

Tri-C Soccer Club By-Laws

Adopted August 2002
Amended February 2005
Amended May 5, 2006
Amended February 23, 2008

The name of this organization shall be Tri-C Soccer Club, herein referred to as Tri-C.

Tri-C is an individual club under the West Central Soccer Association (WCSA) and shall be affiliated with the West Virginia Soccer Association (WVSA), incorporated through its properly recognized organization, US Soccer.

Tri-C shall be governed by these by-laws, the by-laws of WCSA, Recreational Soccer Guidelines, the WVSA Constitution and by-laws, and United States Soccer Constitution and by-laws, in this order.

Tri-C shall be a not-for-profit organization organized under the West Virginia UNIFORM UNINCORPORATED NONPROFIT ASSOCIATION ACT as set forth in West Virginia Code, Chapter 36, Article 11, a copy of which act is attached hereto and made a part hereof by reference, and shall abide by appropriate regulations to maintain this status. All club revenues and fund raising proceeds shall be used towards the continuation and improvement of club activities and facilities. All parents or guardians of children participating in sporting activities in said Tri-C shall be members and have a right to vote in meetings of said organization so long as their children continue to actively participate in said sporting activities.

The parliamentary authority for all meetings are the rules contained in Robert's Rules of Order, which shall govern the club in all cases to which they are applicable.

NARRATIVE DESCRIPTION of ASSOCIATION ACTIVITIES

The Tri-C Soccer Club is an association located in Washington, WV. The association is known locally as the Tri-C Soccer Club or simply Tri-C. The association claims over 200 youth participants ranging in age from 4 years to 18 years. Our goal and mission is to provide a safe environment to foster teamwork and to provide programs that promote physical fitness and exercise. The Tri-C Soccer complex consists of 13 playing fields, a concession stand, and storage building located on several acres of land leased to the association by Sabic Innovative Plastics. For information on how the various teams are organized within the association you may refer to the WCSA (West Central Soccer Association) Recreational Guidelines.

Tri-C Soccer has been active in Wood County for several years for the sole purpose of providing opportunities for local youth to participate in organized soccer games and tournaments. The purpose of the Tri-C Soccer Club is consistent with that of an Amateur Athletic Organization as defined under section 501(c)(3) of the Internal Revenue Code.

Tri-C Soccer conducts sign-ups in the spring and fall of each year and holds club meetings to elect officers and draft teams for the upcoming playing season. The regular seasons begin with practices in March and August. Games usually begin in April and September and run through June and November respectfully. Post season tournaments are held in June and November as well. Association activities typically conclude in the off-seasons.

Tri-C is an all-volunteer association and relies on player family members and local community members to serve as coaches and league officers. Funding for playing equipment, uniforms, insurance, and facilities maintenance is provided via player registration fees, sponsorships by local businesses, and revenues generated from the sale of concessions.

At present, the future plan for the Tri-C Soccer Club is to continue our mission of providing youth athletes in the local community the opportunity to play organized soccer. No significant changes are planned with respect to how the association has been historically organized and operated.

ARTICLE ONE: PHILOSOPHY AND PURPOSE

- A. These by-laws are intended to insure the orderly conduct of Tri-C business by creating a climate which promotes teamwork and fosters cooperation among all members: players, coaches, parents and officials.
- B. These by-laws are further intended to provide a uniform and consistent policy of operational conduct for the Association.
- C. Interpretation of the by-laws should reflect moderation, fairness, and sound judgment, with conscious consideration being given to the total good and needs of the organization and its members.
- D. The purpose of the Tri-C Soccer Club shall be to provide non-profit, public educational soccer competition in order to foster and advance the cause of soccer within the territory under the jurisdiction of Tri-C.

ARTICLE TWO: OFFICERS

The Board of Directors of Tri-C Soccer Club shall have and exercise all the power necessary to control the scheduling, operations, grievances, protests, and policies of the club in details. The Tri-C Soccer Club provides no compensation to association officers. Association officers work on a strictly volunteer basis. Any agreement to compensate association officers will require a vote by the Association members.

Should such an occasion ever arise, a conflict of interest policy would be adopted before any compensation arrangements would be considered.

- A. The Board of Directors is composed of the following members:
 - 1. President (non-voting, except to break a tie)*
 - 2. Vice-President*
 - 3. Secretary*
 - 4. Treasurer*
 - 5. Registrar*
 - 6. Member-At-Large*
 - 7. Head of Concessions
 - 8. Head of Fields and Maintenance
 - 9. Special Activities Coordinator

*These members of the Board of Directors shall also be designated as the Executive Committee.

