

WALLKILL VALLEY TRAVEL SOCCER CLUB BYLAWS
(Last Revised - March 2015)

I. NAME

The club shall be known as the "Wallkill Valley Travel Soccer Club" here and after referred to as the "Club" or "Organization".

II. PURPOSE

To promote and encourage the game of soccer in the towns of Hardyston, Ogdensburg, Hamburg and Franklin at the Travel level. The Club shall endeavor to develop players for success at the high school level by fielding competitive teams, educated coaching, individual technical and tactical training and healthy public exposure. One of the key metrics for success shall be measured by college scholarship offers to the players

The Organization is organized for exclusively religious, charitable, educational and scientific purposes 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, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3) of the Internal Revenue Code of 1986. Specifically, the Organization will provide youth sports programs to the community.

III. OFFICES

The principal office of the Organization in the State of New Jersey, shall be located in the County of Sussex. The Organization may have such other offices, either within or without the State of New Jersey, as the Board of Directors may designate or as the business of the Organization may require from time to time.

IV. INDEMNITY

The Organization shall indemnify its directors, officers and employees as follows: (a) Every director, officer, or employee of the Organization shall be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been a director, officer, employee or agent of the Organization or is or was serving at the request of the Organization as a director, officer, employee or agent of the organization, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he/she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification

herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Organization. (b) The Organization shall provide to any person who is or was a director, officer, employee, or agent of the Organization or is or was serving at the request of the Organization as a director, officer, employee or agent of the organization, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law. (c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VI

V. CONFLICTS OF INTEREST

A. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations.

B. Definitions

- i. Interested Person - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- ii. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, (b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
- iii. Compensation - includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section C.ii, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

C. Procedures

- i. Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- ii. Determining Whether a Conflict of Interest Exists - After disclosure of the financial

interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

iii. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

E. Records of the Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain: (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest is present, and the governing board's or committee's decision as to whether a conflict of interest in fact exists. (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

F. Compensation

- i. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization is precluded from voting on matters pertaining to that member's compensation.
- ii. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- iii. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- iv. The majority of our Board of Directors will be non-salaried and will not be related to salaried personnel or to parties providing services. In addition, all compensation decisions will be made by the Board of Directors.
- v. Further, all compensation paid will be reasonable and will be based on the following factors: (a) the type and amount of compensation received by others in similar positions, (b) the compensation levels paid in our particular geographic community, (c) the amount of time the individual spends in their position, (d) the expertise and other pertinent background of the individual, (e) the size and complexity of our organization, and (f) the need of our organization for the services of the particular individual.

G. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, (c) has agreed to comply with the policy, and (d) understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

H. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

I. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

A. Contracts

The Board of Directors may authorize any officer/s, agent/s, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

B. Loans

No loans shall be contracted on behalf of the Organization and no evidences 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.

C. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization, shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board of Directors.

D. Deposits

All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select.

VII. MEMBERSHIP

A. Membership Class

There shall be only one class of members: Active. Only Active members shall have the right to vote. Only active members that are residents of the Districts shall have the right to hold an elective office in the Club.

B. Active Members

Active members of this Club shall be coaches, assistant coaches, managers and active volunteers as approved by the Board of Directors.

C. Membership Regulation

All members shall abide by this Bylaws, all rules and regulations as adopted by the Board of Directors, as defined herein and all applicable rules and regulations of the County, State and National Association with which this Club is affiliated.

D. Member Conduct

All players, coaches, managers and parents shall be required to abide by the various codes of conduct that are required for their respective positions. These include state and league code of conduct policies as well as Club code of conduct policies.

E. Membership Termination

Membership in this Club may be subject to termination for participating in actions, in organizations, or in such activities as is deemed reprehensible and in violation of the purposes of this Club. The Board of Directors shall afford a member a hearing. A majority vote of the Board of Directors present at said meeting shall be necessary for termination of membership.

Members whose membership has been terminated for any reason previously stated in this Article shall not have any dues returned to them for the unexpired portion of their membership.

