

COWETA COUNTY SOCCER ASSOCIATION, INC. BY-LAWS

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ARTICLE I – MEMBERSHIP

Section 1.1 - Member

Any person interested in the development, promotion and administration of the game of soccer among boys and girls ages 4-19 in Coweta County, Georgia without regard to race, creed, or national origin shall be eligible for membership in the corporation. This includes any parent with a child enrolled in any of the corporation's programs, coaches, referees, trainers, adult program participants, Officers of the Association and members of the Board of Directors.

1.2 - Voting Member

Voting members are defined in Article I, Section 1.1 and being over the age of 18.

ARTICLE II – ANNUAL MEETING OF MEMBERS

Section 2.1 – Annual Meeting

The meeting of the members of the Corporation shall be held during the month of January, between the Fall and Spring soccer seasons. This meeting shall be held at such time and place and on such date as the Board of Directors shall determine from time to time and shall be specified in the notice of the meeting. The annual meetings will be announced to the members with an agenda sent prior to the meeting to the members and all voted decisions (and votes cast) sent to the members after the meeting. Minutes will be made available to the members on the Association website as soon as possible.

Section 2.2 – Meetings

The Corporation's Board of Directors or its President may call special meetings of the members at any time. Special meetings shall be held at such time and place and on such date as shall be specified in the notice of the meeting.

Regular meetings will be announced to the members with an agenda sent prior to the meeting to the members and all voted decisions (and votes cast) sent to the members after the meeting. Minutes will be made available to the members on the Association website as soon as possible.

Section 2.3 – Place

All meetings of the members shall be held within Coweta County, Georgia.

Section 2.4 – Notice

Notice of the meetings shall be given to parents of all children registered with the Association at any time during the twelve-month period immediately preceding the month in which the meeting is to be held. The notice shall state the place, day and hour of the meeting and the notice shall be given in writing not less than ten or more than thirty days before the date of the meeting. Notice of any special meeting of members shall state the purpose or purposes for the meeting no neither less than ten days before the date of the meeting or more than thirty days before the date of the meeting.

Section 2.5 – Quorum

All members attending the annual meeting or at any publicly announced special meeting (By-Laws Article II Section 2.4) shall constitute a quorum. All resolutions adopted and all business transacted by the members at the annual meeting shall require the affirmative vote of the majority of the members present.

Section 2.6 – Proxies, Required Vote

Members may not give their proxies to any other members to be voted at any meeting.

Section 2.7 – Presiding Officer and Secretary

At every meeting of the members, the President of the Association shall preside and the Secretary shall act as secretary to the meeting.

ARTICLE III – OFFICERS OF THE ASSOCIATION

Section 3.1 Officers of the Association

The Officers of the Association shall be the Field/Equipment Coordinator, Tournament Coordinator, Recreation Age Group Coordinators (Boys U12+, Girls U12+, Boys U10, Girls U10, Boys U8, Girls U8, Muppets U6, Muppet U5, Adult Coed, TopSoccer), Sponsorship Coordinator, Registrar, Referee Assignor, Director of Coaching, Technical Director, Website Coordinator, and Goalkeeper Trainer with direct responsibility and authority in their area. The Officers of the Association are strictly volunteer positions with the following exceptions: Registrar, Referee Assignor, Director of Coaching, Technical Director, and Goalkeeper Trainer.

Section 3.2 - Delegation of Duties

In case of the absence of any of the Officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may confer for the time being the powers and duties, or any of them, of such Officer, upon any other Officer, or elect or appoint any new Officer to fill a vacancy created by death, resignation, retirement or end of contract. All paid positions require a signed contract by individual and president.