B. Election, Appointments, Vacancies, and Removal

1. The President or his/her representative(s) shall preside over the election of the Members of the Board of Directors listed above. This election shall be held annually on a Saturday during the spring season. The election will take place at Tri-C fields on a day when all Tri-C teams are playing on that field. A nominating committee will be appointed by the President to accept all nominations. The nominating committee will make its final report at the board meeting prior to the election. Nominations may also be taken from the floor at that meeting. A nominee may not run for more than one position at a time. At the election, write-in votes will be allowed.
2. All elected Board members shall serve for a term of two (2) years commencing on August 1 following the election. Three executive members will be elected in odd years. The other three will be elected in even years. All elected officials in good standing shall be eligible for re-election. Voting at the elections will be restricted to Tri-C Coaches, Board Members and Players' parents at one vote per individual. All voters must be 18 years of age or older. Once the new board has been formed each year, the members will decide who will fill each office.
3. The Head of Concessions, Head of Fields and Maintenance, and Special Activities Coordinator shall be appointed to the Board of Directors by the current President, with current Board of Directors approval, to serve a term of one year, commencing August 1 and ending July 31.
4. All members of the Board of Directors shall hold only one executive office at any given time and be allowed only one vote.
5. A vacancy occurring for any reason will be filled by appointment with a majority vote of the Board of Directors.

6. Any member of the Board of Directors may be removed from office by a two thirds (2/3) majority vote of the complete Executive Committee at a special recall meeting,
7. Any member of the Board of Directors failing to attend three consecutive meetings may be removed from office by a majority vote of the Executive Committee at the third or subsequent Board meetings.
8. In the event of a tie vote during the election process, the incumbent will be re-elected as a tie-breaker. If no incumbent exists, the position will be filled as an appointment by the current Board of Directors until the next annual election.

C. Board of Directors Duties and Responsibilities

1. The Board of Directors shall perform administrative functions that are necessary for the orderly conduct of Tri-C Soccer Club business.
2. The Board of Directors shall be responsible for approving an annual budget and providing funding for the operation of Tri-C Soccer Club. Once the budget has been approved, only variances to the budget will require additional action by the Board.
3. Association by-laws require the association board members to approve the finances of the association, including the budget. Spreading the authorization for expenditures across the association board will prevent undue influence by any persons having a conflict of interest.

D. Board of Directors Elected Officers Duties and Responsibilities

1. President

- a. Shall have the responsibility and authority to conduct the business of Tri-C soccer within the framework of these by-laws.
- b. Shall preside at all meeting of the Board of Directors.
- c. Shall attend all WCSA meetings.
- d. Shall appoint all Coordinators, subject to the approval of the Board.
- e. Shall countersign checks drawn by the Treasurer.
- f. Shall be an ex-officio member of all standing committees.
- g. Shall appoint all coaches for this club each playing season.

2. Vice President

- a. Shall assist the President in the performance of his/her duties.
- b. Shall perform the duties of the President in his/her absence.
- c. Shall be responsible for and coordinate the purchase of all equipment and supplies.
- d. Shall be able to countersign checks drawn by the Treasurer in the absence of the President.
- e. Shall be responsible for overseeing the budget and the by-laws.

3. Secretary

- a. Shall take minutes of the meetings of the Board of directors.
- b. Shall issue notice of meetings to members, and conduct necessary correspondence.
- c. Shall collect and maintain in the Book of Minutes a record of all proceedings of regularly scheduled meetings of the Tri-C Soccer Club.
- d. Shall assist in any other functions necessary to the orderly operation of the Club.

4. Treasurer

- a. Shall have custody of all funds, securities, evidence of indebtedness and other valuable documents, and shall deposit funds and securities in the name and to the credit of this club in a deposit account within a financial institution.
- b. Shall keep appropriate books and accurate account of all money received and disbursed.
- c. Shall render reports of the funds, receipts, and disbursements of the organization at each meeting.
- d. Shall have books in order for examination by the Board of Directors.
- e. Shall be responsible for checking Post office box and providing all necessary information to the President.

5. Registrar

- a. Shall be responsible for overseeing the registration of players at the beginning of each playing season and the maintenance of team and individual player records.
- b. Shall provide a copy of above records to the President at the beginning of each playing season.
- c. Shall be responsible for providing all information necessary to the WCSA Registrar for registration of players.
- d. Shall be responsible for creating necessary index cards and paperwork for the WCSA draft each playing season.

