

**AMENDED AND RESTATED BYLAWS OF THE
PLEASANT HILL SOCCER CLUB**

ARTICLE I

Title

This non-profit organization shall be known as the Pleasant Hill Soccer Club operating primarily in Pleasant Hill, IA. It may be also be referred to as the "Club" or "PHSC".

ARTICLE II

Purpose

Section 1. General Purpose. The Club is organized for the purpose of furthering and promoting for youth and their families the development of the sport of soccer in Pleasant Hill, Iowa, and surrounding areas through the education, organization, training and competition; to receive gifts, legacies and donations from any source to be used solely for promotion of the health, welfare, education and recreation of the members through the organization of this Club. All decisions and operations within this Club will follow the guidelines set forth by the Iowa Soccer Association, and the Club's guidelines and bylaws for the benefit of the Members.

Section 2. Funds. The Club may charge fees and accept personal, corporate and governmental grants or gifts to secure the funds necessary for the activities of the Club, as well as, provide for the acquisition, maintenance or use of real estate for the performance of this Club's stated purpose. Also, to promote, educate, sponsor, advertise, as well as otherwise further the General Purpose of the Club as it relates to youth soccer.

Section 3. NonProfit Status. This Club is not organized for pecuniary profit and it shall not have any power to issue certificates of stock, dividends or ownership certificates. No part of the net earnings of this Club shall inure to the benefit of any member, director, officer or individual. The balance, if any, of all funds received by the Club from its operation, after full and complete payment of all debts and obligations shall be held, accumulated and distributed exclusively for carrying out the purpose of this Club, consistent with the laws and regulations applicable to tax exempt, nonprofit organizations under the Internal Revenue Code of 1954, as amended and the laws of the State of Iowa.

Section 4. NonDiscrimination. No person shall be denied membership or participation in the activities of the Club due to race, sex, religion, or national origin.

Section 5. Scholarship Grants. In order to continue to promote soccer in our community, the

Club shall have the authority to grant scholarships that will cover up to 100% of registration fees for recreation players with support for uniforms. Select players are eligible for partial assistance with recreation fees.

ARTICLE III

Membership

Section 1. Qualifications for Membership. The Club shall have one class of members with the right to hold office and vote on matters as defined below. Membership in the Club shall be granted to:

- a) The parents or legal guardians of all soccer players for whom a membership fee has been paid or for whom a scholarship grant has been received.
- b) Coaches and assistant coaches of all Club soccer teams.
- c) All referees who referee Club games and whose name is listed upon the Club's list of active referees.
- d) All officers, directors or coordinators of the Club.

Section 2. Annual Meeting. The annual meeting of the membership of the Club shall be held in the month of June of each year for the purpose of electing directors and for transaction of such other or further business as may come before the meeting.

Section 3. Notice of Annual Meeting of Membership. The Board of Directors shall cause Notice of the Annual Meeting of the Membership to be emailed to each member or posted on the Club's website and any social media pages in the Pleasant Hill, Iowa, area at least ten (10) days prior to the annual meeting date

Section 4. Place of Meeting. The Board of Directors may designate any place within the State of Iowa as the place of the Annual Meeting of the Membership.

Section 5. Special Meeting. The Board of Directors of the Club may call and hold a Special Meeting of the Membership at such time and place as they shall determine, upon notice as is provided in Section 3 of this Article III. Additionally, fifty (50) members of the Club upon written request to the President of the Club shall have the right and power to call a Special Meeting of the Membership.

Section 6. Quorum. A majority of the current members of the Board of Directors of the club shall constitute a quorum for the transaction of business at any meeting of the membership.

Section 7. Organization. The President of the Club shall call the meetings of Membership to order and act as Chairperson thereof. In the absence of the President, a Vice President named by the president and/or approved by the majority in attendance shall act as Chairperson of the meeting. The Secretary of the Club shall act as Secretary of all meetings of the Membership, but in the absence the presiding officer may appoint any person to act as Secretary of the meeting.

Section 8. Order of Business. The order of business at all meetings of Membership shall be determined by the presiding officer.

Section 9. Balloting. Upon the demand of any member, the vote upon any question before the meeting shall be by ballot. If such demand is made, the presiding officer shall appoint Inspectors of Election, not to exceed three (3) in number, to receive and take charge of ballots.