Section 3.3 – Powers and Responsibilities of the Field/Equipment Coordinator

The Field/Equipment Coordinator shall be in charge of maintaining fields used for play by teams in the league sponsored by the Corporation. The Field/Equipment Coordinator shall acquire, store and maintain equipment needed for fields including, but not limited to, game goals, practices goals, nets, net clips, benches, bleachers and corner flags. The Field/Equipment Coordinator shall also work as liaison on behalf of the Corporation in dealing with local governmental authorities in arranging for use of fields by the soccer league sponsored by the Corporation. In addition, the Field/Equipment Coordinator shall have such other powers and duties as may be assigned to the Field/Equipment Coordinator by the President and Board of Directors of the Corporation. The Field/Equipment Coordinator shall be responsible for creating, implementing, and maintaining safety standards for the Association. In addition, the Field/Equipment Coordinator shall inform and educate all parties involved with the Association of said safety standards and help ensure safety standards are followed.

Section 3.4 – Powers and Responsibilities of the Tournament Coordinator

The Tournament Coordinator shall be responsible for all duties and responsibilities for all tournaments sponsored by the Association, specifically the Select tournaments and the recreation tournament. In addition, the Tournament Coordinator shall have such other powers and duties as may be assigned to the Tournament Coordinator by the President or the Board of Directors of the Corporation.

Section 3.5 - Powers and Duties of Recreational Age Group Coordinators (Muppets U5, Muppets U6, Boys U8, Girls U8, Boys U10, Girls U10, Boys U12+, Girls U12+, TopSoccer, and Adult Coed)

The individual recreational age group coordinators shall act as a liaison between the teams in the Association and the Board of Directors of the Association. In addition, the Recreational Age Group Coordinators shall coordinate scheduling of games played by teams, placing players on teams, and finding coaches for teams. In addition, the Recreational Age Group Coordinators shall have such powers and duties as may be assigned to Recreational Age Group Coordinators by the President or the Board of Directors of the Corporation.

Section 3.6 - Powers and Duties of Sponsorship Coordinator

The Sponsorship Coordinator shall be responsible for fundraising activities to be carried on by the teams associated with the Corporation. The Sponsorship Coordinator shall be responsible for any Corporation fundraising activities to be carried out on behalf of the Corporation. In addition, the Sponsorship Coordinator shall have such other powers and duties as may be assigned to the Sponsorship Coordinator by the President or the Board of Directors of the Corporation.

Section 3.7 - Powers and Duties of Registrar

Each Registrar shall be in charge of records of players for their program, recreation and select, who play soccer on teams in the league sponsored by the Corporation, registering said players with the state association, and declaring the teams for their program. The Registrars shall have such additional powers and duties as may be assigned to the Registrars by the President or by the Board of Directors. The president or Board of Directors may assign one registrar for all youth programs including but not limited to recreation, academy, and select.

Section 3.8 – Powers and Duties of the Referee Assignor

The Referee Assignor shall be responsible for referees and the referee needs of the Association and its teams in the soccer league sponsored by the Corporation including but limited to the scheduling of referees for games during the season and CCSA sponsored tournaments, if mutually agreed upon by the tournament Director, as well as arranging for and informing referees of referee certification and recertification classes. In addition, the Referee Assignor shall have such other powers and duties as may be assigned to the Referee Assignor by the President or the Board of Directors of the Corporation.

Section 3.9 – Powers and Duties of the Director of Coaching

The Director of Coaching shall be responsible for the areas laid out in the Job Description section of his contract. In addition, the Director of Coaching shall have such other powers and duties as may be assigned to the Director of Coaching by the President or the Board of Directors of the Corporation.

Section 3.10 – Powers and Duties of the Technical Director

The Technical Director shall be responsible for the areas laid out in the Job Description section of his contract. In addition, the Technical Director shall have such other powers and duties as may be assigned to the Technical Director by the Director of Coaching, the President or the Board of Directors of the Corporation.

Section 3.11 – Powers and Responsibilities of the Website Coordinator

The Website Coordinator shall be in charge of updating, maintaining, and running the Association website (www.cannonssoccer.com). In addition, the Website Coordinator shall have such other powers and duties as may be assigned to the Website Coordinator by the President and the Board of Directors of the corporation.