6. Member-At-Large

- a. Shall be responsible for representing the interests and concerns of all members of the Tri-C Soccer Club.

E. Board of Directors (Appointed Officials) Duties and Responsibilities.

1. Head of Concessions

- a. Shall arrange for staffing of the concession stand on all schedule game days.
- b. Shall be responsible for opening and closing concession stand on all scheduled game days.
- c. Shall arrange for purchase or donation of all supplies necessary to stock concession stand.
- d. Shall keep records of all incoming funds and items purchased or donated for use in the concession stand.

2. Head of Fields and Maintenance

- a. Shall arrange for the development of new fields and upgrading of present fields.
- b. Shall arrange for the development and upkeep of parking areas.
- c. Shall arrange for maintenance of buildings, trash containers, utilities, and rental of restroom facilities.
- d. Shall arrange for field maintenance and shall supervise layout and marking of fields for all scheduled games.
- e. Shall arrange for training all coaches, parents, etc. on any machinery used in the upkeep of fields.
- f. Shall arrange for the purchase and/or availability of equipment, supplies, etc. deemed necessary by the Board of Directors.

3. Special Activities Coordinator

- a. Shall be responsible for choosing a company to take pictures each season shall arrange dates, times, etc. for that to occur, and shall arrange for the delivery of said pictures to coaches, parents, players, etc.
- b. Shall be responsible for compiling ideas for fund raising, bringing ideas to the board for a vote, and carrying out the approved fund raiser.
- c. Shall be responsible for any other special activities approved by the board for the good of the children playing soccer.

F. Meetings

1. Regular, open, public meeting of Tri-C Soccer shall be held at times convenient to the members as required to conduct Tri-C business. These meetings shall generally be held on the 3rd Wednesday of each month. The location of each meeting shall be announced at the preceding meeting.
2. Special meetings may be called at any time by the President, or upon written demand by three (3) or more Board Members with an agenda, in which case a meeting shall be called by the President and held within two (2) weeks of such demand. Only agenda items listed may be discussed.
3. The presence of a majority of the voting members of the Board of Directors shall constitute a quorum to transact business at any meeting of Tri-C Soccer.

ARTICLE THREE: DISCIPLINARY BOARD

The Disciplinary Board will concern themselves only with those violations dealing with field conditions, WVSA rules, WCSA rules, Tri-C rules, player eligibility and disciplinary actions - not the aspects of a judgment decision made by a referee.

- A. The Disciplinary Board shall consist of the Executive Committee of the Board of Directors. No proxy representatives will be allowed.
- B. All disciplinary matters must be present to the Disciplinary Board in writing, within (2) two weeks from the time of occurrence or notification. The decisions should be made as soon as possible and presented in writing to the concerned party(s).
- C. Attendance at the Disciplinary Board hearing shall be restricted to only those persons directly involved.
- D. The Disciplinary Board shall use the WVSA by-laws, WCSA by-laws, Tri-C club by-laws, the Recreational Soccer Guidelines, or FIFA Laws to decide whether a violation has occurred.
- E. The Disciplinary Board may impose any discipline outlined in the League Guidelines, Rules and Regulations of the FIFA Laws in general. Where no specific ruling exists, the Disciplinary Board will devise appropriate and fair actions. All actions and rulings must be in compliance with WVSA and WCSA guidelines.

ARTICLE FOUR: TEAMS

A. Registration

1. The Registrar is responsible for insuring the eligibility of all players on teams within the association. Any player must present a birth certificate or other legal proof of age to the Registrar upon request.
2. No player, under age of 18, may register without written consent of a parent or guardian.
3. A player becomes an official team member only after payment of required registration fees and acceptance of a registration form by the registrar.
4. The minimum age of any registered player shall be four (4) years old as per US Soccer guidelines determining age.
5. No child will be allowed to play in any age group other than his/her own without a written request and permission of the club president.
6. The Board of Directors reserves the right to refuse participation to any person who has exhibited any disciplinary problems within the club in current or past seasons.

B. Formation

1. Teams will be formed following the WCSA Recreational Guidelines.

ARTICLE FIVE: AMENDMENTS TO THE BY-LAWS

- A. By-laws may be updated by an addendum or by a complete revision of this document, depending on the extent of the changes.
- B. A by-laws committee will be appointed, when necessary, by the Board of Directors. Their duties shall be to work on improvements and additions to the by-laws. They shall then present to the Board of Directors their considered and recommended changes.
- C. Changes or amendments to these by-laws requires a 2/3 majority of the Board of Directors.
- D. Any member of Tri-C Soccer who wishes to change or amend these by-laws is required to submit said change in writing to the President. The Board of Directors will determine if the proposed change should be amended in the bylaws.

