

## ARTICLE I - NAME

### Section 1.

The non-profit organization existing under these bylaws is to be known as Mountain Road Soccer (MRS), operating in Pasadena, MD.

### Section 2.

The organization may adopt additional trade or "doing business as" (DBA) names to support specific youth soccer activities.

### Section 3.

In order to better reflect the organization's support of all soccer activities in Pasadena, MD, the organization has adopted the trade name "Pasadena Soccer Club" or acronym of "PSC"

## ARTICLE II. - OBJECT

### Section 1.

The organization was founded in an effort to meet the needs of the surrounding community. It is the philosophy that all children should be allowed to grow and develop to their maximum potential. The program is designed to encourage the mastering of the basic skills and fundamentals of soccer and the development of character, ethics, teamwork, sportsmanship and fair play.

## ARTICLE III. - MEMBERSHIP

### Section 1.

The parents and/or guardian of a child registered for either spring or fall soccer season are general members. Coaches, who do not have a registered child in PSC and who are assigned for either spring or fall soccer season, are considered general members for 12 months from the date of their coaching assignment.

### Section 2.

Members are eligible to vote on any motion brought forward at any General Membership meeting, provided that they have attended at least one of the two prior general meetings. Each family shall be given one (1) vote at a General Membership meeting.

### Section 3.

Members may submit motions and may hold any office which they may aspire and which they demonstrate interest, fitness, and ability.

## ARTICLE IV. - GOVERNMENT

### Section 1.

The government and management is entrusted to sixteen (16) positions, to be known as the "Board of Directors" (Board). The Board will consist of four (4) officers and twelve (12) directors. Each board member will have the privilege of casting one vote, on issues requiring a decision brought before the Board. If a person holds more than one Board position, that person can only cast one vote.

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Executive Board Initials:

President [Signature] Secretary [Signature]  
Vice President [Signature] Treasurer [Signature]

Pasadena Soccer Club Revised 3/17/21 Enacted 4/14/2021 (By-Laws)

Section 2.

The four officer positions are President, Vice-President, Secretary, and Treasurer. To be elected to one of the four officer positions, a candidate must meet certain minimum qualifications and must be nominated via the Officer Nomination process as described in Article V. The duties of each officer position are described in the Standing Rules.

Section 3.

The twelve director positions are Registrar, Clinic Director, Equipment Manager, Field Manager, Boys' Player Agent, Girls' Player Agent, Purchasing Agent, Director of Coaching, Team Manager Coordinator, Information Coordinator, Fundraising Coordinator, and Recreation Director. The duties of each director position are described in the Standing Rules.

Section 4.

All members of the Board shall be elected in the manner prescribed by the bylaws, and shall assume the duties of office on January 1st, and hold office for a period of one (1) year.

Section 5.

All vacancies existing on the Board shall be filled by a majority vote of the remaining Board members, and a person so appointed shall hold office for the unexpired term of the Board member whom he or she succeeds. A vacancy shall exist when a Board member is absent for a continuous period considered detrimental to the interest of the organization by the Board.

Board members shall be removed from the Board, by a two-thirds majority vote of the Board Members for unacceptable behavior. Examples include immoral, unethical, and illegal behavior. Additional causes for removal include behavior incompatible with, or in conflict with, the organization's objectives and failure to competently perform the duties for the position in which the board member has volunteered.

Section 6.

Board Members are to attend a minimum of 2/3 of all required meetings. Failure to attend the appropriate number of meetings shall be considered behavior incompatible with, or in conflict with the organization's objectives, and grounds for removal as stated in Article IV Section 5.

Section 7.

The maximum number of positions that any one person may occupy on the Board at any time is two (2). If an existing Board Member wishes to serve in a third (3<sup>rd</sup>) position, they must first resign from one of the other two (2) in which they are currently serving.

Section 8.

Additional policies regarding the day to day administration of the organization are adopted and described in the Standing Rules.

Section 9.

Robert's Rules of Order shall be used to govern the organization where the bylaws or standing rules do not and be used to maintain order during any meeting of the organization.

