

# ByLaws

## ARTICLE I - NAME, MISSION STATEMENT, AND RESTRICTIONS

1. **Name.** The name of this Corporation is The Greater Cincinnati Soccer Club, Inc. (also referred to as "Hammer FC" , "Classics Hammer FC", or "the Club").
2. **Offices.** The principal office of the Club shall be in the County of Hamilton. The Club may also have offices at such other places as the Board of Directors may from time to time appoint as the purposes of the Club may require.
3. **Mission Statement.** The Mission of Hammer FC is as follows: "Hammer FC is a college-preparatory soccer program designed to develop players to their fullest potential by providing the highest level of training and programming in Greater Cincinnati."
4. **Restrictions.**
  - a. **Prohibition Against Sharing in Foundation Earnings.** No director, officer, employee of, member of a committee, or person connected with the Club, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operation of the Club, provided that this shall not prevent the payment of any such reasonable compensation for services rendered to or for the Club in effecting any of its purposes as shall be fixed by the Board of Directors. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution or winding up of the affairs of the Club, whether voluntary or involuntary. The assets of the Club, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations, which would then qualify under the provisions of Section 501(c) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
  - b. **Budgets.** The Board of Directors shall approve one budget annually, which includes, but is not limited to, the Spring, Fall, and Winter playing seasons.
  - c. **Audit.** The Board of Directors shall audit and approve the financial records of the Club annually.

## ARTICLE II - MEMBERSHIP

- 1. Teams.** The Board of Directors has the right and responsibility to:
  - a.** sanction individual teams within the Club, effective each playing season;
  - b.** establish requirements and restrictions for individual teams that are sanctioned within the Club; and
  - c.** sanction soccer camps sponsored, directed, and/or operated by the Club or its staff.
- 2. Players.**
  - a. Selection.** All players for all individual teams sanctioned by the Club shall be selected at team tryouts that shall occur once per year at the end of the Spring session, or more frequently at the discretion of the Directors of Coaching.

Rosters will be set entering the fall season of each "seasonal year." A "seasonal year" will consist of the Fall and following Spring soccer seasons. High-school-age teams will be formed following the normal high school seasons for the following Spring season. Player selection shall be determined by the Directors of Coaching, Player Development Coordinators, and other coaches conducting the tryouts.
  - b. Removal.** Players cannot be removed from a team during a regular season except for disciplinary reasons, including poor attendance.
    - i.** The Club adheres to league regulations for adding and dropping players from team rosters between the Fall and Spring season.
  - c. Responsibilities.**
    - i. Fees.** Each player shall be responsible for payment of Club fees for each season in which he or she participates. Fees assist in the payment of costs of coaching, field maintenance, Club operating expenses, and league fees. Fees do not cover team or individual travel expenses, or any other additional expenses brought about by team or individual participation in any outside soccer-related events. These fees are collected separately by the individual team and are expected to be paid by the established due date. No player shall be permitted to participate in practices, training sessions, or matches until full payment of fees is received or payment schedule is agreed upon between the Club and player.

The Board of Directors has the right to grant partial or full scholarships for any player who completes and submits timely the appropriate scholarship application. Guidelines for the granting of partial or full scholarships shall be outlined by the Board of Directors.
    - ii. Behavior.** Each player, and his/her parents, shall represent the Club appropriately by demonstrating good sportsmanship, team spirit, self-discipline and respect for others.
- 3. Attendance and Practice.** Each player is expected to attend all games and practice sessions and to work on skill-development outside of regular team practice sessions. Players are encouraged to attend off-season soccer camps.

## ARTICLE III - BOARD OF DIRECTORS

**1. Directors.** The business and property of the Club shall be managed by a Board of Directors that shall consist of ten (10) members: President, Vice-President, Secretary, Treasurer, and six Members-at-Large.

**a.** Employees of the Club, such as the Directors and Associate Directors of Coaching and other staff coaches and trainers, may not serve as voting members on the Board of Directors.

**b.** Subject to the general restriction in subparagraph (a), above, the Board of Directors may in its discretion award a stipend to the Treasurer as consideration for performing bookkeeping duties.

**2. Powers and Duties.**

**a. General.** The Board of Directors shall have authority to dictate and shall be responsible for the vision and direction of the Club. The Board of Directors is hereby granted all corporate powers except as otherwise provided in these By-Laws or the laws of the State of Ohio.

**b. Specific Powers and Duties.** The Board of Directors' powers and duties shall include, but are not limited to:

- i.** planning and development;
- ii.** appointing Directors of Coaching and Club Administrator;
- iii.** managing the budget, including purchasing, payroll, and audit responsibilities;
- iv.** approving, interpreting, and administering Club Policies and Procedures and Codes of Conduct;
- v.** sanctioning Club teams, players, and parents;
- vi.** awarding Club scholarships.

**3. Election and Term.** Directors shall be elected by a majority of the vote of the then serving Directors, voting either in person or by proxy. Each year a number of Directors shall be elected sufficient to have ten (10) Directors in office. The term of a Director shall be three (3) years, and shall begin effective the January 1 preceding the meeting at which the election takes place, or in case of a special election created by a vacancy, immediately upon election. Directors may serve not more than three full consecutive terms.

**4. Nominations and Vacancies.** Nominations for Directors may be submitted by then-serving Directors in writing in advance of the meeting at which the election takes place. If a vacancy occurs on the Board of Directors for any reason other than the expiration of a Director's full term, the vacancy shall be filled for the remainder of that Director's term by nomination and majority vote of the Directors then-serving.