ARTICLE 11. UNIFORM UNINCORPORATED NONPROFIT ASSOCIATION ACT.

§36-11-1. Definitions.

In this article:

- (1) "Member" means a person who, under the rules or practices of a nonprofit association, may participate in the selection of persons authorized to manage the affairs of the nonprofit association or in the development of policy of the nonprofit association.
- (2) "Nonprofit association" means an unincorporated organization consisting of two or more members joined by mutual consent for a common, nonprofit purpose. However, joint tenancy, tenancy in common, or tenancy by the entireties does not by itself establish a nonprofit association, even if the coowners share use of the property for a nonprofit purpose.
- (3) "Person" means an individual, corporation, business trust, estate, trust, partnership, association, joint venture, government, governmental subdivision, agency or instrumentality or any other legal or commercial entity.
- (4) "State" means a state of the United States, the District of Columbia, the Commonwealth of Puerto Rico or any territory or insular possession subject to the jurisdiction of the United States.

§36-11-2. Supplementary general principles of law and equity.

Principles of law and equity supplement this article unless displaced by a particular provision of it.

§36-11-3. Territorial application.

Real and personal property in this state may be acquired, held, encumbered and transferred by a nonprofit association, whether or not the nonprofit association or a member has any other relationship to this state.

§36-11-4. Real and personal property; nonprofit association as legatee, devisee or beneficiary.

- (a) A nonprofit association in its name may acquire, hold, encumber or transfer an estate or interest in real or personal property.
- (b) A nonprofit association may be a legatee, devisee or beneficiary of a trust or contract.

§36-11-5. Statement of authority as to real property.

(a) A nonprofit association may execute and record a statement of authority to transfer an estate or interest in real property in the name of the nonprofit association.

(b) An estate or interest in real property in the name of a nonprofit association may be transferred by a person so authorized in a statement of authority recorded in the office in the county in which a transfer of the property would be recorded.

(c) A statement of authority must set forth:

(1) The name of the nonprofit association;

(2) The address in this state, including the street address, if any, of the nonprofit association, or, if the nonprofit association does not have an address in this state, its address out of state;

(3) The name or title of a person authorized to transfer an estate or interest in real property held in the name of the nonprofit association; and

(4) The action, procedure or vote of the nonprofit association which authorizes the person to transfer the real property of the nonprofit association and which authorizes the person to execute the statement of authority.

(d) A statement of authority must be executed in the same manner as a deed by a person who is not the person authorized to transfer the estate or interest.

(e) A filing officer may collect a fee for recording a statement of authority in the amount authorized for recording a transfer of real property.

(f) An amendment, including a cancellation, of a statement of authority must meet the requirements for execution and recording of an original statement. Unless canceled earlier, a recorded statement of authority or its most recent amendment is canceled by operation of law five years after the date of the most recent recording.

(g) If the record title to real property is in the name of a nonprofit association and the statement of authority is recorded in the office of the county in which a transfer of real property would be recorded, the authority of the person named in a statement of authority is conclusive in favor of a person who gives value without notice that the person lacks authority.

§36-11-6. Liability in tort and contract.

(a) A nonprofit association is a legal entity separate from its members for the purposes of determining and enforcing rights, duties and liabilities in contract and tort.

(b) A person may not be liable for a breach of a nonprofit association's contract merely because the person is a member, is authorized to participate in the management of the affairs of the nonprofit association or is a person considered to be a member by the nonprofit association.

(c) A person may not be liable for a tortious act or omission for which a nonprofit association is liable merely because the person is a member, is authorized to participate in the management of the affairs of the nonprofit association or is a person considered as a member by the nonprofit association.

(d) A tortious act or omission of a member or other person for which a nonprofit association is liable may not be imputed to a person merely because the person is a member of the nonprofit association, is authorized to participate in the management of the affairs of the nonprofit association or is a person considered as a member by the nonprofit association.

(e) A member of, or a person considered to be a member by, a nonprofit association may assert a claim against the nonprofit association. A nonprofit association may assert a claim against a member or a person considered to be a member by the nonprofit association.

§36-11-7. Capacity to assert and defend; standing.

(a) A nonprofit association, in its name, may institute, defend, intervene, or participate in a judicial, administrative or other governmental proceeding or in an arbitration, mediation or any other form of alternative dispute resolution.

