

Constitution of The Twin Boros Soccer Club

Article I

Name

This Association shall be known as The Twin Boros Soccer Club Inc., hereinafter ("the Club").

Article II

Purpose

The purpose of the Club shall be to develop, promote and administer the game of soccer for youth under nineteen (19) years of age. The goal of the Club shall be to instill in the participating youth; athletic interests, the meaning and use of fair play, the direction of their spare time and activities toward the physical and moral development of their bodies and minds, thereby better preparing them for the future; and in addition, to bring to the attention of the citizens of our community, the values and need of participation in community programs. The Club shall serve the communities of Oakmont and Verona and contiguous communities in the eastern suburbs of Allegheny County Pennsylvania.

The Club is organized and operated exclusively for the above stated purpose, and other related non-profit purposes, and no part of any earnings or income shall inure to the benefit of, or be distributed to, its members, officers or other private parties, except that the Club shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose defined herein. Notwithstanding any other provision of this constitution, the Club shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (26USC 501 [c] [3]) or corresponding provisions of any subsequent Federal Tax Law.

Article III

Affiliation

The Club shall be an affiliate of the PA West Soccer Association hereinafter known as PA-West and has been constituted as a Youth Soccer Association as defined in The Twin Boros Soccer Club Constitution. The Club shall be subject to the authority of PA-West Soccer, the United State Youth Soccer Federation, hereinafter known as USSF and the Federation Internationale de Football Association (hereinafter known as FIFA).

Article IV

Government

The Club shall be governed by its Constitution, By-laws, and Code of Conduct. The Club shall retain its own autonomy, but will adhere to the Constitution, By-laws and Regulations of the PA West Soccer Association in all matters pertaining to interstate, regional, national, and international competition, or in other competitions sponsored by PA West.

Article V

Membership

Membership in the Club shall be open to any resident within the area of Oakmont and Verona and neighboring eastern hills communities as defined in Article II.

The Board of Directors, Coaches, and Players accepted and otherwise in good standing shall be entitled to membership of the Club as provided in the By-laws. The acceptance of membership obligates the member to comply with the provisions of the Constitution, the By-laws and the Code of Conduct of The Twin Boros Soccer Club. Penalties for violation thereof shall be taken as provided in the By-laws.

All teams, clubs and associations within the territorial jurisdiction of PA-West who are not members of PA-West shall be deemed non-affiliated organizations. Members of PA-West shall not play soccer games against non-affiliated organizations without the prior approval and authorization of the Youth Board of PA-West.

Article VI

Fees

Player members shall pay annually a membership fee to The Twin Boros Soccer Club that shall be assessed on a seasonal year basis and shall be defined as provided in the By-laws. The fee shall determined by The Twin Boros Soccer Club Board of Directors as provided by The Twin Boros Soccer Club By-laws.

Article VII

Seasonal Year

The Seasonal (Fiscal) Year shall begin on August 1 and end on July 31 of the following calendar year. The Constitution and By-Laws, and Code of Conduct shall be in effect during the entire twelve (12) months of the Seasonal Year.

The Club shall distribute its income for each Seasonal (Fiscal) Year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 (26 USX 4942) or corresponding provisions of any subsequent Federal Tax Law.

The Twin Boros Soccer Club shall not:

- 1. Engage in act of self-dealing as defined in Section 4941 (d) Internal Revenue Code of 1954;*
- 2. Retain any excess business holdings as defined in Section 4943 (d), Internal Revenue Code of 1954;*
- 3. Make any investments in such a manner as to subject it to tax under Section 4944, Internal Revenue Code of 1954; make any taxable expenditures as defined in Section 4945 (d), Internal Revenue Code of 1954; or any corresponding provisions of any subsequent Federal Tax Laws.*

Article VIII

Board of Directors

The government of The Twin Boros Soccer Club, with the authority set out herein and in the By-Laws, shall be vested in a governing body known hereafter as the Board of Directors.

