

THE RIO RANCHO SOCCER CLUB
BYLAWS

August 18, 1978

Revised Thursday, May 01, 2003

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Article I THE CORPORATION

SECTION 1: NAME

The Rio Rancho Soccer Club, hereunto known as RRSC and/or the Corporation. The Rio Rancho Soccer Club is a nonprofit corporation organized under the laws of the State of New Mexico.

SECTION 2: PURPOSE

The purpose of the RRSC shall be to develop, promote, teach, and administer the game of soccer. The RRSC shall offer its soccer program without the restriction to race, color, religion, national origin, or ability.

SECTION 3: COLORS

The representative colors of the RRSC shall be 51% green (Kelly or Forest) and white or black.

SECTION 4: NATIONAL AND STATE ASSOCIATIONS

The RRSC shall be an affiliated branch of and comply with the authority of the United States Soccer Federation (USSF), United States Youth Soccer Association (USYSA) and the New Mexico Youth Soccer Association (NMYSA).

SECTION 5: AUTHORITIES

The RRSC shall be governed by its Articles of Incorporation, By-laws, General Procedures and Rules except as these are superceded by NMYSA, USYSA or USSF.

SECTION 6: BOARD OF DIRECTORS

The governing authority of the RRSC shall be vested in the Board of Directors and the Executive Committee. The Members of the Board and the powers and responsibilities of each member are designated in Article IV. The Executive Committee and the powers and responsibilities are designated in Article V. Directors may serve with compensation.

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SECTION 7: CORPORATE SEAL

The seal of this corporation shall be in the form of a circle with the words:

"Rio Rancho Soccer Club"

On the circumference, and the lettering in the center shall be"

"Corporate Seal"

This seal shall be in the custody of the Secretary of the Corporation.

SECTION 8: FISCAL YEAR

The fiscal year of RRSC shall begin on the 1st day of June and end on the 31st day of May.

SECTION 9: TERRITORY

The territory of the RRSC shall be generally within District One (1) and Two (2) of the New Mexico Youth Soccer Association (NMYSA) and set from time to time by NMYSA.

Article II MEMBERSHIP

SECTION 1: MEMBERSHIP ELIGIBILITY

A member in good standing of the RRSC shall be any adult who is a parent or guardian of a RRSC registered player or a RRSC registered player who has achieved the age of eighteen (18) or holds an official position within the RRSC. Parents of a single player shall represent one member (one vote), but parents of two or more shall represent no more than two members (two votes). The Board shall have the power to issue (but not required to issue) to Members certificates representing membership in the RRSC. These certificates shall be in such form as shall be determined by the Board. Such certificates may be signed by the President and by the Secretary. These certificates of membership and the rights and privileges of the Members shall not be assignable.

SECTION 2: REQUIREMENTS OF MEMBERSHIP

All Clubs, teams, coaches, players, referees, Board Members, as well as parents and guardians of players and other interested people, shall abide by the By-laws of the RRSC and with all General Procedures and Rules as set forth by the Corporation and all applicable rules and regulations set forth by USSF, USYSA and NMYSA.

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SECTION 3: GOOD STANDING

- A. To be in good standing with the RRSC, the Members must meet all requirements defined in the By-laws and General Procedures and Rules. Failure to comply may result in penalties levied by the Board on the individual(s) involved.
- B. A player or team in bad standing, for any reason, automatically loses the following privileges:
 - 1. The offending player or team will not be allowed to participate in tournaments,
 - 2. The offending player or team will not be allowed to travel outside the district for competition or exhibition.
- C. The good standing of players, coaches and teams is the subject of the Disciplinary Action Committee.

SECTION 4: BAD STANDING

A player, team or any member may be in bad standing if they fail to conform or violate the Rio Rancho Soccer Club's Articles of Incorporation, By-laws or General Rules or Procedures. RRSV may impose fines, sanctions or any other actions deemed necessary to Individuals, Teams, or members in bad standing.