Section 3.12 - Powers and Duties of Select Coordinator

The Select Coordinator shall act as a liaison between the select teams (and their parents) in the Association and the Director of Coaching of the Association. In addition, the Select Coordinators shall have such powers and duties as may be assigned to Recreational Age Group Coordinators by the President or the Board of Directors of the Corporation.

Section 3.13 – Powers and Responsibilities of the Goalkeeper Trainer

The Goalkeeper Trainer shall be responsible for the individual and group training of all Association players interested in playing goalkeeper. In addition, the Goalkeeper Trainer shall have such other powers and duties as may be assigned to the Goalkeeper Trainer by the Director of Coaching, the President or the Board of Directors of the Corporation.

Section 3.14 – Vacancies/Removal

The Board of Directors may fill the vacancy of any Officer of the Association as they become vacant and replace any Officer of the Corporation with due cause or per contract. The Director of Coaching has power to appoint and replace age group coordinators and the goalkeeper trainer as needed with a ready available replacement.

Section 3.15 – Compensation

No Officer of the Association shall receive any compensation for services as an Officer of the Association with the exceptions of the Registrar, Referee Assignor, Director of Coaching, Technical Director, and Goalkeeper Trainer. As such, these listed officers who receive compensation may not be members of the Board of Directors; however, officers who act as referees, trainers or coaches in the soccer league sponsored by the Corporation shall be paid in the standard fee paid to referees, trainers or coaches in the games played by or of the teams in the league sponsored by the Corporation and are eligible to serve on the Board of Directors.

ARTICLE IV – Management

Section 4.1 – Management

Except as otherwise provided in the By-Laws, the full and entire management of the affairs and business of the Corporation shall be vested in the Board of Directors, which shall have and may exercise all the powers that may be exercised or performed by the Corporation.

Section 4.2 – Number of Directors

The Board of Directors shall consist of ten (10) members. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Risk Management Coordinator and five (5) elected At-Large representatives. The Board of Directors shall be elected by the members at the annual meeting of the members and shall serve until the members elect their successors, except for the president and vice-president that must have served on the board of directors for the prior year.

Section 4.3 - Delegation of Duties

In case of the absence of any member of the Board of Directors of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may confer for the time being the powers and duties, or any of them, of such member, upon any other member, or elect or appoint any new member to fill a vacancy created by death, resignation or retirement. In such latter event, such new member shall serve until the next annual election of the Board of Directors.

Section 4.4 - Powers and Duties of the President

As a member of the Board of Directors, the President is expected to attend all Board of Director meetings, serve as a field marshal as needed and to lead the Corporation in a manner fitting the needs and expectations of the membership and the children served by the association. The President shall, unless otherwise provided by the Board of Directors, be the Chief Executive Officer of the Corporation. The President shall have general charge of the business and affairs of the Corporation and shall keep the Board of Directors fully advised. He or she shall have such powers and perform such duties as generally pertain to the office of the President, as well as such further powers and duties as may be prescribed by the Board of Directors.

Section 4.5 – Powers and Duties of the Vice-President

As a member of the Board of Directors, the Vice President is expected to attend all Board of Director meetings, serve as a field marshal as needed and to lead the Corporation in a manner fitting the needs and expectations of the membership and the children served by the association. The Vice-President shall have such powers and perform such duties as the Board of Directors or the President may prescribe and shall perform such other duties as may be prescribed by the By-Laws. In the absence or inability to act of the President, unless the Board of Directors shall otherwise provide, the Vice-President shall perform all duties and exercise any of the powers of the President. The performance of such duties by a Vice-President shall be conclusive evidence of his or her power to act.