Members whose membership has been terminated who have also incurred debts shall be liable for all such debts

VIII. ELECTED OFFICERS

A. Definition

The elected Officers of this Club shall be as follows: President, Vice President, Registrar, Treasurer, League Contact, Field Scheduler and Secretary. The officers shall be elected for a term of one (1) year at the June membership meeting as outlined in XI of this Bylaws and shall hold office for one (1) fiscal year or until their successors are elected.

B. President

The President shall preside at all meetings of the Board of Directors, and at all general membership meetings of the Club. He/she is empowered to call meetings of the Board of Directors or general meetings at any time for good cause. He/she shall appoint the chairperson of all committees. The President shall have overall responsibilities for the program.

C. Vice President

The Vice President shall assist the President in all activities of the President. In the absence of the President or his/her inability to act, perform all the duties of the offices of the President. In the event the Vice President is unable to perform the duties of the Vice President then the League Contact shall perform them.

D. League Contact

The League Contact is the liaison between the Club and Morris County Youth Soccer Association. All correspondence between the Club and Morris County Youth Soccer Association will be by the League Contact.

E. Secretary

The Secretary shall keep a record of the proceedings of the Club. The books and records shall be available at the meetings and shall be delivered to his or her successor in office. The Secretary shall undertake all correspondence within the Club with the approval of the President.

F. Treasurer

The Treasurer shall be responsible for maintaining the Club's status as a non-profit organization under IRS guidelines. The Treasurer shall make all disbursements of money and shall render a report of all receipts and disbursements at each regular meeting of the Club. The Treasurer shall collect all revenues and shall make a full report of the finances at each meeting. Treasurer shall produce statements from the Financial Institution reporting club account balances on a quarterly basis.

G. Field Scheduler

The Field Scheduler will coordinate all indoor and outdoor field space and will, maintain all of the field and game schedules. In addition, the Field Scheduler shall serve as the Kids Safe Coordinator and Megan's Law Contact. This person shall be responsible for the implementation of the Kids Safe/Megan's Law programs pursuant to State and Federal guidelines.

H. Registrar

The Registrar shall be responsible for overseeing and approving all player and coach membership paperwork. In addition, the Registrar shall be responsible for filing the same with the Morris County Youth Soccer Association.

IX. NON - ELECTED VOLUNTEERS

A. Webmaster

The Webmaster shall have the responsibility to maintain the Club website with information updated periodically.

X. BOARD OF DIRECTORS

A. Definition

The Board of Directors shall consist of the President, Vice President, Registrar, Treasurer, League Contact, Field Scheduler and Secretary.

B. Function

It shall be the function of the Board of Directors to oversee the affairs of the Club and to make policy recommendations for the adoption of the general membership. The Board of Directors will make recommendations to the Club, set rules and regulations and shall perform such other duties as are specified in these articles.

C. Vacancies

The Board of Directors by majority vote shall appoint a member to fill any position that may become vacant.

D. Absenteeism

A member of the Board of Directors who fails to attend three (3) consecutive meetings of the Club shall there by forfeit his or her office as a member of the Board unless excused by a majority vote of the Board of Directors.

E. Compensation

No Officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

F. Presumption of Assent

A Officer of the Organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

XI. VOTING

A. Board of Directors

When items are put to vote with the Board of Directors, each position shall have one vote. Board members acting in the capacity of two or more positions shall only be permitted to vote once. In the instance of a tie, the President's vote shall be the tiebreaker.

B. Election Voting

Any member of the board that is not affiliated with a team shall cast one vote and each team shall cast one vote at the annual election or at a special election to fill a vacancy shall be by secret ballot or by a show of hands whichever the majority of members prefer.

Voting by proxy shall not be permitted.

Any candidate for any of the Officers must reside in one (1) of the Districts to be eligible to run for office. A candidate of President must have been an active member for at least one (1) year.

In the event there is more than one (1) candidate for the same office then the candidate receiving the majority of the votes cast shall be the winner

C. General Voting

Any member of the Board that is not affiliated with a team shall be permitted to cast one vote and each team shall be permitted to cast one vote on any matter that comes before the general membership.

Voting at all meetings of the Club shall be by a show of hands.

Voting by proxy shall not be permitted.

XII. MEETINGS

A. General Meetings

The Board of Directors shall determine the time and location of each meeting at conclusion of the previous meeting. Typically, the General meeting shall occur on the first Thursday of the month at 8 PM during the following months: March, June, August, and November.