SECTION 5: RESTRICTION ON MEMBERSHIP (AID OF COURTS)

In the matter of protests and/or appeals, no person(s) associated with the operation of RRSC at any level, (player, parent, team) may invoke the aid of the courts of any state or the United States without first exhausting all available remedies within the RRSC, NMYSA, USSF, including final appeal to the USSF National Council at its Annual General Meeting.

For violation of this section, the offending party or parties shall be liable to RRSC, NMYSA and USSF for all expenses incurred defending each court action.

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ARTICLE III MEETINGS

SECTION 1: ANNUAL GENERAL MEETING

The Annual General Meeting of the Members of the Corporation shall be held in the Spring of each year at such a time and place as may be fixed by the Board of Directors and Directors. It shall be the duty of the secretary of the Corporation, at least 30 days prior to said meeting, to give written notice (transmittal via e-mail qualifies as written notice) to every member. The secretary shall also give public notice of such meeting (posting the information on the Corporation Web site qualifies as public notice).

SECTION 2: CALL FOR SPECIAL MEETINGS

- A. A special meeting of the Board of Directors may be called at any time by the President, a majority of the Directors of the Corporation, or by any 10% of the Membership. It shall be the duty of the Secretary to call such a meeting whenever the requirements for such a meeting have been met. Seven (7) days notice of such a meeting must be given to the Board of Directors.
- B. The President may authorize a vote by phone, e-mail or other approved electronic means. The Secretary shall conduct the vote as directed by the President. Directors not responding via e-mail within 72 hours of the start of voting will be contacted by phone. All Directors will have 96 hours, from the start of voting, to respond. No vote shall be valid unless Board Members representing three-fifths (3/5) of the Board of Directors has responded. The Secretary will make available to the membership results of all voting via e-mail or phone. Voting via phone, e-mail or other approved electronic means does not require further ratification.

SECTION 3: REGULAR CORPORATION MEETINGS

All meetings of the RRSC shall be public in nature. Board meetings shall be held at a place designated by the Board of Directors. The time and place of such meetings shall be published. (Posting the information on the Corporations Web site qualifies as public notice.)

SECTION 4: PLACE OF MEETINGS

All meetings of the Corporation shall be held at locations determined by the President or Board of Directors.

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SECTION 5: QUORUM OF MEETINGS

A quorum shall consist of Board officials representing fifty percent (50%) of voting Board Members. A simple majority of the votes present shall be required to pass any action before the Board, unless otherwise required by the Articles of Incorporation, By-laws or General Procedures and Rules. In the event of a tie, the President may cast his vote for the motion to either pass, or fail.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1: RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board shall be responsible for the following:

- A. Establishing policies, and enforcing and interpreting Articles of Incorporation, By-laws and the General Procedures and Rules.
- B. From time to time make temporary rules, procedures, or regulations for the specific cases or occasions not provided for in the By-laws and/or the General Procedures and Rules, but which are deemed necessary by the Board to carry out the objectives of the RRSC.
- C. With or without cause to suspend, bar completely, or otherwise discipline any player, coach, team or other persons who are affiliated or associated with the RRSC.

SECTION 2: DUTIES OF DIRECTORS

A. PRESIDENT

The President shall be the Chief Executive of the Corporation and shall preside at all meetings of the Board and Corporation, The President shall sign all legal documents necessary and proper in the operations of the Corporation, and any other instrument in writing requiring a signature, and perform such other duties as may be required from time to time by the Board. Further, the President shall have the power to employ such staff personnel as deemed necessary for the transaction of business of the Corporation, the compensation and tenure of such personnel being subject to the approval of the Board or Executive Committee.

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The Vice President shall, in the absence of the President, preside over and conduct the meetings of the Board. In such an event, the Vice President shall exercise all of the duties of the President. The Vice President shall serve as the Chair of the Disciplinary Action Committee (DAC), except in those cases when conflict of interest or ethical consideration may arise. In such a case, another Chairperson will be chosen temporarily from within the DAC to hear and adjudicate the case.

The Vice President will assume the Presidency upon the resignation, removal or death of the President and serve the remainder of the un-expired term.