Section 4.6 – Powers and Duties of the Secretary

As a member of the Board of Directors, the Secretary is expected to attend all Board of Director meetings, serve as a field marshal as needed and to lead the Corporation in a manner fitting the needs and expectations of the membership and the children served by the association. The Secretary shall have charge of the minutes of all proceedings of the Members and the Board of Directors and shall keep the minutes of all their meetings at which he or she is present. Except as otherwise provided by the By-Laws, the Secretary shall attend to the giving of all notice to Members and Directors. He or she, subject to the control of the Board of Directors, shall have all such powers and duties as generally are instant to the position of secretary or the President or the Board of Directors may design as to the secretary.

Section 4.7 – Powers and Duties of the Treasurer

As a member of the Board of Directors, the Treasurer is expected to attend all Board of Director meetings, serve as a field marshal as needed and to lead the Corporation in a manner fitting the needs and expectations of the membership and the children served by the association. The Treasurer shall have charge of all funds and securities of the Corporation shall endorse the same deposit or collection when necessary and deposit same to the credit of the Corporation in such banks or depositories as the Board of Directors may authorize. The Treasurer may endorse all commercial documents requiring endorsements for or on behalf of the Corporation and may sign all receipts and vouchers for payments made to the Corporation. The Treasurer shall have all such powers and duties as generally are instant to the position of Treasurer or as may be assigned to the Treasurer by the President or the Board of Directors.

Section 4.8 – Powers and Responsibilities of the Risk Management Coordinator

As a member of the Board of Directors, The Risk Management Coordinator is expected to attend all Board of Director meetings, serve as a field marshal as needed and to lead the Corporation in a manner fitting the needs and expectations of the membership and the children served by the association. The Risk Management Coordinator shall also coordinate and schedule Officers of the Association and members of the Board of Directors to act as, determined by the Risk Management Coordinator, as Field Marshals on each regular season weekend. In addition, the Risk Management Coordinator shall have such other powers and duties as may be assigned to the Risk Management Coordinator by the President or the Board of Directors of the Corporation.

Section 4.9 – Powers and Responsibilities of the Elected At-Large Representatives

As a member of the Board of Directors, each Elected At-Large Representative is expected to attend all Board of Director meetings, serve as a field marshal as needed and to lead the Corporation in a manner fitting the needs and expectations of the membership and the children served by the association. Each Elected At-Large Representative shall have such powers and duties as may be assigned to any Elected At-Large Representative by the President or the Board of Directors of the Corporation.

Section 4.10 – Vacancies

The Board of Directors may fill the vacancy of any Director that may become vacant prior to the expiration of such director's term; such appointment by the Directors is to continue until the expiration of the term of the Director whose place has become vacant.

Section 4.11 – Election of Directors

The Board of Directors shall be elected by the members at the annual meeting of the members described in Article 2 above.

Section 4.12 – Compensation

No member of the Board of Directors of the Corporation shall receive any compensation for services as a Director of the Corporation. However, members who act as referees, coaches or trainers in the soccer league sponsored by the Corporation shall be paid in the standard fee paid to referees, coaches or trainers in the games played by or of the teams in the league sponsored by the Corporation. Paid Officers of the Association (Recreation Registrar, Select Registrar, Referee Assignor, Director of Coaching, Technical Director, and Goalkeeper Trainer) can NOT serve as a member of the Board of Directors.

Section 4.13 – Committees

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate one or more committees, each committee to consist of two or more Directors or other Officers of the Association or members of the Corporation, which shall have such name or names and shall have and may exercise such powers of the Board of Directors as may be determined from time to time by the Board of Directors. Such committees shall provide for their own rules or procedures, but they shall keep a record of their proceedings and shall report these proceedings to the Board of Directors at the next Board of Director's meeting after they have taken any action, and all such proceedings shall be subject to revision or alteration by the Board of Directors except to the extent that action shall have been taken pursuant to or in reliance upon such proceedings prior to any such revision or alteration. These committees include but are not limited to those listed in Article XI of the CCSA Constitution.