Section 10. Rules. All meetings of the Membership shall be conducted in accordance with Roberts' Rules of order. For this purpose, a chart as to appropriate procedure is attached to these Bylaws as Exhibit "A" and by this reference incorporated herein as if fully set forth.

Section 11. Voting Privileges of Members. The voting rights of the membership shall be as follows:

- a) Team Vote. All coaches, assistant coaches and parents or legal guardians of a soccer player assigned to an organized Club team shall vote at all meetings of the membership, by use of a team vote. A team vote shall constitute one (1) vote on each matter submitted to vote at any meeting of the membership
- b) Board of Directors. Each member of the Board of Directors shall be entitled to one (1) vote on each matter submitted to a vote of the membership at any meeting of the membership.

Section 12. Proxies. Voting by proxy is prohibited.

Section 13. Participation in Meetings. Any member of the Club shall have the right to attend and speak at all meetings of the Club and the Board of Directors. However, voting privileges may only be exercised by a member at a meeting of the membership and should any member seek protest a game or disciplinary action at a game for which no other procedure for protest has been adopted by the Board of Directors; or complain about any coach, referee or other Club volunteer; a request in writing must be submitted to the Club President or Vice Presidents prior to the meeting of the Board of Directors.

Section 14. Termination of Membership Status. Membership in the Club for any member hereof shall be terminated:

- a) For the failure of any member to remain in good standing with respect to the prompt

payment of all fees and charges;

b) A member's disregard, violation or breach of the rules and regulations of the Club; or

c) Upon a twothirds (2/3) vote of the Board of Directors.

ARTICLE IV

Directors

Section 1. General Powers. The business and affairs of the Club shall be managed by its Board of Directors. These powers include, but are not limited to:

a) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated for the benefit of the Club or the Club's intended purpose.

b) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of the Club's assets.

c) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government state territory, governmental district or municipality or of any instrumentality thereof.

d) To make contracts and guaranties and incur liabilities, borrow money at such lawful rates of interest as the Board of Directors may determine, issue Club notes, bonds, and other obligations, and secure any of the Club's obligations by mortgage or pledge of all or any of the Club property, franchises and income, and to guarantee the obligations of other persons.

e) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

f) To elect or appoint agents of the Club, and define their duties.

g) The Board of Directors may by resolution provide for such other standing or special Committees as it from time to time deems desirable, and discontinue the same at its

pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors. If provision be made for any such committee, the members thereof shall be appointed by the Board of Directors and shall serve at the pleasure of the Board. Vacancies in such committees shall be filled by the Board of Directors.

h) To make and alter Bylaws for the administration and regulation of the affairs of the Club.

i) To indemnify any director or officer or former director or officer or volunteer of the Club as is provided for herein.

j) To cease Club activities.

k) To have and exercise all powers necessary or convenient to affect any or all of the purposes for which the Club is organized.

Section 2. Number and Term of Office. The number of directors and officers of the Club shall be up to twelve (12) and such other ex officio, nonvoting persons as may be appointed by the Board of Directors, from time to time. The term of office for all members of the Board of Directors shall be for a two (2) year term from the first day of July following the annual meeting of the members.

Section 3. Qualification for Board Membership. Any member of the Club over eighteen years of age shall be eligible for election to the Board of Directors. It is recommended that no two individuals from the same household or related individuals may serve on the Board of Directors at the same time.

Section 4. Regular Meetings. There shall be at least one (1) regular meeting of the Board of Directors held each month. The Board of Directors shall determine the date and time each regular monthly meeting is to be held and shall provide notice to Members via the website and other social media.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any four (4) members of the Board of Directors.

Section 6. Notice. Notice of any special meeting shall be given at least twentyfour (24) hours prior thereto by oral, telephonic, or written notice, or emailed, to each Director at his or her address on file with the Club. Any Director may waive notice of any meeting and the attendance at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Directors are present at such meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Members of the Board of Directors of the Club may participate in a meeting of the Board of Directors by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors must be filled within ninety (90) days by the affirmative vote of a majority of the Directors then in office, even if less than a quorum of the Board of Directors. A Director so elected shall be elected for the unexpired term of his or her predecessor in office or the full term of such new Directorship.

Section 9. Resignation. Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein. If no time is specified, it shall take effect at the time of its receipt by the Secretary, who shall record such resignation noting the time of its reception. The acceptance of a resignation shall not be necessary to make it effective.