(b) A nonprofit association may assert a claim in its name on behalf of its members if one or more members of the nonprofit association have standing to assert a claim in their own right, the interests the nonprofit association seeks to protect are germane to its purposes, and neither the claim asserted nor the relief requested requires the participation of a member.

§36-11-8. Effect of judgment or order.

A judgment or order against a nonprofit association is not by itself a judgment or order against a member.

§36-11-9. Disposition of personal property of inactive nonprofit association.

If a nonprofit association has been inactive for three years or longer, a person in possession or control of personal property of the nonprofit association may transfer the property:

- (1) If a document of a nonprofit association specifies a person to whom transfer is to be made under these circumstances, to that person; or
- (2) If no person is so specified, to a nonprofit association or nonprofit corporation pursuing broadly similar purposes, or to a government or governmental subdivision, agency or instrumentality.

§36-11-10. Appointment of agent to receive service of process.

(a) A nonprofit association shall file in the office of the secretary of state a statement appointing an agent authorized to receive service of process.

(b) A statement appointing an agent must set forth:

- (1) The name of the nonprofit association;
- (2) The address in this state, including the street address, if any, of the nonprofit association, or, if the nonprofit association does not have an address in this state, its address out of state; and
- (3) The name of the person in this state authorized to receive service of process and the person's address, including the street address, in this state.

(c) A statement appointing an agent must be signed and acknowledged by a person authorized to manage the affairs of a nonprofit association. The statement must also be signed and acknowledged by the person appointed agent, who thereby accepts the appointment. The appointed agent may resign by filing a resignation in the office of the secretary of state and giving notice to the nonprofit association.

(d) A filing officer may collect a fee for filing a statement appointing an agent to receive service of process, an amendment, or a resignation in the amount charged for filing similar documents.

(e) An amendment to a statement appointing an agent to receive service of process must meet the requirements for execution of an original statement.

§36-11-11. Claim not abated by change of members or officers.

A claim for relief against a nonprofit association does not abate merely because of a change in its members or persons authorized to manage the affairs of the nonprofit association.

§36-11-12. Venue.

For purposes of venue, a nonprofit association is a resident of a county in which it has an office or where it conducts its business or activities, or where any of its officers or managers reside.

§36-11-13. Summons and complaint; service on whom.

In an action or proceeding against a nonprofit association a summons and complaint must be served on an agent authorized by appointment to receive service of process, an officer, managing or general agent or a person authorized to participate in the management of its affairs. If none of them can be served, service may be made on a member.

§36-11-14. Uniformity of application and construction.

This article shall be applied and construed to effectuate its general purpose to make uniform the law with respect to the subject of this article among states enacting it.

§36-11-15. Short title.

This article may be cited as the Uniform Unincorporated Nonprofit Association Act.

§36-11-16. Transition concerning real and personal property.

(a) If, before the effective date of this article, an estate or interest in real or personal property was purportedly transferred to a nonprofit association, on the effective date of this article the estate or interest vests in the nonprofit association unless the parties have treated the transfer as ineffective.

(b) If, before the effective date of this article, the transfer vested the estate or interest in another person to hold the estate or interest as a fiduciary for the benefit of the nonprofit association, its members, or both, on or after the effective date of this article the fiduciary may transfer the estate or interest to the nonprofit association in its name, or the nonprofit association, by appropriate proceedings, may require that the estate or interest be transferred to it in its name.

§36-11-17. Savings clause.

This article does not affect an action or proceeding commenced or right accrued before this article takes effect.

Articles of Organization
Tri-C Soccer Club

Articles of Organization of the undersigned, all of whom are citizens of the United States, desiring to form a Non-Profit Association under the Non-Profit Association Law of West Virginia, do hereby certify:

First: The name of the association will be the Tri-C Soccer Club.

Second: The place in this state where the association is to be located is the community of Washington in Wood County.

Third: Said association is organized exclusively as an amateur sports organization to foster athletic competition for local youth athletes in the sport of soccer. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the initial trustees of the association are as follows:

Russell Jones	228 East Lubeck Hills Drive Washington, WV 26181
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Lance Smith	70 Vase Rd Parkersburg, WV 26101
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Tammy Smith	Rt.1 Box 18 Belleville, WV 26133
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Fifth: No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this association.

Sixth: Upon the dissolution of the association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the association is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this 9th day of August 2006.

Russell Jones

Lance Smith

Tammy Smith