C. SECRETARY

The Secretary shall keep accurate record of all meetings of the membership and the Board of Directors. The Secretary shall keep the seal of the Corporation and affix the same to all instruments requiring the seal. The Secretary shall also keep such other books, and perform such other duties as may be required by the Board of Directors. Further, the Secretary shall provide all notices required by statute, the By-laws or resolution.

In the even the Secretary is unable or unwilling to complete the required tasks as set forth by the Article of Incorporation, By-laws or any task stipulated by the Board of Directors an alternate Officer can be appointed by the President to fulfill the duties of the Secretary until such time as the Secretary can resume his/her duties or is replaced. The temporary replacement for the Secretary will assume all the duties, responsibilities, rights, power and title of the Secretary.

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The Treasurer shall oversee all Corporation funds and securities and shall ensure a full and accurate account of receipts and disbursements of the Corporation is maintained in books belonging to the Corporation.

All checks shall bear (2) signatures. The Treasurer, the President and the Vice President shall be recognized signatories of checks issued by RRSC. The Treasurer shall be responsible for the preparation of all papers pursuant to, and maintenance of the tax-exempt status of the RRSC.

The Treasurer is responsible for submitting monthly financial reports to the Board at the regular Board meetings, submitting annual budget reports to the general membership, submitting annual corporate reports to the State Corporation Commission, and any and all other reports that may be required by the Board or any applicable City, State or Federal Laws.

Further, the Treasurer shall, if required by the Board, deliver to the President of the Corporation, and shall keep in force a bond of form, amount and surety satisfactory to the Board, conditioned upon the faithful performance of duties, and for restoration to the Corporation in case of death, resignation, retirement or removal of the office of Treasurer of all books, papers, vouchers, money and property of whatever kind in the possession of, or under the control of the Treasurer, belonging to the Corporation.

E. REGISTRAR

The Registrar shall be responsible for the registration of players and teams under the RRSC and all applicable paperwork concerning such.

The Registrar shall be responsible for providing coaches and/or teams with the necessary paperwork for the seasonal play. Such paperwork is to be surrendered back to the Registrar after season play or in the event of the team disbanding.

The Registrar shall keep an accurate record of all registered players and current memberships and shall give written reports on such at regular Board meetings.

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The Registrar is responsible for keeping the RRSC's paperwork and accounts up to date with the state office.

The Registrar is a non-voting member of the Board of Directors.

F. DIRECTOR OF COACHING

The Director of Coaching must hold a national (USSF) License.

The Director of Coaching shall organize clinics for the purpose of improving the quality of coaching at all levels. The Director of Coaching shall keep a record of the license designation of each coach in the RRSC.

The Director of Coaching shall communicate with the coaches within the RRSC on a periodic basis to provide coaching hints and information relating to coaches' clinics and activities.

The Director of Coaching shall, at the request of the Board, work with the coaches, teams, parents, players or other interested persons identified as having problems with their approach to other players, teams, parents, coaches or referees, coaching a specific team when necessary.

The Director of Coaching shall report to the Board at each regular meeting as to the activities of the Director of Coaching and other matters affecting coaches.

G. HEAD REFEREE

The Head Referee must be certified by the New Mexico State Referee Association (NMRSA) and registered with the USSF.

The Head Referee shall supervise the scheduling of Referees for league play as specified.

The Head Referee shall be the representative of the RRSC to the Referee Association.

The Head Referee, working with the Referee Association, shall recruit new referees from associated with the RRSC.

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The Head Referee, working with the Referee Association, shall schedule clinics for the purpose of educating and certifying referees and linesmen.

The Head Referee shall keep and submit to the Board a record of the licenses held by each referee in the RRSC. The Head Referee shall keep and submit a written record to the Board at each regular meeting as to the activities of the Referee Association and other matters affecting referees.

H. FIELD MANAGER

The Field Manager shall oversee the proper setup and maintenance of fields and equipment. The Field Manager shall oversee all equipment pertinent to this objective. (i.e. flags, goals, paint, etc.)

I. COMMISSIONERS

The RRSC shall hold up to fourteen (14) Commissioner positions. Each Commissioner may preside over a specific task as required by the President.