Executive Board Initials:

President

Secretary

Vice President

Treasurer



## ARTICLE V. – OFFICER NOMINATIONS AND QUALIFICATIONS

### Section 1.

No person may be a candidate for an officer position in an election who has not been nominated and met the minimum qualifications for the position as described in Sections 2 through 5 of this Article. At the September General Membership meeting, the President shall appoint a Nominating Committee consisting of three (3) Board members for the purpose of nominating candidates for the four elected officer positions. No one on the Nominating Committee can be a candidate for any of the elected officer positions.

1. The Nominating Committee shall seek candidates by placing a notice on the Organization's website and social media sites, as well as an email to the general membership by September 30.
2. The filing notice shall contain the name and address of the individual seeking a position, a phone number and if available, an email address, the office for which [s]he is seeking, and a brief statement of the candidate's experience and qualifications. If individuals nominate someone other than themselves, the Nominating Committee shall contact the nominees and ask them to submit a filing notice by the deadline.
2. If no candidates for a position have filed by October 31, the Nominating Committee shall extend the deadline for that position only and place a notice on the web site that the position is still vacant and candidates can file until seven (7) days prior to the date of the November monthly meeting.
4. The Nominating Committee will review the filing summaries of all candidates to determine whether the candidates meet the minimum qualifications for the position being sought. If the Nominating Committee believes the candidate is not qualified, the Committee will notify the candidate and explain the disqualification. If time permits, the candidates can modify their filing summary and file again.
5. At the November monthly meeting, the Nominating Committee shall nominate one or more candidates for each officer position. Within seven (7) days of the November meeting, the Nominating Committee shall post on the web site all candidates nominated for the four (4) officer positions together with brief statements, provided by the candidates, of the candidate's experience and qualifications.
6. At the December meeting, the Secretary shall have handouts listing all candidates nominated for the four (4) officer positions together with brief statements, provided by the candidates, of the candidate's experience and qualifications.
7. No nominations may be made from the floor on the date of the December Election.
8. If no qualified candidate is nominated for one or more of the four officer positions, the current officer as of the December meeting will remain in that position until a special election can be held at the next general meeting in February. If the current officer cannot continue in that position until the February election, the Board will appoint an interim officer, except for President. The ranking officer from the three remaining officer positions will become the Acting President until the February meeting.

Executive Board Initials:

President

Secretary

Vice President

Treasurer



Section 2. Qualifications for President

1. As chief executive officer, the candidate for President must have current experience as a leader of an organization such as a manager/leader at work or presiding officer of a sports club, social organization or educational organization.
2. As chief executive officer, the President is required to represent the organization with all external organizations that interact with the organization such as the Anne Arundel County Dept. of Parks and Recreation, Board of Education, the Chesapeake Recreational Association, other athletic clubs, other athletic leagues, Maryland State Youth Soccer, etc. The candidate must have experience in being able to communicate at a professional and knowledgeable level with such outside organizations.
3. As chief executive officer, the President is required to help develop and help manage the annual budget of the organization and as such, the candidate must have experience in the development and operation of the budgeting process for an organization of similar size.
4. As chief executive officer, the President is required to direct organizational policies and staff duties related to the game of soccer as they pertain to the goals and purpose of the organization. The candidate will have a thorough understanding of youth soccer gained through experience as a youth soccer coach, team manager, or youth soccer instructor.
5. The candidate for President must have or be able to successfully complete the Anne Arundel County police background check that is required of all youth sports coaches.
6. It is desirable that the candidate for President has knowledge of the Roberts Rules of Order for conducting organizational meetings and in maintaining the by-laws of the organization.
7. It is desirable that the candidate for President has been a member of the Board of Directors or a participating volunteer coach anytime during the past 5 years with the organization.

