



# Bylaws of the Glen Rock Soccer Club

## **Article I – Name**

The name of this organization shall be the Glen Rock Soccer Club, (hereinafter referred to as GRSC).

## **Article II – Purpose, Affiliation, Nonprofit Status**

The GRSC was formed to enhance the education and development of the young people of the Borough of Glen Rock by promoting, teaching, playing and enjoying the game of soccer. The GRSC shall be affiliated with the Northwest Bergen Soccer Association (NWBSA).

The GRSC is a 501(c)(3) nonprofit organization.

## **Article III – Membership**

Membership in the GRSC is granted to any officer or appointed commissioner or any parent or guardian of a child who participates in the GRSC. Membership is effective from August 1<sup>st</sup> to July 31<sup>st</sup> of the year in which the child participates. Participation as a player in the GRSC is open to any child who resides in the town of Glen Rock, NJ or attends school in Glen Rock, NJ.

## **Article IV – Board of Directors**

Section 1 The Board of Directors (hereinafter referred to as Officers) shall be comprised of six elected officers, division commissioners, and other appointed commissioners. The number of commissioners shall be determined by the Officers based on the needs of the Club.

Section 2 The Executive Committee of the GRSC shall be comprised of:

- A. President
- B. Vice President
- C. 2<sup>nd</sup> Vice President
- D. Secretary
- E. Treasurer
- F. Registrar
- G. Referee Commissioner

Section 3 The members of the Executive Committee shall be elected by the membership at the Annual Meeting by a majority vote of the members in attendance. The President shall serve for a term of two (2) years. All other Officers shall serve for a term of one year. No person shall hold more than one Executive Committee position.

Section 4 The duties of the Executive Committee members shall be as follows:

- A. The President shall preside at all meetings and shall be responsible for all communications from the GRSC. The President shall approve all disbursements of the Club's annual budgeted expenses by the Treasurer.
- B. The Vice President shall act in the absence of the President with the same authority and shall perform other duties as assigned by the membership.
- C. The 2<sup>nd</sup> Vice President shall be the most recent President Emeritus. In the event this person undertakes another role within the Club or on the Executive Committee, this position shall be vacant.
- D. The Secretary shall keep the official records of GRSC including minutes of all meetings.
- E. The Treasurer shall receive, disburse, and account for all funds of the GRSC, which shall be kept in a bank designated by the Officers. The Treasurer shall track the Club's annual budget.
- F. The Registrar shall be responsible for registration of players and coaches and shall be responsible for formation of teams.
- G. The Referee Commissioner shall be responsible for maintaining a list of certified referees, recruiting new youth and adult referees, and assigning properly certified referees to every GRSC game for Divisions 2, 3, 4 and 5.

Section 5 The Executive Committee shall have the power to relax any and all rules in the interest of the Club.

Section 6 The Officers of the GRSC shall have the power and responsibility to manage all the affairs of the Club on any and all questions relating in any manner whatsoever thereto, and to make all contracts necessary for the proper transaction of all business. They shall have entire jurisdiction over all matters pertaining to the care, conduct, control, supervision and management of the Club and its finances, shall approve the Club's annual budget, and all appropriations shall be made by them. The Officers shall be required to approve any unbudgeted expenses greater than or equal to \$1,000. The Officers shall also have the authority to delegate their powers as they deem appropriate in their sole discretion.

Section 7 Division commissioners and other appointed commissioners shall be selected by the Executive Committee and shall serve a term of one year. Appointments may be rescinded by a majority vote of the Executive Committee.

Section 8 Any officer failing to attend meetings in such a manner as to consistently cause a quorum to not be established shall have their continued tenure subjected to a vote of the membership in no less than ten nor more than thirty days from the last meeting of Officers where a quorum was not established. Any Officer may be removed from office by a two-thirds vote of the membership present at a meeting of the GRSC called pursuant to Article V – Meetings.

Section 9 A vacancy occurring in any office before the term is complete shall be filled by a majority vote of the Officers at a meeting called for that purpose or at a regularly scheduled Officers' Meeting. The term of the appointment shall begin immediately and continue until the next Annual Meeting in December.

1. The President may temporarily appoint someone to fill a vacancy until it is filled as described above.
2. If the office of President is vacated, the Vice President will become President. The Vice President's office shall then become the vacated one and filled as described above. If the office of Vice President is vacant, the 2<sup>nd</sup> Vice President (President Emeritus) shall temporarily act as President until a new President is elected. The nominee for President shall be approved by a majority vote of the Executive Committee. The vacating President shall not vote on his/her replacement.
3. Vacancies shall be announced to all Club members and nominations welcomed.

Section 10 The GRSC shall indemnify each of its officers and board members, whether or not then in office, against all reasonable expenses actually and necessarily incurred by such person, including such expenses incurred in any civil, criminal, or administrative suit or proceeding to which he/ she may have been a party while serving as a director or officer. Such person shall have no right to reimbursement, however, in relation to matters as to which he/she was derelict in the performance of his/her duty by reason of willful misconduct, bad faith, gross negligence, or reckless disregard of the duties of his/her office. The right to indemnification to expenses shall also apply to expenses of suits, which are comprised or settled prior to a final judgment in a court of competent jurisdiction.