Section 10. Removal. The entire Board of Directors or any individual Director may be removed from office, with or without cause, at a meeting called expressly for that purpose by the two-thirds (2/3) vote of the Board of Directors or upon the vote of a majority of the members entitled to vote at an election of Directors. In case the entire Board or any one or more of the Directors are so removed, new Directors may be elected at the same meeting for the unexpired term of the Director or Directors so removed. Failure to elect Directors to fill the unexpired term of the Directors so removed shall be deemed to create a vacancy or vacancies in the Board of Directors.

Section 11. Presiding Officer. The President of the Club shall be the presiding officer at all meetings of the Board of Directors. In the absence of the President, a Vice President named by the President and/or approved by the majority in attendance shall act as Chairperson of the meeting. The Secretary of the Club shall act as Secretary at all meetings of the Board, or in his or her absence the Board of Directors meeting may designate any person to act as Secretary.

Section 12. Order of Business. The order of business at all meetings of the Board of Directors, unless otherwise determined by the affirmative vote of a majority of the members of such Board present at any meeting, shall be determined by the presiding officer.

Section 13. Conflict of Interest. No contract or other transaction between the Club and one or more of its Directors or any other corporation, firm, association or entity in which one or more

of its Directors are Directors, officers, or financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his, her or their votes are counted for such purpose, if any of the following occur:

- a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director.
- b) The fact of such relationship or interest is disclosed or known to the Board Members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent.
- c) The contract or transaction is fair and reasonable to Club.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

Section 14. Informal Action by Board of Directors. Any action required to be taken without a meeting of the Board of Directors if written consent setting forth the action so taken shall be signed by all of the members of the Board of Directors. Such written consent shall have the same force and effect as a unanimous vote of the Board of Directors and may be stated as such in any article or document.

ARTICLE V

Board of Director Elections

Section 1. Elections. Any member of the Club may run for election to the Board of Directors. Prior to each annual meeting of the Membership, a member who wishes to become a candidate for the Board of Directors shall submit his or her name and the position on the Board that he or she is interested in to the Club Secretary. At the annual meeting, the Secretary shall present the list of the candidates to the membership along with the list of Board positions up for election. Each position will be voted on separately, with a plurality of the votes cast being sufficient to elect a candidate to any particular position.

ARTICLE VI

Officers and Directors

Section 1. Number. The Officers of the Club shall be the President, Vice President, Secretary, Registrar, and Treasurer. No two or more offices may be held by the same person. Directors include Director of Coaches, Director of Referees, Director of Fields, Director of Website/Social Media, Director of League Representative, Director of Select Soccer, At Large Director, Director of Physical Assets/Equipment

Section 2. Removal. Any officer or Director of the Club or agent elected or appointed by the Board of Directors may be removed by a two-thirds (2/3) majority vote of the Board of Directors whenever in its judgment the best interests of the Club would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3. Vacancies. Any vacancy in office, occurring during the year through death, resignation or other cause, may be filled for the unexpired portion of the term by a majority vote of the Board of Directors at any special meeting or regular meeting thereof.

Section 4. Duties and Responsibilities. Sections 5-17 outline the basic duties and responsibilities of each Officer and Director. The Board of Directors may assign additional duties and responsibilities to any Officer or may change any duties and responsibilities from one officer to another at its discretion. Each Officer shall appoint any number of volunteers to help him or her carry out their responsibilities.

Section 5. President. The President is the Chief Executive Officer of the Club and in general supervises and coordinates all the business and affairs of the Club. In order to be elected President, a person must be a member of the Club and have served in another Board position for at least one (1) year. The President may have the following responsibilities:

- Preside at the monthly and annual meetings.
- Sign deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed.
- Supervise and coordinate the activities of the Board.
- Recruit volunteers to publish Club newsletter.
- Act as the Club's representative to the local league, or appoint another member of the Board of Directors to do so.
- Locate land to be used for soccer fields.
- Contract with Pleasant Hill parks and Pleasant Hill schools for the use of their facilities.

Section 6. Vice President. The Vice President may have the following responsibilities:

- Preside at meetings in absence of the President.
- Identify and recruit volunteers to assist board members.

- Accept and review requests from members to waive fees due to financial hardship.
- Create programs to promote membership in the club.
- Establish fund-raising programs.
- Act as the Club's representative to the local league in absence of the President.