Section 3. Qualifications for Vice President

1. The candidate for Vice President must have current experience as a leader of an organization such as a manager/leader at work or presiding officer of a sports club, social organization or educational organization.
2. The Vice President is required to represent the organization with all external organizations that interact with the organization such as the Anne Arundel County Dept of Parks and Recreation, Board of Education, the Chesapeake Recreational Association, other athletic clubs, other athletic leagues, Maryland State Youth Soccer, etc. The candidate must have experience in being able to communicate at a professional and knowledgeable level with such outside organizations.
3. The Vice President is required to help in the development and help in the management of the annual budget of the organization and as such, the candidate must have experience in the development and operation of the budgeting process for an organization of similar size.
4. The Vice President will be required to direct organizational policies and staff duties related to the game of soccer as they pertain to the goals and purpose of the organization. The candidate will have a thorough understanding of youth soccer gained through experience as a youth soccer coach, team manager, or youth soccer instructor.
5. The candidate for Vice President must have or be able to successfully complete the Anne Arundel County police background check that is required of all youth sports coaches.
6. It is desirable that the candidate for Vice President has knowledge of the Roberts Rules of Order for conducting organizational meetings and in maintaining the by-laws of the organization.
7. It is desirable that the candidate for Vice President has been a member of the Board of Directors or a participating volunteer coach anytime during the past 5 years with the organization.

Executive Board Initials:

President

Secretary

Vice President

Treasurer



Section 4. Qualifications for Secretary

1. The candidate for Secretary must have current experience as a member of an organization such as a sports club, social organization or educational organization.
2. The candidate for Secretary must have experience in being able to communicate at a professional and knowledgeable level with members of the organization and have experience in maintaining records and official documents of an organization.
3. The candidate for Secretary must have experience in the use of word processing or other computer skills in order to develop and maintain the meeting minutes, reports and communications with external agencies or organizations.
4. The candidate for Secretary must have or be able to successfully complete the Anne Arundel County police background check that is required of all youth sports coaches.
5. The candidate for Secretary must have knowledge of the Roberts Rules of Order for conducting organizational meetings and in maintaining the by-laws of the organization.
6. It is desirable that the candidate for Secretary has been a member of the Board of Directors or a participating volunteer anytime during the past 5 years with the organization.

Section 5. Qualifications for Treasurer

1. The candidate for Treasurer must have current experience as a financial leader of an organization such as a CFO/CPA at work or Treasurer of a sports club, social organization or educational organization.
2. The Treasurer is required to develop and manage of the annual budget of the organization and as such, the candidate must have experience in the development and operation of the budgeting process for an organization of similar size.
3. The Treasurer will be required to direct organizational policies related to the non-profit corporation status of the organization. The candidate will have a thorough understanding of non-profit organizations and reporting procedures and experience in working with the IRS in relationship to such an organization.
4. The Treasurer must have the capability to work with spreadsheet software and/or other financial software such as Quicken or Quick Books.
5. The candidate for Treasurer must have or be able to successfully complete the Anne Arundel County police background check that is required of all youth sports coaches.
6. It is desirable that the candidate for Treasurer has knowledge of the Roberts Rules of Order for conducting organizational meetings and in maintaining the by-laws of the organization.
7. It is desirable that the candidate for Treasurer has been a member of the Board of Directors or a participating volunteer anytime during the past 5 years with the organization.

Executive Board Initials:

President

Secretary

Vice President

Treasurer

## ARTICLE VI. - MEETINGS

### Section 1.

The regular Board Meetings shall be held monthly to transact business of the organization and to hear and discuss issues brought to the Board by Board or general members. In January of each year, the Board will select the dates for the remaining regular meetings and post the dates, times, and locations on the website as necessary.

### Section 2.

The President or a majority of the Board shall have the power to call a special meeting at any time. The date, time, and place of any additional meetings or rescheduled monthly meetings must be conveyed to all Board members at least five (5) days prior to the meeting.

### Section 3.

For any meeting (regular, general or special), a simple majority of the Board members shall constitute a quorum.

### Section 4.

General membership meetings shall be held in September, December and February of each year. The President shall provide notice thirty (30) days prior to the date scheduled for these meetings. Notice shall be given to the general membership via the website, "email blasts", and other forms of media.