Section 4.14 – Removal

Any Board of Directors' member can be asked to resign or be removed by the other members' unanimous vote when said member has three absences from the Board of Directors' meetings within a twelve-month period. Any Board of Director's member found to exhibit behavior and/or act in contrast to the Association's motives and goals (laid out in the CCSA Constitution Article 2, CCSA Mission and Vision Statements) can be removed by a 90% vote of the full Board of Directors.

Section 4.15 – Executive Board

An Executive Board of the President, Vice President, Secretary, Treasurer, and Risk Management Coordinator may vote by phone or email to conclude any time restricted business required between full Board of Director's meetings. The full Board of Directors can limit the Executive Board's authority and/or reverse an Executive Board decision at the next scheduled or an emergency Board of Directors' meeting.

ARTICLE V – MEETING OF BOARD OF DIRECTORS

Section 5.1 – Time and Place

The meetings of the Board of Directors may be held at any place in Coweta County, Georgia. Each newly elected Board of Directors shall meet immediately following the closing of the annual meeting of members at the place thereof, or such a place as determined by the newly elected Board of Directors. The newly elected Board of Directors may hold such meeting at such place and time as shall be fixed by the newly elected Board of Directors in writing. Notice of all meetings of the Board of Directors shall be necessary in order to legally constitute a meeting.

Section 5.2 – Regular Meetings

Regular meetings of the Board of Directors may be held in Coweta County, Georgia at such time and place as shall be determined by the Board of Directors from time to time which shall be communicated to the members of the Board of Directors by telephone, email and website, or in person at least two (2) days prior to the meeting. Regular meetings will be announced to the members with an agenda sent prior to the meeting to the members and or distributed at the meeting and all voted decisions (and votes cast) sent to the members after the meeting. Minutes will be made available to the members on the Association website as soon as possible.

Section 5.3 – Special Meetings

Special meetings of the Board of Directors may be called by the President or by any three members of the Board of Directors with not less than two (2) days notice by telephone, email and website, or in person. Any such special meeting shall be held at such time and place as shall be communicated in the notice of meeting. Regular meetings will be announced to the members with an agenda sent prior to the meeting to the members and all voted decisions (and votes cast) sent to the members after the meeting. Minutes will be made available to the members on the Association website as soon as possible.

Section 5.4 – Quorum: Participation by Telephone

At all meetings of the Board of Directors, the presence of at least 6 members of the Board of the Directors shall be sufficient to constitute a quorum for the transaction of business. Directors may participate in any meeting by means of conference telephone or similar communications equipment by means in which all persons participating in the meeting can hear each other, and participation in the meeting by means of such communications shall constitute the presence in person at such meeting. In the absence of a quorum, a majority of the Directors present at a meeting may adjourn the meeting from time to time until a quorum is present. Notice of any adjourned meeting need only be given by announcement at the meeting in which the adjournment is taken.

Section 5.5 – Board Approval

All resolutions brought before the Board of Directors shall require the affirmative vote of the majority of the Board of Directors present at legal BODs meetings.

ARTICLE VI – AMENDMENTS TO THE BY-LAWS

Section 6.1

The By-Laws of the Corporation may be altered or amended and new By-Laws may be adopted by a 2/3s vote of the members at any annual meeting of the members or any publicly announced special meeting (By-Laws Article II Section 2.4).

Section 6.2

If action to amend the By-Laws is to be taken at an annual meeting of the members or at a publicly announced special meeting (By-Laws Article II-Section 2.4), notice of the general nature of the proposed change in the By-Laws shall be given in a notice for the annual meeting. The Board of Directors can not make changes to the By-Laws at a regular monthly meeting without a publicly announced special meeting (By-Laws Article II-Section 2.4) with notice of the nature of the proposed change in the By-Laws given in the notice for the meeting.

Section 6.3

Action by the members with respect to the amendment or alteration of the By-Laws shall be taken by an affirmative vote of 2/3s of all members present at the annual meeting or publicly announced special meeting (By-Laws Article II-Section 2.4).