Section 7. Secretary. The VP Secretary records and maintains information on the Club's business activities and communicates information to Club members and others outside the Club. The Secretary may have the following responsibilities:

- Preside at meetings in absence of the President.
- Identify and recruit volunteers to assist Board members.
- Accept and review requests from member to waive fees due to financial hardship.
- Create programs to promote membership in the Club.
- Record and maintain the minutes of all meetings.
- Send out all notices for business meetings.
- Maintain and update the Club's bylaws, policies, procedures, and job descriptions.
- Maintain and update the addresses and phone numbers of Board members and their committee members.
- Count votes and/or ballots at all business meetings.
- Recommend budget needs for seasonal awards and recognition
- Oversee uniform ordering process for the club

Section 8. Registrar. The VP Registrar may have the following responsibilities:

- Preside at meetings in absence of the President.
- Identify and recruit volunteers to assist Board members.
- Accept and review requests from member to waive fees due to financial hardship.
- Create programs to promote membership in the Club.
- Register all players, coaches, and teams with the local league and State Association and provide player cards.
- Verify birth dates of new players.
- Publicize registration dates and deadlines via local media.
- Register teams consisting of under 10 and older players through Iowa Soccer
- Act as the Club's representative to the local league and complete their required paperwork.
- Recruit volunteers to assist in development of a database of information on club members.

Section 9. Treasurer. The VP Treasurer is the Chief Financial Officer of the Club and must be an individual that is educated and experienced in accounting and finance. He/she will be bonded

for a minimum of \$25,000 (may be more). The fidelity bond will be paid by the Club. The Treasurer may have the following responsibilities:

- Preside at meetings in absence of the President.
- Identify and recruit volunteers to assist Board members.
- Accept and review requests from members to waive fees due to financial hardship.
- Create programs to promote membership in the Club.
- Create the annual budget.
- Provide monthly financial statements for the Board.
- Collect all monies due the Club.
- Make all required disbursements of funds.
- Reconcile all accounts.
- File all required tax returns.
- Verify and maintain the Club's insurance coverage.
- Invest excess funds.
- Make arrangements for any authorized loans.
- Make arrangements for an annual audit.

Section 10. Director of Coaches. The Coaches VP may have the following responsibilities:

- Preside at meetings in absence of the President.
- Identify and recruit volunteers to assist Board members.
- Create programs to promote membership in the Club.
- Provide information related to attending tournaments.
- Recruit, train, and supervise coaches.
- Organize clinics for coaches.

Section 11. Director Referees. The Referees VP may have the following responsibilities:

- Preside at meetings in absence of the President.
- Identify and recruit volunteers to assist Board members.
- Accept and review requests from member to waive fees due to financial hardship.
- Create programs to promote membership in the Club.
- Set minimum standards for referees.
- Schedule, recruit, and train referees.
- Organize clinics for referees.

Section 12. Director Physical Assets/Equipment. The VP Physical Assets/Equipment may have the following responsibilities:

- Preside at meetings in absence of the President.
- Identify and recruit volunteers to assist Board members.

- Accept and review requests from members to waive fees due to financial hardship.
- Create programs to promote membership in the club.
- Maintain and inventory all Club property.
- Oversee implementation and organization of the Club's uniform policies and procedures.
- Present report at Annual Meeting of Membership listing all Club property, current location, and any equipment that has been removed from the inventory during the current year.
- Distribute and record equipment to individual teams/coaches and collect the same at the seasons end.
- Make sure all equipment in good working order
- Facilitate the order new equipment when necessary

Section 13. Director of Fields. The Director of Fields shall have the following responsibilities:

- Serve as a liason to any land the Club uses for practices and/or games, including schools and churches.
- Recruits, coordinates, schedules, manages and administers field striperes at fields.
- Obtains any contracts necessary to continue use of said fields/green space
- In charge of reserving of property for games and practices
- Maintain field lines, size and location of fields, extra mowing as needed

Section 14. Director of Website. The Director of Website shall have the following responsibilities:

- Create and maintian www.phsoccer.org in a user friendly manner and in good working order
- Responsible to make sure the site is up to date with all required and relevent information pertaining to the Club and its Members
- Responsible for maintaining or recruiting others to maintain and keep updated any other social media sites

Section 15. League Representative. The Leage Representative shall have the following responsibilities:

- Attends, or sends a Club representative, to all league meetings (including but not limited to Iowa Soccer, Iowa Storm, U8 Coalition etc)
- Represents the Club in a professional manner
- Supports the interests of the Club and its Members
- Is the point of contact and liason for Members issues, problems, concerns, complaints with the League.