### Section 5.

The general membership meeting held in December will be for the annual election of officers. The Secretary shall notify the general membership thirty (30) days prior to this scheduled date via the website, "email blasts", and other forms of media.

### Section 6.

All proceedings of the organization shall be conducted under and pursuant to Roberts Rules of Order, as amended, except as herein otherwise provided.

## ARTICLE VII. - ELECTIONS

### Section 1.

Elections shall take place each year at the December General Membership Meeting. The nominated candidate must receive a majority of the votes cast. If more than two candidates are seeking the same position and no one receives a majority of the votes, the two candidates with the most votes will have a run-off election. In the run-off election, the candidate receiving the highest number of votes by ballot shall be declared elected.

### Section 2.

Elections shall be by a simple majority either by open or secret ballot as determined by the Board of Directors.

### Section 3.

The entire slate of unopposed candidates may be elected by having someone move and another second that the Secretary cast one vote for each unopposed candidate. The vote for the unopposed candidates will be taken prior to any contested offices. The motion to use this election method must pass by a simple majority for the special voting process to take place. If the motion for electing the unopposed candidates fails, then each unopposed candidate must be voted into office. In such an instance the ballot will contain the unopposed candidate's name and a "no" box. If the candidate is not elected, the position is deemed vacant.

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Executive Board Initials:

President [Signature] Secretary [Signature]  
Vice President [Signature] Treasurer [Signature]



## ARTICLE VIII. - LIMITATIONS OF POWERS AND LIABILITIES

### Section 1.

Only the Board has the authority and power to enter into or create binding contracts, obligations, indebtedness, or purchase on behalf and in the name of the organization.

### Section 2.

No Member may act as an agent for the organization unless: the details and limits of the action are specific, approved by the Board, and duly noted in the minutes of an official meeting.

### Section 3.

All registration forms used by the organization must include a "Release of Claims" to be signed by a parent or guardian.

### Section 4.

The PSC Board, members, agents, coaches, or sponsors shall not be held liable for any injuries or damages that may result from a player participating or playing for the program in its entirety. This PSC Board, members, agents, coaches, or sponsors shall not be held liable for any injuries or damages related to the transmission of any communicable illnesses that may result from a player participating or playing for the program in its entirety.

## ARTICLE IX. - FINANCES

### Section 1.

The organization will operate as a non-profit organization in accordance with the meaning and provision of Section 501(c) (3) -509(a) (2) of the Internal Revenue Code and the regulations issued thereunder. No funds of the organization shall be used for the personal benefit of any member or Board of Director of the organization.

### Section 2.

Funds may be secured from registration fees, raffles, subscriptions, merchandise sales, concession stands, and any other legitimate nature that may be devised upon approval of the Board.

### Section 3.

A Treasurer's report shall be available 1 week prior to the monthly board meeting as long as the meeting is scheduled at least 1 week from 3<sup>rd</sup> day of each month. This report must include, but not limited to, the previous month's Financial Report, Budget Performance, Journal Written Checks, General Journal Entries and any Bank Statement received to balance the monthly report.

### Section 4.

The President, utilizing the Treasurer's report can confirm that all transactions meet the organization's need and also confirm that no funds were issued to any member for personal benefit. Any Board Member can at any time prior to the meeting request any documents from the Treasurer that they believe may need further investigation/discussion. It is then the responsibility of the Treasurer to ensure that the documents are provided to each board member either via email or before the meeting start.

### Section 5.

The Treasurer can use any method necessary to ensure timely payments are dispersed in the organization's behalf as long as the method is approved by the Board prior to utilizing said method.

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Executive Board Initials:

President 

Secretary 

Vice President 

Treasurer 

Section 6.

The fiscal year of the organization shall be January 1st to December 31st.

Section 7.

The Treasurer with the assistance of the President shall arrange for an audit of the organization's financial records annually. The audit must be conducted by an outside auditing service and in accordance with IRS and State of Maryland regulations. The results of the audit shall be presented at the next General Membership meeting.

