



# Mt Olive Soccer Club, Inc.

P.O. Box 20, Flanders, NJ 07836  
www.Mountolivesoccer.com

1-888-905-4257

**Mount Olive Soccer Club, Inc.**

## **BYLAWS**

**Article 1 - Name**

Section 1. This corporation shall be known as the Mount Olive Soccer Club, Inc., duly incorporated under and by the virtue of the provisions of Title 15 of the Revised Statutes of New Jersey (1931) and the amendments thereof and supplements thereto for the lawful purposes as hereinafter stated.

## **Article 2 - Purpose**

Section 1. It is the intent and purpose that this corporation shall be organized and operated exclusively for charitable and educational purposes in the public interest.

The purposes for which this corporation is formed are to develop and promote community interest in soccer; to provide opportunities for participation in organized soccer to all children and to provide training in soccer fundamentals.

This shall be accomplished by the corporation through the execution of two programs:

The “Instructional” soccer program, through a structured, non-competitive, teaching environment appropriate for respective age levels;

The “Travel” soccer program, through graded competitive programs appropriate for respective age levels, primarily through participation in local, regional, state, national and international sports competition and tournaments.

Section 2: This corporation is not organized for the financial profit of its directors, officers or members’ the corporation may not issue stock nor distribute dividends; and no part of the net income or earnings of this corporation shall inure to the benefit of any trustee, officer or member of the corporation or to any private individual.

Section 3: No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. This corporation shall not participate in, or otherwise intervene in any political campaign on behalf of any candidate for public office.

Section 4: This Corporation is organized exclusively for one or more of the purposes as specified in Section 501 [c] (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify under Section 501 [c] (3) of the Internal Revenue Code.

**Article 3 - Principle Office**

Section 1. The principle office of the corporation shall be located in Mount Olive Township, New Jersey, at the discretion of the President, with communications directed and addressed to P.O. Box 20, Flanders, New Jersey, 07836.

**Article 4 - Affiliations**

Section 1. This corporation is not to be directly responsible to any organization locally, nationally, or internationally.

Section 2. This corporation may choose to participate in, and join with, for specific purposes, organizations ascribing to the goals and purposes of the corporation. The organizations may include, but are not limited to: the Federation International Football Association (FIFA), United States Soccer Federation (USSF), United States Youth Soccer Association (USYSA), New Jersey Youth Soccer Association (NJYSA), Morris County Youth Soccer Association (MCYSA) and the Mount Olive Township Recreation Department.

**Article 5 - Membership**

Section 1. Membership to the Mount Olive Soccer Club, Inc. is open to all residents of the Township and surrounding areas. Membership shall not be restricted by race, color, creed, sex, or national origin.

Section 2. The membership of this corporation shall be the parents or guardians of any player duly registered for any club program, any duly recognized member of the Board of Directors, coach or assistant coach, or any member of a committee formed by the Board of Directors.

Section 3. All registered players are automatically members of the club.

**Article VI - Government**

Section 1. The government of this corporation shall be vested in a Board of Directors, subject to the will of the membership. The Directors shall be elected in the manner prescribed in the Bylaws.

Section 2. The officers of the corporation shall be elected from and by the Board of Directors.

## **Article 7 - Directors**

- Section 1. This corporation shall have nine directors and collectively they shall be known as the Board of Directors.
- Section 2. The Directors shall be elected at the 4<sup>th</sup> Quarter Club Meeting.
- Section 3. The Directors shall be of the age of majority in this State.
- Section 4. Subject to the provisions of the laws of this State and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.
- Section 5. It shall be the duty of the directors to:
- Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties of all officers and members of the corporation;
- Supervise all officers and members of the corporation to assure that their duties are performed properly;
- Meet at such times and places as required by these Bylaws;
- Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.
- Section 6. Each Director shall hold office for a period of 2 years and until his or her successor is elected and qualifies. The Board of Directors Terms in Office shall be staggered so that there are at least 4 incumbent directors serving at any time.
- Section 7. Directors shall serve without compensation.
- Section 8. Meetings shall be held at a designated location as agreed by the directors, unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.



Section 9. Regular meetings of the Directors shall be held at a minimum on a quarterly basis, the second Thursday of the appropriate month at 7:30 PM, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

Section 10. Special meetings of the Board of Directors may be called by the President, the Vice-Presidents, Secretary, Treasurer, or by any two directors. Such meetings shall be conducted at the Board of Directors designated location, or, if different, at the place designated by the person or persons calling the special meeting.

Section 11. Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

Regular Meetings: No notice need be given of any regular meeting of the Board of Directors.

Special Meetings: The Secretary of the corporation shall give at least one week prior notice to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by email, or by facsimile machine, and shall state the place, date and time of the meeting and the matters to be acted upon at the meeting.

