

BY-LAWS OF NORTHFIELD DYNAMOS YOUTH SOCCER INC

ARTICLE I: NAME, OFFICE, SEASON, PURPOSE, AFFILIATIONS

1.01 Name

Northfield Dynamos Youth Soccer Inc. Tax ID # 03-0368371 VT Reg # 450-030368371F-01. Northfield Dynamos Youth Soccer Inc. shall hereafter be referred to as "the Club" or "Dynamos Soccer Club" in these by-laws.

1.02 Principal Office

The principal office of the Club shall be located at P.O. Box 8, Northfield, Vermont or wherever the Board of Directors of the Club shall from time to time designate the location of the principal office. The Board of Directors shall hereafter be referred to as "the Board" or "Board of Directors" in these by-laws.

1.03 Season

The season begins the first day of August and ends the last day of July.

1.04 Purpose

The purpose of this Club shall be defined by its Mission Statement. The Club and its Board of Directors are responsible for developing and implementing those policies and activities that best meet the spirit of the Statement within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Mission Statement: Dynamos Soccer Club (DSC) is an all-volunteer organization created to provide soccer development programs for the Northfield and surrounding communities. We are committed to providing safe, instructional, recreational and competitive opportunities for boys and girls to participate in soccer. We encourage positive coaching, mutual respect and good sportsmanship. Participation in Dynamos soccer is intended to build self-confidence, discipline and selflessness as a result of working within and for team goals.

1.05 Prohibited Activities

Notwithstanding any other provisions of these articles, the Club shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

1.06 Affiliations

United States Youth Soccer Association (USYSA), Vermont Soccer Association (VSA), Vermont Soccer League (VSL)

ARTICLE II: MEMBERS

2.01 Membership

The membership of the Club shall consist of the following voting and non-voting members:

Voting Members:

Board Members - Those elected to the Board of Directors

Club Members - Coaches, managers, player parents and/or legal guardians

Contributing Members - Defined as all persons who have contributed something of value to the club and to whom the Club wishes to express its gratitude.

Non-Voting Members

Player members - All registered players

2.02 Membership Responsibilities/Code of Conduct

It is the obligation of each member to adhere to the By-Laws and the policies of this organization and to those affiliated organizations in all matters pertaining to local, state, regional, national, and international competition or other activities carried out by or under the name of the organization. Such obligations are a condition of membership.

2.03 Meetings

The Board, as outlined in Article III paragraph 3.02, will meet throughout the season as needed. The purpose of these meetings will be to handle the business of the Club throughout the year. The Board will hold a minimum of two meetings per year other than the December and Annual meetings that are open and announced to all members. The Board reserves the right to hold closed meetings to discuss sensitive and private matters.

2.04 Annual Meeting

The general membership shall meet at least once per year. Meetings will be held within the town of Northfield, VT. The time of this meeting will be January. The purpose of this meeting will be to perform the following:

- A. A review of the minutes of the previous year's meeting.
- B. President's report to the membership.
- C. Treasurer's report.
- D. Election of the Club Board of Directors.
- E. Consideration of proposed modifications to the by-laws
- F. New Business – Any business to be placed on the agenda of the Annual meeting must be submitted to the Secretary of the Club no later than ten (10) days prior to the Annual meeting.
- G. At large
- H. Robert's Rule of Order will be in effect.

2.05 Method of Voting

Each voting member, as outlined in Article II Paragraph 2.01, Voting Members List shall be entitled to vote on each matter submitted to a vote at the Annual meeting. Each player's family or legal guardian will carry one vote for each player, not to exceed two votes per family, as will members through volunteer status. At the Annual meeting votes will be taken via Australian Ballot and absentee ballots will be accepted if received by the Secretary of the Club via the Club Post Office Box 8 Northfield VT 05663 at least two days prior to the Annual meeting. Ballots will remain unopened until the time of the vote and will be counted by election officials at the Annual meeting.

2.06 Special Meeting

Special meetings of the members, for any purpose or purposes, may be called by the Boards.

2.07 Notice of Meetings

It is the intention of the Board to publicize the December and Annual meetings and two other meetings throughout the year. Through means such as, but not limited to the Club's website, email, Northfield Channel 7, and local newspapers.

2.08 Quorum

The majority of the members at a meeting constitutes a quorum at both Board meetings and the Annual meeting.

2.09 Majority Vote

When a quorum is present at a meeting, the vote of the majority of the members present in person, shall decide any question brought before the meeting.

2.10 Record Date

In the absence of any action by the Board, the date upon which the notice of the meeting is mailed shall be the record date.

ARTICLE III: Directors

3.01 Management

The business, management and control of the Club and its affairs, funds and property shall be vested in a Board of Directors consisting of the elected officers. The Board shall have the power to make, adopt, alter or repeal such policies and determinations for and in respect to the operation and control of the Club and its affairs and purposes, as it may deem appropriate.

3.02 Number and Terms

The number of directors of the Club upon adoption of these By-laws shall consist of not less than five (5) and not more than nine (9) members as set forth in the By-Laws who shall serve until the expiration of their respective terms and until their successors are elected and qualified. Each director elected shall hold office for a term of one (1) year and until his successor shall be duly elected and qualified. Directors may be elected to serve consecutive terms. The term of each director will begin three (3) days after the Annual meeting and terminate at the Annual meeting at the completion of their term.

3.03 Nomination

Each year a slate of names will be presented at the December meeting and placed into nomination to be voted upon at the Annual meeting in January. This slate will be assembled by the Secretary of the Club and will include any eligible candidate for each position they so choose to hold for the upcoming year. This slate will be presented and voted on separately by position at the Annual meeting of all the members of the club. This slate will be complete and final at the close of the December meeting of the Board and any member seeking to hold office needs to send their name and desired position in to the Secretary prior to the December meeting. The Board shall also solicit candidates for any vacancies created by an increase in the size of the Board. There will be no "at large" nominations during the Annual meeting or after the close of the December meeting. The perspective slate of candidates will be listed as part of the

published agenda for the Annual meeting.