Fifty percent (50%) of the Board of Directors, one of which must be the President, Vice President or League Contact, shall constitute a quorum at the Club meetings for the transaction of business.

The meetings will follow parliamentary of procedures by Roberts Rules of Order for conducting all meetings of the Club.

- Flag salute
- Call to order
- Reading and approval of minutes
- President's Report
- Treasurer's Report
- Vice President Report
- Unfinished business
- New business
- Announcements
- Adjournment

General meetings shall be recorded

B. Board Meetings

Should a Board Meeting be required, it is at the discretion of the Board Members to determine the time, location and procedures to be followed for such meeting

XIII. PUBLIC RELATIONS

The Club will take no public position on any issue unless this action shall have been approved at a meeting of the Board of Directors.

Only the President or his or her representative shall presume to speak for the Club.

XIV. FISCAL POLICY

A. Non-Profit

The Club shall be a non-profit entity as defined by the IRS regulations. It shall be the primary responsibility of the Treasurer to ensure that the Club maintains this status.

B. Fiscal Year

The fiscal year of the Club shall begin on the first day of July and end on 30th day of the June, for the purpose of maintaining financial and player records.

C. General Account

The General Account shall be maintained to pay for the necessary dues, fees, equipment and other items as approved by the Board.

Access to the General Account shall be held by both the Treasurer and the President (or designee) at all times. The Treasurer shall have primary access to the account. The President (or designee) shall have secondary access to the General account and shall only access the General Account with the approval of two other board members if necessary.

The treasurer may spend up to \$200.00 on Club expenditures out of the General Account without the approval of the Board. All other expenditures will require the approval of the Board.

D. Team Fund

Within the General Account, each team will have apportioned a separate fund. Each team shall submit a written annual budget to the Treasurer at the beginning of each fiscal year for approval by the Board. Each team shall have the autonomy to set an annual budget as it deems appropriate for the age, level of competition and level of participation for its respective team.

Teams that combine shall have their respective funds combined

Teams that split apart shall have their respective funds divided in proportion to the number of players each new team accepted from the divided team

U-14 teams and under that dissolve shall immediately forfeit any monies that were apportioned in their separate funds to the overall General Account for use at the discretion of the Board.

U-15 teams and older shall have one full year prior to their funds being forfeited unto the overall General Account for use at the discretion of the Board.

Registration fees may be returned to a player if: (i) a player is not offered a position on a team or (ii) if a player is offered a position on a team and declines within seven (7) days of the offer. No refunds will be awarded after the times specified above for any reason. No refunds will be awarded under any circumstances to a player who voluntarily leaves a team during a fiscal year.

E. Fundraisers

The Club participates in certain fundraising activities throughout the year.

It is at the discretion of each team to participate in those fundraisers.

For sales type fundraising activities (i.e. Yankee Candle), funds raised by each player shall be appropriated to that players' respective team fund.

For summer camp related fundraising activities, funds raised by each player shall be appropriated to that players' respective team fund. Any funds raised on behalf of camp participants not associated with a team at the time of registration shall be credited towards the overall General Account.

For parent/player involvement fundraising activities (i.e. Field clean-up, Community Dance), funds raised shall be appropriated in an equal proportion to volunteer representatives from each team that participated.

F. Financial Assistance

Any eligible youths residing in the Districts, who are unable to pay the full team fees, may have their fees fully or partially waived by a special committee consisting of the President, the Treasurer and the Registrar. All requests for waivers must be in writing. All such requests will be held in private.

G. Dissolution of the Club

In the event that the Club cannot continue and must be dissolved, all monies within the general fund and team funds will be donated to Wallkill Valley Recreation Soccer (a non-profit organization). It will be the responsibility of the recipient of the funds to comply with all tax related matters in receiving those funds.

XV. PLAYER REGISTRATION

A. Eligibility

Residency within Hardyston, Hamburg, Franklin and Ogdensburg is not a requirement for eligibility.

The player's age shall correspond to the requirements of the County and State Association with which the Club is affiliated.

B. Sign-ups and Try-outs

The club will endeavor to hold in person sign-ups on a club wide basis at least once annually. Sign-ups via email and or the website shall be open continually.