Section 12. A quorum shall consist of seven of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 13. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, the Bylaws, or provision of law require a greater percentage or different voting rules for approval of a matter by the board. *In the event that a director is unable to attend a voting meeting, they may sign their proxy vote to another director. This proxy vote must be in written form (i.e. letter, e-mail). However, the proxy vote may not count as a member present for purposes of a quorum. The proxy vote is for the sole purpose of an absentee vote.*

Section 14. Meetings of the Board of Directors shall be presided over by the President, or, in his or her absence, the Vice-President of Play, or, the Vice President

of Operations, or, if in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in their absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Robert's Rules of Order shall govern meetings, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with the provisions of law.

Section 15. Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, the Secretary, or Board of Directors, unless the notice specifies a later time for effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws, or provision of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum a vacancy on the Board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the Board shall hold office for the duration of the term of the Director they are replacing or until his or her death, resignation or removal from office.

Section 16. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 17. The corporation to the fullest extent permissible shall indemnify the directors and officers of the corporation under the laws of this state.

Section 18. Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation

would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provision law.

## **Article 8 - Officers**

- Section 1.** The Officers of the corporation shall be a President, Vice-President of Play, Vice-President of Operations, Treasurer and Secretary.
- Section 2.** Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office for two years, or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.
- Section 3.** The Board of Directors may remove any officer, either with or without cause, at any time. Any officer may resign at any time by giving notice to the President, the Secretary, or Board of Directors of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- Section 4.** Any vacancy caused by death, resignation removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled by temporary appointment by the President until such time as the Board shall fill the vacancy.
- Section 5.** The President is responsible for managing the corporation within the Bylaws and the operating philosophies of the corporation and its affiliations.
- The President shall preside over all corporation meetings and oversee the orderly handling of corporation business. The President shall be responsible for insuring that the decisions of the Executive Committee and Board of Directors are executed. The President is responsible to act representative for the corporation in all dealings with the township and affiliations.
- The President, with the Board of Directors, shall review the corporation's financial records on a quarterly basis to validate the financial reports prepared by the Treasurer.
- The President is responsible for supervising the creation of all corporate budgets.
- Section 6.** The Vice President of Play is responsible for the execution of the Instructional and Travel programs in accordance with established guidelines of the NJYSA and MCYSA.

The Vice President of Play shall establish the Instructional and Travel Divisions with the explicit purpose of ensuring each team has properly licensed and knowledgeable coaching staff, the tools to play the game, and a safe environment in which to play. In addition, the Vice President of Play is responsible for the scheduling and execution of all games.

The Vice President of Play is responsible for over all coordination of all Play Directors and the Manager of Referees and Coach Development.

The Vice President of Play is responsible for the creation of the Division and Referee expense budgets, and ensuring compliance to these budgets.

The Vice President of Play shall institute any play related sub-committee activities as required.

The Vice President of Play shall ensure fields are in a suitable, safe condition for play.

**Section 7.** The Vice President of Operations is responsible for the execution of all operations activities within the guidelines of the NJYSA and MCYSA to ensure the Instructional and Travel programs can operate effectively and efficiently.

The Vice President of Operations shall be responsible to ensure all play related programs are properly equipped with the tools necessary to operate the Club as follows; uniforms, field and team equipment, field maintenance, safety equipment, concessions.

The Vice President of Operations is responsible for the functions of Public Relations, Registration, Fund Raising, Tournament and Entertainment.

The Vice President of Operations is responsible for all Operations related budgets.

The Vice President of Operations shall institute any operations related subcommittee activities required.

**Section 8.** The Treasurer shall be responsible for the financial viability of the corporation. This includes the management of all revenue and expense related items associated with the corporation, and managing to the approved fiscal budget.

By the end of the third quarter of each fiscal year, the Treasurer is responsible to develop the corporate operating budget and define the identified corporate revenue streams.

The Treasurer is responsible for the timely booking and disbursement of all corporate funds and executing the approved financial accounting procedures, which will include revenues, expenses, assets and liabilities. The Treasurer is responsible for the timely booking and disbursement of all corporate funds and executing the approved financial accounting procedures which will include revenues, expenses, assets and liabilities.

The Treasurer administers all insurance, affiliations and term contracts that the corporation is liable for.

The Treasurer is responsible for administration and filing of all corporate financial documents that the corporation is required to register with the County, State and Federal Government.

The Treasurer is responsible to determine both Instructional and Travel program registration fees seasonally based on each program's expenses and projected enrollment.

The Treasurer is responsible to report the financial state of the corporation to the Executive Committee on a monthly basis to include revenue, expense, assets and liabilities as defined, and on a quarterly basis to the Board of Directors.

The Treasurer shall institute any budget related sub-committee activities as required.

The Treasurer shall maintain all corporate financial records for a period no less than seven years.

**Section 9.** The Secretary shall be responsible for the proper documentation filings with the County, State, and Federal Government related to the corporations non-profit and charitable organization status. This includes permits, gaming permit filings, charitable fund raising and tournament hosting filings.

The Secretary shall record and distribute the minutes of all executive Committee and Board of Directors meetings. The Secretary shall disseminate in a timely manner all Committee and Board decisions and/or information pertinent to future Committee and Board actions (i.e., special meeting, pending committee vote, etc.) to all Committee and Board members.

The Secretary shall retain all files and keep all corporate records for a minimum of seven years.