Section 16. Director at Large. The Director at Large shall have the following responsibilities:

- Intiate tasks not mentioned above, and supported by the Club
- Support any other Officer or Director as needed

- Serve as a representative of the Club at games and be available when other Board Members are not available

Section 17. Director of Select Soccer

- Serves as liaison to Iowa Storm Select program
- Represents the interest of the Club with regards to the Iowa Storm
- Coordinates, with Bondurant and other Club representatives, tryouts, team selection, team registration, coach selection, and all other duties associated with the Iowa Storm
- Works with the Iowa Storm committee comprised of PHSC and Bondurant Soccer

ARTICLE VII

Disciplinary Action and Grievances

Section 1. Suspensions. Any player, coach, or assistant coach of the Club who conducts him- or herself in an unsportsmanlike manner may be suspended by the Club from the field of play. Likewise, any spectator may be suspended from the sidelines.

Section 2. Review. Any player, coach, or assistant coach of the Club who is red-carded or ejected from the game for a major infraction shall appear before the Club's Conduct and Disciplinary Committee within six (6) days of the ejection, at which time it will be determined whether further disciplinary action shall be taken by the Club. It is the responsibility of the team coach to inform the head of the Conduct and Disciplinary Committee of the ejection so that a hearing may be scheduled.

Section 3. Failure to Appear. Any party called before the Conduct and Disciplinary Committee who without due cause fails to appear at the Committee's review is indefinitely suspended. It then becomes that party's responsibility to contact the head of the Committee to arrange for a new hearing.

Section 4. Length of Suspension. Suspensions are issued in terms of number of games and may overlap into succeeding playing seasons.

Section 5. Appeal. Any party who has been disciplined by the Conduct and Disciplinary Committee has the right to appeal to the Board of Directors. The meeting to hear the appeal shall be scheduled at the earliest time a quorum of the Board can be assembled, but in any case no later than four (4) days after the request to appeal has been made either to the head of the Conduct and Disciplinary Committee or to the president of the Club.

Section 6. Grievances. Any member of the Club in good standing has the right to submit to the Board any grievances. The grievance may be presented verbally to the in-charge Board member or in writing to the entire Board. Written grievances should include the nature of the grievance,

a statement of facts leading up to the grievance, any corroborating evidence or witnesses to the facts, and any remedy that is being requested. Copies of the written grievance will be distributed to all affected parties. The Board will address all written grievances at the next regular Board meeting. Affected parties will be encouraged to attend the meeting. The party submitting the grievance will be informed in writing of the Board's resolution of the grievance.

ARTICLE VIII

Dissolution of the Club

Upon the dissolution of the Club, the Board of Directors shall, after paying or making provisions for the payment of all its liabilities of the Club, dispose of all of the assets of the Club exclusively for the purposes of the Club in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time of dissolution qualify as an exempt organization or other organization under 501(c)(3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Directors shall determine. Any of such assets not disposed of shall be disposed of by the Iowa District Court for Polk County, exclusively for such purposes for such organization or organizations as that Court shall determine, and which are organized and operated exclusively for such purposes.

ARTICLE IX

Miscellaneous

Section 1. Fiscal Year. The Club fiscal year shall be on a calendar year basis from January 1 through and including December 31.

Section 2. Waiver of Notice. Whenever any notice is required to be given under these Bylaws or by law, waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

Section 3. Construction. Words and phrases herein shall be construed as in the singular or plural number according to the context. Whenever the masculine gender is used, females as well as males shall be deemed to be included.

ARTICLE X

Bylaws

Bylaws may be adopted, altered repealed or amended for the Club by the affirmative vote of twothirds (2/3) of the then current Board of Directors, provided notice of the proposed alteration, article or section to be repealed or amended is given to the Board of Directors ten (10) days in advance of a meeting of the Board of Directors and upon approval of such act, the Board of Directors again adopts the alteration, repeal or amendment at the next subsequent meeting of the Board of Directors. Unless and until any proposed alteration repeal or amendment of these Bylaws receives a twothirds (2/3) affirmative vote of the current membership of the Board of Directors at two (2) consecutive meetings of the Board of Directors as provided in this Article X, such alteration, repeal or amendment to the Bylaws shall have no force or effect.

Approved and adopted as amended at the Regular Board Meeting of the Club on **xxxxxx**