The Executive Board shall be appointed by unanimous agreement of the previous Executive Board. The composition of the Board of Directors shall be as follows:

The Executive Board:

- ❖ President*
- ❖ Vice-President*
- ❖ Secretary*
- ❖ Treasurer*
- ❖ Registrar*
- ❖ Two At-Large Members*

The following Board of Director members are the Operating Committee, who are appointed annually by the Executive Board. Members of the Executive Board shall be permitted to concurrently serve in the following positions. Such appointees must be unanimously acceptable to all Executive Board members:

The Operating Committee:

- ❖ Director of Coaching*
- ❖ Referee Administrator*
- ❖ Field Manager*

- ❖ *Purchasing Officer*
- ❖ *Micro Coordinator*
- ❖ *Webmaster*

The Board of Directors shall meet as provided in the By-Laws.

Executive Board members shall serve from August 1 of a Seasonal Year to July 31 of the second succeeding Seasonal Year. Operating Committee members shall serve from August 1 of a Seasonal Year to July 31 of each Seasonal Year.

The duties and responsibilities of the Board of Directors members both individually and collectively shall be as provided in the By-Laws.

All decisions of the Board of Directors are final unless appealed to a Special Meeting of the Executive Board of Twin Boros Soccer Club, and overruled or modified by the Special Meeting, all as provided in Article XI.

Any vacancies occurring on the Board of Directors during the Seasonal Year shall be filled by appointment of the Executive Board. Such new Board of Directors members arising from vacancies shall continue in office until the next July 31.

Any member of the Board of Directors may be removed from office and relieved of all duties by a unanimous vote of the Executive Board of The Twin Boros Soccer Club at any General or Special Meeting of the Board of Directors, provided notice of the proposed removal is given in the call of the meeting.

Article IX

Meetings of the Board of Directors

There shall be monthly meetings of the Board of Directors, one of which shall be designated as the Annual General Meeting (AGM).

The Annual General Meeting shall be called by the President, with the concurrence of the Board of Directors, toward the end of each Seasonal Year, but no later than July 31 of the Seasonal Year.

With respect to the AGM, notification to the Board of Directors shall be given not less than fifteen (15) days in advance of the scheduled date.

The order of business at general meetings shall be as follows:

1. *Call to order*
2. *Reading of the minutes of the last general meeting*
3. *Acceptance of those minutes*
4. *Reports of the Treasurer and Director of Coaching*
5. *Unfinished Business*
6. *Proposals for amendments to the Constitution and By-laws*
7. *Appointment of new Executive Board (every two years)*
8. *Appointment of Operating Committee (every year)*
9. *New Business*
10. *Adjournment*

A meeting of five Executive Board members present in good standing shall constitute a quorum. Voting by proxy shall not be allowed.

Board of Directors members appointed at the Annual General Meeting shall take office on August 1 of the current Seasonal Year.

Special meetings of the Board of Directors may be required from time to time. Special meetings may be called by the President, with the unanimous concurrence of the Executive Board.

Article X

Amendments

The Constitution may be amended or repealed, in whole or in part, by a unanimous vote of the Executive Board at any duly called meeting of The Twin Boros Soccer Club provided a quorum is present. Proposals for amendment or repeal of the Constitution must be made in writing and be submitted to the Secretary to allow thirty (30) days notice to all Board of Directors members prior to consideration of such proposals at any meeting.

Article XI

By-laws

By-laws will be hereafter adopted that may be amended or repealed, in whole or in part, in the manner provided therein.

Article XII

Dissolution

Upon the dissolution of the Club, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities, dispose of all assets of the Association exclusively for the purpose, or purposes, stated in Article II of the Constitution in such manner, or to such organization, or organizations, constituted and conducted exclusively for the purpose or purposes as shall at that time qualify as exempt under Section 501 © (3) and/or Section 501 © (7), Internal Revenue Code of 1954, or any corresponding provisions of any subsequent Federal Tax Law, as the Board of Directors may determine.