The Secretary shall be responsible to maintain the mailing address at the Flanders Post Office, or other location decided by the President, by collecting and distributing corporate mail and correspondence to the appropriate party.

The Secretary is also responsible for the administration of the voting process in all elections.

## **Article 9 - Executive Committee**

**Section 1.** The Board of Directors, by a majority vote of the directors, shall designate an Executive Committee consisting of the Officers of the corporation and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease the number of members of the Executive Committee, and fill vacancies on the Executive Committee from the directors of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

**Section 2.** Passage of any issue put to a vote shall require first a quorum, then a majority vote of those in attendance. Each individual on the Executive Committee shall have only one (1) vote, regardless of the number of positions held.



## **Article 10 - Fiscal Management**

**Section 1.** The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**Section 2.** Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

**Section 3.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 4.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

**Section 5.** Detailed budgets will be prepared and submitted to the Treasurer, by each Vice-President before the end of the 3<sup>rd</sup> Quarter in each fiscal year. Each proposed budget item shall be accompanied with a business statement, detailing the purpose of the expense, the proposed impact on revenue, expense or cost avoidance and other pertinent information that shall be identified. Each Vice-President is responsible to accumulate, produce, refine and review those proposed budgets, prior to presenting to the Treasurer. All reviewed budgets will bear their signature of approval.

Concurrently, the Executive Committee will prepare a statement of revenue sources that will be utilized to complete the budget process. Where identified shortfalls exist, budget items may be deferred or eliminated.

These budgets will be submitted to the Board of Directors, for approval or revision, at the end of each fiscal year.

The Treasurer shall prepare and distribute an accounting of fall transactions for the corporation at each Executive Committee meeting,

detailing the expenses incurred, revenues booked and status of assets and liabilities as related to the approved budget.

**Section 6.** Corporation expenditures authorized by the Board of Directors shall be limited to previously approved budgets, except when an urgent matter arises. Additional expenditures must be presented and approved by the Board of Directors, and shall be accompanied with a business statement, detailing the purpose of the expense, the proposed impact on revenue, expense or cost avoidance and any other pertinent information as requested.

**Article 11 - Dissolution**

**Section 1.** This corporation may be dissolved by a two-thirds vote of the Board of Directors, where all nine directors are in attendance, at a Regular or Special Meeting. Upon dissolution, all corporation debts shall be liquidated and any monies remaining shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **Article 12 - Nominations and Elections**

- Section 1.** A Nominating Committee shall be selected by the Secretary and approved by the Board of Directors at least sixty (60) days prior to the annual fourth quarter Club Committee meeting. The Committee shall be chaired by the Secretary and by comprised of at least two (2) other members of the Club Committee, not seeking office.
- Section 2.** Nominations of candidates to serve as Directors of the corporation shall be made by members of the Club in writing and presented to the Chairman of the Nominating Committee prior to the fourth quarter Club Committee Meeting.
- Section 3.** The Nominating Committee shall contact all nominees and prepare a ballot of candidates to serve as Directors of the corporation. The ballot shall be distributed by the Chairperson of the Nominating Committee to the entire Club Committee prior to the fourth quarter Club Committee meeting. Additional nominations can be made by any Club member prior to the election.
- Section 4.** Nominees shall be elected by total number of votes received, in descending order, to fill applicable open offices.

**Article 13 - Amendment of Bylaws**

**Section 1.** Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as many otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

## **Article 14 - Meetings**

**Section 1.** The Executive Committee shall meet on a monthly basis. Officers reserve the right to call additional meetings of the Executive Committee as required. At the discretion of the Board of Directors, the Board may meet on a more frequent basis.

**Section 2.** The Club Committee, presided by the President, shall meet on a semi-annual basis in the second and fourth quarters for all functional managers of the corporation.

Participation a a Club Committee meeting (with the exception of the General Club Meeting) will be for all Officers and Managers of the corporation, unless an invitation to an outside party is approved through the President.

The agenda for all Club Committee Meetings shall be established by the President and distributed one week prior to the Club Committee meeting.

**Section 3.** A General Club Meeting, open to all members of the Club, shall be held at least once per calendar year with the explicit purpose of communicating Club status and direction.

**Section 4.** All meetings shall be conducted in accordance with “Robert’s Rules of Order” exclusive of those defined in the Bylaws.

**Section 5.** Any member of the club wishing to be placed on an Agenda for a Board Meeting shall submit in writing a letter describing the issue to be discussed and the action requested by the Board to the Secretary at least prior to the Board meeting before the meeting to be attended. The submission will be reviewed by the Board at the meeting prior to the meeting requested to be attended. The club member requesting attendance will be notified by the Secretary of the date and time of the Board meeting to be attended.

### **Article 15 - Committees**

Section 1. Special committees may be formed by the Board of Directors as required. They will be chaired by a designate of the Board of Directors. Additional committees, other than those listed below, may be sanctioned by the Board of Directors, as the need arises.

In all cases, all committees have the following responsibilities:

- operate within the corporate Bylaws and guidelines of the affiliations.
- require, as appropriate, Board of Director approval of all budgetary.