The Commissioners shall submit written reports of such committees to the Board at all regularly scheduled and Special meetings of the Board of Directors.

SECTION 3: ELECTION OF DIRECTORS

A. The business, property and affairs of the Corporation shall be managed by the Board of Directors composed of at least fourteen (14) and no more than twenty-two (22) persons. Their terms shall commence on June 1st and end on May 31st. President or Secretary shall remain in office past May 31st if a duly elected replacement is not available.

B. The members shall elect by office a President, Vice President, Secretary, Treasurer, Registrar, Director-of-Coaching, Head Referee, Field Manager and up to fourteen (14) Commissioners. The term for the President and the Vice President shall be in staggered two (2) year terms. The terms for the Commissioners shall be staggered in two (2) year terms. All other offices shall be served in one (1) year terms.

- C. There is no limit to the number of consecutive terms an individual may serve in an elected office.
- D. The election shall be held at the Annual General Meeting of the Membership.
 - 1. Voting shall be by Members in good standing only.
 - 2. Voting must be by public ballot.
 - 3. Election to an office will be by majority vote. In the event that a candidate does not receive a majority vote, a runoff election of the top three (3) vote getting candidates will decide the election. If a winner has not been determined then a run off of the top two (2) will determine the winner.

SECTION 4: REMOVAL AND RESIGNATION OF ELECTED DIRECTORS

- A. Any Board member can resign at any time by giving written notice of such resignation of the Secretary of the Corporation.
- B. A Board member who fails to attend three (3) consecutive meeting of the Board may be removed by a simple majority vote at any special or schedule Board or Executive Committee meeting.
- C. Any Board member may be removed with cause at any special or schedule Board meeting by a two-thirds (2/3) majority of the entire Board of Directors.
- D. The President of the Corporation shall appoint person(s) to fill the vacancies on the Board of Directors.

ARTICLE V EXECUTIVE COMMITTEE

SECTION 1: APPOINTMENT OF THE EXECUTIVE COMMITTEE

Executive Committee shall be composed of the President, Vice President and five (5) additional Directors selected by the President. All Members of the Executive Committee will have voting rights. The Board of Directors can with cause remove appointed Members of the Executive Committee with a two-thirds (2/3) majority vote of the entire Board of Directors.

The Executive Committee shall have and exercise the full power of the Board of Directors in the management of the business of the Corporation between regularly scheduled meetings of the Board.

Any such action by the Executive Committee shall be reported to the Board at its next scheduled regular meeting. The President shall appoint one (1) member of the Executive Committee to serve as the Secretary. The Secretary shall keep an accurate record of all meetings of the Executive Committee and shall report on the activities of the Executive Committee to the Board of Directors.

SECTION 2: MEETINGS OF THE EXECUTIVE COMMITTEE

The President or any three (3) members of the Executive Committee shall call meetings, with twenty-four (24) hours notice, of the Executive Committee. Meetings of the Executive Committee may be held in person, by phone, e-mail or any other electronic means as approved by the Board of Directors.

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SECTION 3: QUORUM OF THE EXECUTIVE COMMITTEE

A majority of the Members of the Executive Committee shall constitute a quorum for the transaction of business of the Committee.

ARTICLE VI COMMITTEES

SECTION 1: CREATION OF STANDING COMMITTEES

The President shall establish standing committees as may be required to assist and advise the Board. These committees may include persons who are not members of the Board or Members of the RRSC.

In addition, the President, Executive Committee or Board of Directors may create special committees. Both standing and special committees shall limit their activities to the accomplishment of the tasks for which they were established and shall have no power to act except as specifically conferred by action of the two-thirds (2/3) majority vote of the Board of Directors.

Upon completion of the task(s) for which it was appointed, a special committee shall stand discharged.

ARTICLE VII DELEGATES

SECTION 1: APPOINTMENT OF DELEGATES

The President may appoint delegates to attend appropriate soccer meetings, seminars, workshops and conventions for the express purpose of representing the Board, the Corporation and the RRSC.

These events may or may not be within the state of New Mexico.