All players who have signed-up shall be informed of the next available try-out date for the team which is age appropriate. Each team will hold a try-out at least once annually to allow all eligible players the opportunity for evaluation.

C. Rosters

At the first scheduled Club Board meeting following tryouts, rosters must be presented to the board indicating the team, if the player was part of the previously approved roster, all players that tried out and their residency. Rosters (including coaches and managers) must be approved by the Board.

D. Documentation

Any youth registering with the Club shall submit full payment of fees as determined by their respective team and all documents as required by the Board of Directors before becoming eligible to play.

E. Playing Up

The Club discourages the practice of “playing-up” (a child playing on a travel team where the team age bracket is older than that specific child’s age bracket).

The Club does recognize that in certain cases due to the ability and skill level of a specific player, a “play-up” situation may be in the best interest of that player and the Club. The Club will follow the rules established by the Morris County Youth Soccer Association.

In order for a child to be considered for “playing up” a case must be brought to the Board and the decision will be made by the Board based on the child’s skill level and current circumstances.

The Board will waive this policy when the club forms mixed age group teams.

Grandfathered: All members that were included in team rosters in the Fall 2010 will be “grandfathered” and will continue to be able to play up.

F. Out of Town Players

Players that do not reside within Hardyston, Hamburg, Franklin or Ogdensburg shall be considered out-of-town players.

All players covered by this rule will be considered an out-of-town player in the policies set forth below.

Policy for U-15 and Older

These age groups experience the highest degree of turnover as it is mostly comprised of high school age children that experiment with many activities throughout their eligibility period. Therefore, it has been difficult to consistently form a team comprised solely of District residents. Although that would be the goal of the Club, the coach could without the consent of the Board, form a team that includes out of Districts players. However, 50% of the players must be from the Districts. As long as the composition of the proposed team meets the numerical requirements established, the team will be allowed to participate in the Club’s program.

Policy for U-8 to U-14

The goal of the Club is to provide the players in the Districts with an opportunity to play travel soccer with other players from the Districts, as they will be attending the same high school. It is in the best interest of these children to have the teams made up of at least 75% of residents of

the Districts. Because of the amount of players that are available at this age level, there is no apparent reason why teams cannot meet this requirement.

Premier Teams

A situation may arise when the coaches and players would like to play at a higher level of soccer. In order for a team to participate as a premier travel team within our Club, the team must have at least 50% of its players from the Districts. The Board of Directors for the Club will have final approval for creating a Premier Club Team. The Board of Directors will take into consideration the following information when deciding to qualify a team as a Premier Team: the recommendations of the flight committee; age of players; number of years the players have played; and overall record.

Grandfathered: All registered out-of-town team players that were included in team rosters in the Fall 2010 will be “grandfathered” and will continue to be able to participate in the program sponsored by the Club, providing that there is no gap in their participation status. If, for any reason, their participation is interrupted they will lose their “grandfather” status. Once an out-of-town player is accepted on a Club sponsored team pursuant to the policies above, they will be covered by this “grandfather” rule.

XVI. UNIFORMS

The Club will have a Uniform that has been approved by the Board.

The “Official” club colors are Black, White and Silver. The club uniform will include jersey, shorts and socks.

The Primary (“HOME”) jersey will be White with Black accents. The Secondary (“AWAY”) jersey will be predominantly Black with White accents (either or both).

No other uniform may be worn, except as approved by the Board.

If a team is participating in a tournament and would like to wear an alternative jersey or t-shirt then the team may do so provided the alternative jersey or t-shirt is approved by the Board. The alternate jersey must display the name of the Club.

The Teams utilization of the “club uniform” secondary jersey is optional.

Grandfathered: All registered teams shall be permitted to continue to utilize primary/secondary jerseys that were previously approved for use.

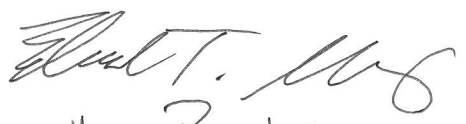
XVII. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted when necessary by a simple majority of the Board of Directors.

APPROVED BY THE BOARD 3/12/15



PRESIDENT



Vice President