Section 8.

A budget for the following fiscal year shall be prepared by the Board in September. In November, the general membership shall approve the proposed budget and shall approve the President's definition for a major and minor non-budgeted expense.

Section 9.

The Board of Directors may expend funds according to the budgeted funds approved by the general membership. Minor expenses outside of the approved budget must be approved by the Board of Directors majority. Major expenses outside of the approved budget must receive general membership approval. All major expenses, either budgeted or not, must acquire three written bids.

**ARTICLE X. - LEAGUE AFFILIATIONS**

Section 1.

The organization will be affiliated with the Maryland State Youth Soccer Association (MSYSA) and will register at least annually all players, coaches and teams who participate in the organization's programs with (MSYSA) and pay the appropriate registration fees.

Section 2.

The organization shall be affiliated and comply with all of the United States Youth Soccer Association (USYSA) rules and procedures.

**ARTICLE XI. - DISSOLUTION OF THE ORGANIZATION**

Section 1.

The Organization may be dissolved by a vote of two-thirds of the Board members at a regular or special meeting in which a quorum is present.

Section 2.

In the event of dissolution, the Board will distribute the remaining assets, after all liabilities have been satisfied, to one or more recognized non-profit organizations whose primary purpose is to promote and support youth sports activities in the Pasadena area of Anne Arundel County, Maryland.

Section 3.

The selection of the non- profit organization(s) to receive funds shall be determined with a majority vote at a regular or special meeting in which a quorum is present.

Executive Board Initials:

President

Secretary

Vice President

Treasurer



Section 4.

No part whatsoever of such assets shall pass to or inure to the benefit of any person connected with the Association or to other private individual or individuals.

**ARTICLE XII. AMENDMENTS**

Section 1.

These Bylaws may be amended by a vote of two-thirds of the members attending any organization meeting having a quorum. In order for amendment proposals to be heard, there must be a section in the order of business for making such requests.

Section 2.

Any proposed amendment must be placed on the proper form given by the secretary or his/her designee and must have the author's and sponsor's signature before presenting at a meeting for the board to vote to include in the minutes. The author can be any member of the organization by the sponsor must be a member of the board. This form is at the back of the by-laws in its appendices (Form 1).

Section 3.

Once the proposed amendment meets the requirements of Article XII section 2, the board shall make a majority vote on the amendment. If the majority of the board passes the amendment, it shall be read into the minutes at the next meeting and provided to the membership for review. This can be accomplished by a blast email or through the website.

Section 4.

The proposed bill after it passes Article XII section 3, shall be read at the 3<sup>rd</sup> and final meeting with a discussion and add any amendments to the bill. Once discussion and amendments are complete the bill shall be presented for a vote and must meet the requirements of Article XII section 1 in order for the bill to pass into a bylaw.

Executive Board Initials:

President

Secretary

Vice President


Treasurer



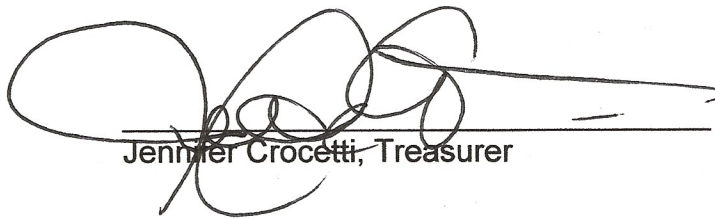
**Certification of Enactment:**

The below executive officers by their signatures and initials affirm that these by-laws are true and are enacted by the boards of Mountain Road Soccer and St. James Soccer (Pasadena Soccer Club) on the 9th day of April 2013 and were revised on the 14<sup>th</sup> day of April 2021.

  
Shawn Stallings, President

  
Jimmy Sparenberg, Vice President

  
Scott Weaver, Secretary

  
Jennifer Crocetti, Treasurer

Executive Board Initials:

President  Secretary \_\_\_\_\_  
Vice President  Treasurer 