an automatic expulsion from MUSC

Section B

Disciplinary Action:

1. Charges of misconduct by a general member or coach of the Corporation will be presented to the Officers for review and action.
2. Charges of misconduct by an Officer of the Corporation or a member of the Directors will be presented to the Executive Council for review and action.
3. It will be a requirement of MUSC for every coach, assistant coach, member of the Executive Council, and any volunteer designated by the Executive Council to complete an EPYSA Disclosure Form.
4. Disciplinary action will be taken in accordance with the annual policy determined by the Executive Council.

Article XIV – BY-LAWS

Section A

Any proposed changes to the By-Laws must be submitted to the Executive Council in writing.

Section B

The Executive Council will receive the proposed change to the By-Laws and take it under advisement. After 30 days review, the Executive Council shall report back to the general membership within 60 days.

Section C

The proposed change must be carried by a two-thirds vote of the Executive Council. Vote may be done via email.

Section D

At the beginning of each season, members of the Executive Council, Coaches, Assistant Coaches, and Referees shall be given a copy of the current By-Laws.

Section E

A copy of EPYSA's Constitution and By-Laws shall be available through the MUSC Secretary.

Article VV – INDEMNIFICATION

Section A

The Corporation shall indemnify any person and/or organization who was or is 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 by reason of the fact that such person and/or organization is or was a Member, Director, Officer or Employee of the Corporation or is or was serving at the request of the corporation as a Member, Director, Officer or Employee of another Corporation, domestic or foreign, non-profit, partnership, joint venture, trust or other enterprise against expenses including attorney's fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by such persons and/or organization in connection with such action, suit or proceeding, to the extent and under the circumstances permitted by the applicable Corporation Law of the Commonwealth of Pennsylvania. Such indemnification (unless ordered by a court) shall be made as authorized in a specific case upon a determination that indemnification of the member, Director, Trustee, Officer or Employee is proper in the circumstances because such person and/or organization has met the applicable standards of conduct set forth in the applicable Corporation Law of the Commonwealth of Pennsylvania. Such determination shall be made:

- a) by the Board of Directors of a majority vote of a quorum consisting of Directors who were not, and are not, parties to or threatened with any such action, suit, or proceeding;
or
- b) if such a quorum is not attainable, or if a majority vote of a quorum of disinterested Directors so directs, in a written opinion by independent legal counsel meeting the requirements of independence required by the applicable Corporation Law of Pennsylvania; or

- c) by the Court of Common Pleas of the court in which such action, suit or proceeding was brought.

Section B

The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Corporation's Articles of Incorporation, these by-laws, any agreement, vote of the Members, or disinterested Directors otherwise, and shall continue as to a person who has ceased to be a Member, Director, Officer or Employee, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section C

The Corporation may pay expenses, including attorney's fees, incurred in defending any action, suit or proceeding referred to this Article XIV of these By-Laws in advance of final disposition of such action, suit or proceeding as authorized by the Directors in the specific case, upon a receipt of an undertaking or by or on behalf of the Member, Director, Officer or Employee to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation.

Section D

The Corporation may purchase and maintain insurance on behalf of any person and/or organization who is or was a Member, Director, Officer or Employee of the Corporation, or is or was serving at the request of the Corporation as a Member, Director, Trustee, Officer or Employee of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status of such, whether or not the Corporation would have the power to indemnify him against such liability.

Section E

Pursuant to Title 42 of the Pennsylvania Consolidated Statutes, Section 8364, as added by Act No. 145 of November 28, 1986, effective January 27, 1987, a Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless:

- 1) The Director has breached or failed to perform the duties of his office, as set forth in Section 8363 of Title 42 of the Pennsylvania Consolidated Statutes, as added by Act No. 145 of November 28, 1986, including his duties as a member of any committee of the Board of Directors upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances; and
- 2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

In performing his duties, a Director may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (i)

one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or other persons as to matters which the Director reasonable believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith, however, if he has knowledge concerning a matter which would cause his reliance of any of the foregoing to be unwarranted. In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of such person's fiduciary standard of care. In addition, absent any breach of fiduciary good faith or self-dealing actions taken by a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

This Article shall not apply to a Director's responsibility or liability under any criminal statute or a Director's liability for payment of taxes under any local, State or Federal law.

Article XV – DISSOLUTION

Section A

In the event of dissolution of the Corporation, all previous outstanding obligations of the Corporation shall be paid in full, and the remaining assets of the Corporation shall go to a general soccer Corporation (such as EPYSA, USYSA, or a similar organization) exempt under Section 501(c)(3) of the Internal Revenue Code.