**5. Meetings.** The Board of Directors shall meet as often as necessary to conduct the business of the Club, but no less often than four (4) times each calendar year. The first meeting of the calendar year shall be designated the "Annual Meeting," at which time election of Directors to fill any expired terms shall take place. The President, or in his absence the Vice-President, shall preside at each meeting. A majority of the then-serving Directors shall constitute a quorum. All questions brought before the Board of Directors shall be decided

by a majority vote. Special meetings may be called by any three members of the Board of Directors.

**6. Removal.** Any member of the Board of Directors may be removed by a majority vote of the Board of Directors.

**7. Compensation.** Subject to the exception in Article III, § (1)(b), Members of the Board of Directors shall serve without compensation.

#### **ARTICLE IV - OFFICERS, ADMINISTRATORS, AND DIRECTORS**

**1. Officers.** The Officers of the Club shall consist of a President, Vice-President, Treasurer, and Secretary. All Officers shall be selected from and serve as members of the Board of Directors. Officers shall be elected by a majority vote of the then-serving Board of Directors and shall serve for a three-year term unless otherwise determined by the Board of Directors or removed from office by a majority vote of the Board of Directors. Officers may be re-elected to serve consecutive terms within their terms as Directors. Officers shall receive no compensation except as provided in Article III, § 1(b).

**2. Chair Persons.** The Directors of the Blue Chip Showcase, Hammer Cup, and Classics Cup (also referred to as "Chair Person") shall be selected by and report to the Board of Directors for one-year terms which may be extended at the discretion of the Board of Directors. Chair Persons can be removed from their positions by a majority vote of the Board of Directors. Vacancies shall be filled by a majority vote of the Board of Directors. Chair Persons shall receive no compensation unless specifically agreed to in writing by the Board of Directors. Chair Persons may serve as members of the Board of Directors.

**3. Duties.** The Officers shall perform those proper duties that are usual to their positions and that are assigned to them by the Board of Directors. In addition, subject to any restrictions imposed by or contracts approved by the Board of Directors, the Officers, Administrators and Directors shall have the following duties:

**a. President.**

- i. represents the Club at league, association, and community meetings;
- ii. acts as chairman of the Board of Directors.

**b. Vice-President.**

- i. acts in place of the President when the President is not available.

**c. Treasurer.**

- i. acts as Chair of the Finance Committee;
- ii. maintains the Club's checkbook and tax records;
- iii. files payroll and tax forms;
- iv. pays Club expenses, writes Club's checks, etc.;
- v. manages and collects players' Club fees, payment plans, and player scholarships.

**d. Secretary.**

- i. coordinates scheduling of meetings for the Board of Directors;
- ii. prepares and distributes minutes of Board of Directors' meetings.

**e. Club Administrator.**

- i. registers players, teams, and Club with leagues, tournaments, events, and associations;
- ii. trains new Parent Administrators;
- iii. serves as Club liaison to Board of Directors, Parent Administrators, Directors of Coaching, coaches and trainers, league representatives, tournament directors, and Ohio South Youth Soccer Association;
- iv. assists the Directors of Coaching and other staff coaches and trainers with all duties and functions related to Club try-outs and soccer camps;
- v. maintains and manages Club records and contracts.

**f. Directors of Coaching.**

- i. share overall responsibility for development and soccer-related decision for the entire Club;
- ii. responsible for recruiting, hiring, training, and the evaluation of all team coaches;
- iii. conduct tryouts and select tournaments for teams to attend;
- iv. submit try-out procedures, training curricula, and tournament selections to Board of Directors for approval;

**ARTICLE V - OTHER PROVISIONS**

- 1. Committees.** The Club shall have two permanent committees that shall report to the Board of Directors: the Executive Committee and the Finance Committee. The President, with the approval of the Board of Directors, may appoint other committees comprised of Directors, Administrators and/or other persons to which particular duties and responsibilities may be delegated.

**a. Executive Committee.** Consists of the President, Vice-President, Treasurer, and Secretary. The Executive Committee shall meet monthly, except for full months in which a full Board of Directors meeting shall be held, to conduct the general business of the Club.

**b. Finance Committee.** Consists of the Treasurer, President, Vice-President, Club Administrator, and one Member-at-Large of the Board of Directors. The Finance Committee meets quarterly in the month before the full Board of Directors meeting. The Finance Committee establishes budgets, makes recommendations for spending outside the budget, reviews insurance coverage and taxes, and administers the scholarship program.

**ARTICLE VI - INDEMNIFICATION**

The Club shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Club) by reason of the fact that such person is or was a member of the Board of Directors, Officer of the Club, or a member of any Committee of the Club, against expenses (including attorneys' fees), judgments, fines and/or amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not

opposed to, the best interests of the Club, and, with respect to any criminal action or proceeding, he/she had no reasonable cause to believe that his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the best interests of the Club, and, with respect to the criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

#### **ARTICLE VII - MEMBER REPRESENTATIONS**

No person, except members of the Board of Directors or Officers of the Club acting within their prescribed duties, is authorized to speak or take action on behalf of the Club without the prior specific authorization of the Board of Directors.

#### **ARTICLE VIII - BOOKS AND RECORDS**

The Club shall keep correct and complete financial records and written minutes of its Board of Directors meetings.

#### **ARTICLE IX - BYLAWS**

These Bylaws may be amended from time to time by the vote of a majority of the Board of Directors.

Amended: October 26, 1998

Amended: April 23, 2001

Amended: February 10, 2004

Amended: October 24, 2005

Amended: October 18, 2009