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SECTION 2: EXPENSE

Any legitimate expenses incurred by delegates in the performance of their duties as authorized by the President or the Board may be fully paid and /or reimbursed fully or partially.

ARTICLE VIII EXECUTION OF INSTRUMENTS

SECTION 1: CONTRACTS, CONVEYANCES, ETC.

When the Board has authorized the execution of any contract, conveyance or other instruments, the President may execute the same in the name and on behalf of the Corporation. The Board shall have the power to designate the Directors and the agents who shall have the authority to execute any instrument on behalf of the Corporation. All contracts with the Rio Rancho Soccer Club will be reviewed in June of each year by the Executive Committee to verify acceptable performance. If the Executive Committee finds that the service, materials or information supplied to RRSC is not up to acceptable standard the contract may be terminated by the Board of Directors.

ARTICLE IX FINANCES

SECTION 1: ANNUAL BUDGET

The annual budget must be approved by the Board prior to May 31st of each year.

The annual budget report for each year shall be submitted to the general membership at the Annual General Meeting.

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SECTION 2: FINANCIAL RECORDS

The Board may authorize separate and autonomous accounting for the two divisions within the RRSC. True copies of the financial record of the Corporation shall be available to any member within thirty (30) days of a written request by that member. (Requests via e-mail shall qualify as a written request.) These records will show a detailed list of the income and expenses of the Corporation.

SECTION 3: AUDIT

An audit shall be conducted annually in April and within thirty (30) days after the election or appointment if the treasurer; whether that is at a regular election or special election. An audit must be conducted a minimum of one (1) time per year.

Two (2) persons not authorized to sign checks shall be appointed by the President to conduct the audit.

The audit shall include the review of the bank statements, accounts payables and receivables, checks, deposit, fundraising records, and any other financial transactions of the RRSC.

SECTION 4: BANK CHECKS AND DRAFTS

All bank checks and drafts and/or drafts and/or money orders submitted to the RRSC should be made payable to the "Rio Rancho Youth Soccer League", or "RRSC".

SECTION 5: FINANCIAL RESPONSIBILITY

The RRSC shall assume, and be liable for the debts incurred as a result of the action taken by past and present Board of Directors and/or Executive Committees of the Corporation if the action was taken in accordance with the Articles of Incorporation or By-laws. The RRSC shall neither assume nor be liable for debts or other financial responsibilities either implied or incurred of any past or present member of the corporation unless directly authorized by the Board or the Executive Committee.

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ARTICLE X LIABILITY PROTECTION

All Directors of the RRSC and officials of the RRSC teams shall be indemnified, held harmless and covered by RRSC and NMYSA against personal liability claims while performing acts and duties directly related to activities of the RRSC.

ARTICLE XI DISSOLUTION

Should the RRSC be dissolved, all assets remaining after payment of all debts shall be disposed of exclusively for the purpose of the RRSC in such a manner, or to such organization(s) organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization(s) under Section 501 (C) (3) of the Internal Revenue Code of 1978 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in Sandoval County, exclusively for such purposes as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII MISCELLANEOUS

SECTION 1: AMENDMENTS TO THE BY-LAWS

By-laws may be altered, amended, modified or added to by three-fifths (3/5) majority vote of the full Board of Directors of this Corporation at any regular, general or special meeting called for that purpose. The Club structure may be changed by a majority vote of the member of the AGM.

SECTION 2: UNSPECIFIED MATTERS

The Board is fully empowered to decide all matters not specifically provided for in the Articles of Incorporation, By-laws, and General Procedures and Rules of the RRSC.

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SECTION 3: RULES OF ORDER

Robert's Rules of Order shall be followed at all meetings of this Corporation unless otherwise agreed to by the President and other participants.

ARTICLE XIII VERIFICATION

I/we as Directors, who's term expires May 31st, 2004, of the Rio Rancho Soccer Club do hereby attest that the proceeding By-laws were ratified in accordance with the Articles of Incorporation and current By-laws dated and revised May 1st, 2003.

Jerry Martin, President Date
The Rio Rancho Soccer Club

Deonna Caso, Secretary Date
The Rio Rancho Soccer Club

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