3.04 Qualifications

Directors shall be members of the Club in good standing.

3.05 Resignations

Officers may resign by submitting a written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board. Acceptance of the resignation by the Board of Directors shall not be necessary to make it effective.

3.06 Removal

Officers may be removed from office for reasonable cause and by due process by vote of the membership or the board of directors.

3.06.1 Removal or Resignation of President

In the event the President resigns or is removed the Vice President shall assume the duties of the President for the remainder of the current term.

3.07 Vacancies/Replacement

Any vacancy occurring in the Board may be filled by an affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall hold office until the expiration of the term of the director replaced and until his successor is duly elected and qualified.

3.08 Election of Directors

The directors elected each year shall be elected by a plurality vote of the members at the Annual meeting.

3.09 Place of Meeting

Meetings of the Board, regular or special, shall be held at the place stated in the notice of the meeting.

3.10 Special Meetings

Special meetings of the Board may be called by a director either personally, by mail, by fax or by e-mail.

3.11 Procedure

The Board shall keep regular minutes of its proceedings. The minutes recorded and signed by the Secretary shall be placed in the minute book of the Club.

3.12 Committees

The Club shall have committees, as the Board shall from time to time create. The members of the committee can consist of directors as well as Members-at-Large.

ARTICLE IV: Officers

4.01 President

The duties and responsibilities of the President shall include the following:

- A. To preside at all meetings of the membership and board of directors.
- B. To establish committees as required for administering and managing the programs and business of this organization, subject to the approval of the Board.
- C. To serve as a liaison between the club and other organizations.
- D. To serve as general representative of the club in all matters.
- E. To carry out such other and further duties from time to time that are assigned by the board of directors.

4.02 Vice President

The duties and responsibilities of the Vice President shall include the following:

- A. To assist the President as necessary.
- B. To exercise the duties and responsibilities of the President in their absence.
- C. To carry out such other and further duties as from time to time are assigned by the board.

4.03 Secretary

The duties and responsibilities of the Secretary shall include the following:

- A. To record and publish minutes of all memberships and board of director meetings.
- B. To give proper notice of all membership meetings and other organized events.
- C. To attend and be custodian of all office assets, correspondence and records of the organization.
- D. To publish and distribute minutes, notices, and other communication as requested.
- E. To provide Club communications through available social media avenues.

F. To carry out such and further duties as from time to time are assigned by the board of directors.

4.04 Registrar/Treasurer

The duties and responsibilities of the Registrar/Treasurer shall include the following:

- A. To coordinate, direct and ensure the registration of all Dynamos players for each season.
- B. To maintain an adequate supply of forms that may be needed by teams and/or players.
- C. To interact with the state registrar on all matters pertaining to the registration of Dynamos teams and/or players.
- D. To maintain current roster and other pertinent information for each Dynamos team and for all registered players.
- E. To keep a detailed account of the income and expenses of the club
- F. To submit appropriate financial statements at membership and board of director meetings
- G. Will have signing rights to the Club checking account
- H. To solicit supplies for Dynamos uniforms, patches and other playing equipment for approval by the board of directors
- I. To carry out such other and further duties as from time to time are assigned by the board.

4.05 Scheduler:

The duties and responsibilities of the Scheduler shall include the following:

- A. To act as Club coordinator regarding scheduling with other towns
- B. To carry out such other and further duties as from time to time are assigned by the board.

4.06 Fundraising Coordinator

The duties and responsibilities of the Fundraising Coordinator shall include the following:

- A. Responsible for developing and overseeing the fundraising activities of the club.
- B. To carry out such and further duties as from time to time are assigned by the board of directors.

4.07 Field Manager

The duties and responsibilities of the Equipment Manager shall include the following:

- A. To provide Annual budget planning input to the treasurer and board regarding equipment costs.
- F. To carry out such other and further duties as from time to time are assigned by the board.

4.08 Coaching Coordinator

The duties and responsibilities of the Coaching Coordinator shall include the following:

- A. Responsible for the solicitation of qualified and competent coaches at all team levels.
- B. Providing continuous opportunities for training and developing coaches' skills
- C. Set clear expectation and guidelines for all the associations coaches to follow
- D. Keep coaches informed of any board actions/decisions
- E. To plan, organize, record, report and otherwise coordinate the ordering, delivery and distribution of uniforms, patches, and other playing equipment.

4.09 Club Member At Large

This member cannot be a current coach, team manager, or player. The duties and responsibilities of the club members at large shall include the following:

- A. To act as a fact finder for any infractions by a member or player during a game or time spent in and around an official Club event.
- B. To report to the Board all reported infractions
- C. To act as liaison between parents and the Board.

4.10 Website Administrator

The duties and responsibilities of the webmaster shall include the following:

- A. To maintain the club's website with information as requested by the Board.

ARTICLE V: Amendment of By-Laws

5.01 Amendment Procedure

Any proposal to amend, adopt or repeal the by-laws of this Club shall be made by any member of the Board. Such adoption, amendment or repeal shall be proposed to the membership in writing thirty (30) days in advance of the membership meeting held in January. If required because of an urgent requirement, the President may upon his/her discretion propose an adoption/amendment/repeal to the by-laws with the thirty (30) day notice of written notification to the membership of a special meeting to vote and obtain approval of the membership for the proposed change(s).

ARTICLE VI Dispersal of Assets

6.01 Dissolution of the Corporation

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.