Each officer and board member, whether or not then in office, shall be insured under a Director and Officer policy, the cost of which shall be paid out of the operating funds of the GRSC.

## **Article V – Meetings**

- Section 1 Meeting of the membership shall be held at the call of the Officers provided that at least one meeting be held monthly. Meeting dates shall be posted on the GRSC website ([www.grsc.org](http://www.grsc.org)) at least ten days in advance. The Officers' Meeting held in January is optional at the discretion of the President.
- Section 2 A special meeting of the GRSC may be called by the President. The meeting dates shall be posted on the GRSC website ([www.grsc.org](http://www.grsc.org)) at least ten days in advance.
- Section 3 The meeting normally held in the month of December shall be called the annual meeting and shall be for the election of officers and presentation of the budget.
- Section 4 A quorum of Officers is required at all meetings to conduct business. A quorum is defined as seven or more sitting Officers present. If at any meeting of the Officers there is less than a quorum present, the Officers present may adjourn the meeting from that time until a quorum is present. If three (3) or more members of the Executive Committee are present, such members may unanimously vote to suspend the seven-member minimum required for a quorum and proceed with the Meeting if holding the meeting is in the best interests of the Club and its Members.
- Section 5 Meetings shall be conducted per the procedures set forth in Robert's Rules of Order for informal meetings of small boards.

## **Article VI – Committees**

- Section 1 Committees may be appointed as needed by the President with advice and consent of the Officers for an active life to be specified in the appointment.
- Section 2 Investment Committee
- A. There shall be an Investment Committee consisting of five (5) current members of the Board, one of whom shall be the Treasurer.
  - B. The IC shall be re-authorized every year at the Annual Meeting by majority vote of the Board members in attendance at the Annual Meeting.
  - C. The members of the IC shall be elected by the Board at the Annual Meeting.
  - D. The members of the IC shall serve one (1) year terms and may be re-elected.
  - E. The members of the IC shall elect an Investment Committee Manager from within the IC membership by majority vote.
  - F. The IC shall maintain an Investment Policy Statement which shall be approved by the Board. All changes to the Investment Policy Statement shall be presented by the IC Manager at any scheduled Board meeting for review and approval by the Board.
  - G. The Board shall have the power to remove a member of the IC by a two-thirds vote of the Board members present at any monthly GRSC Board Meeting.
  - H. Vacancies on the IC shall be filled pursuant to Article IV, Section 9 of these Bylaws.

- I. The IC may be dissolved by a two-thirds vote of the Board members present at any monthly GRSC Board Meeting and securities liquidated and returned to the Club as soon as is reasonable following dissolution of the IC.

### **Article VII – Coach and Player Appointments**

Section 1 All coaches and assistant coaches shall be appointed to teams by their respective Division Commissioners. Coaching appointments are subject to completion of a background check that shows no behavior that would jeopardize or endanger the welfare of minors along with successful completion of the Rutgers Sports Awareness for Educating Today’s Youth (SAFETY) class. Coaching appointments may be rescinded by a majority vote of the Executive Committee.

Section 2 All eligible players shall be appointed to teams by their respective Division Commissioners. The privilege of playing on a GRSC team may be rescinded by a majority vote of the Executive Committee.

### **Article VIII – Voting**

Section 1 Each Officer shall have one vote.

Section 2 Membership voting: at the Annual Meeting of the GRSC, each household shall have one vote in electing the Executive Committee.

### **Article IX – Fiscal Year**

The fiscal year of the GRSC shall be from February 1<sup>st</sup> to January 31<sup>st</sup>.

### **Article X – Dissolution of the Club**

The GRSC may dissolve itself in accordance with the procedures set forth by the laws of the State of New Jersey at the time of dissolution. After payments of all just debts of the GRSC upon dissolution, the remaining assets shall be distributed, except as otherwise required by law to the Board of Education of Glen Rock in the County of Bergen, State of New Jersey, for the purpose of promoting and furthering the playing and enjoying of the game of soccer among the young people of Glen Rock.

### **Article XI – Amendments**

These Bylaws may be amended by a two-thirds vote of the members voting provided the amendment has been presented in writing at the previous meeting.

### **Article XII – Parliamentary Authority**

The rules contained in the current edition of Robert’s Rules of Order shall govern the GRSC in all cases unless otherwise provided for in these By-laws, or any special rules of order the Officers may adopt in the best interests of the Club and its members.

### **Article XIII – Adoption of Bylaws**

These Bylaws were adopted on January 8, 2008, amended April 5, 2011, and amended June 9, 2015 by a vote of the Board of Directors of the GRSC taken per the procedures outlined in Article XI - Amendments above. These Bylaws shall be in effect hereafter until updated and republished.