

CBSC BYLAWS CONT...

CBSC BYLAWS

ARTICLE I AUTHORITY

A certificate of incorporation bearing the seal of the State of Iowa and dated September 18, 1980, was duly issued by the Secretary of State of the State of Iowa for Council Bluffs Soccer Club hereafter known as the "Club." Except as may be hereinafter altered or amended, this corporation adopts for itself all provisions of Chapter 504 (Iowa Nonprofit Corporations) of the Code of Iowa.

ARTICLE II MEMBERSHIP

Section 2.1: The Corporation shall have members. All adults with players involved in the Club shall be members.

Section 2.2: The head coach shall have one (1) membership vote. No coach shall have more than one membership vote. Participation for purposes of determining membership and voting privileges shall be determined from the current seasonal year.

Section 2.3: Players shall be members without a vote.

Section 2.4: No person shall be denied membership or participation in the activities of the club due to race, sex, religion, or national origin or other protected class defined by Iowa or Federal law.

Section 2.5. All Members shall abide by the Articles of Incorporation and Bylaws of the Corporation, all rules and policies as set forth by the Board of Directors, and all applicable rules and policies of any association with which the Club is affiliated.

Section 2.6: Annual Meeting. The annual meeting of the Club shall be held not later than the last day of November in each year for the purpose of electing members to the Board of Directors, and the transaction of other business as may come before the meeting. The Board shall publicize notice of the annual meeting of the Club on the website at least ten days prior to the meeting. Each voting member present at the meeting is entitled to one vote.

Section 2.7: Proxy Voting. Any voting member may cast a vote by proxy. The proxy must be a registered assistant coach-voting in proxy for a head coach from the same team.

Section 2.8: Special Meetings. Special meetings of the membership may be called by the President, a majority of the Directors, or on petition of 10% membership votes. Notice of a special meeting shall be given on the website not less than five days before the meeting.

ARTICLE III. Board of Directors

Section 3.1: General Powers. The business and affairs of the Corporation, including the control and disposition of its property and funds, shall be managed by its Board of Directors. The Board shall have sole authority to establish methods of contributions; accept or reject contributions; or to provide for any other restrictions, qualifications, or levels relating to contributions which in its sole discretion deems necessary, subject to applicable legal requirements.

Section 3.2: Number and Tenure. The number of directors of the Corporation shall be seven (7) and their tenure shall be three year terms. No Director shall serve more than 2 consecutive 3 year terms. Those initially serving 1 year and 2 year terms may thereafter serve 2 full 3 year terms if they are selected and so desire.

Section 3.3: The Nominating Committee selected by the President of the Board will compile a slate of nominees for Board positions. The slate of nominees must be presented to the Board of Directors for approval at the Board meeting immediately prior to the Annual General Meeting (AGM) of the Membership and not less than one month prior to the AGM.

Section 3.4: Regular Meetings. Regular meetings of the Board of Directors will be held at least quarterly at a place and time to be set by the Directors.

Section 3.5: Notice. Notice of a regular meeting shall be given at least ten (10) days prior to the scheduled meeting. Notice of a special meeting shall be given at least five (5) days prior to the scheduled meeting. Written notice may be delivered personally, by mail to each Director at his/her personal or business address, or by email. A notice shall be considered delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Section 8.7: Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business.

CBCS BYLAWS CONT...

Section 3.6: Vacancies. Any vacancy created by departure or addition of a new member occurring in the Board of Directors may be filled by selection or election of the then current Board of Directors. A director so elected will then serve the unexpired term of his/her predecessor or a full term, as the case may be.

Section 3.7: Informal Action by Directors. Any action required to be taken at a meeting of the Directors or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all directors. Email consent shall also be adequate.

Section 3.8: Resignation and Removal. Any director may at any time resign by serving notice to the remaining Directors. A Director may be removed with or without cause by a majority vote of the remaining Directors.

Section 3.9: Compensation. Directors shall serve without compensation except reasonable expenses may be paid. However, to the extent deemed necessary by the Corporation, the Corporation may retain services of a Director other than in his/her capacity as a Director and that Director may be compensated for services rendered as the Board of Directors may from time to time deem appropriate.

Section 3.10: The Board of Directors shall adopt a conflict of interest policy.

ARTICLE IV. OFFICERS

Section 4.1: Elections/selections. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. The officers of the Corporation shall be elected/selected by the Board of Directors annually following the Annual General Meeting of the membership.

Section 4.2: Duties of Officers

4.2.1: President

Serve as official representative of the club
Preside at meetings of the board and at all meetings of the club.
Appoint all necessary agents and assistants subject to approval of the Board

4.2.2: Vice President

Perform all duties of President in his/her absence or direction.

4.2.3: Secretary

To record the minutes of the Club and Board Meetings.
To assist in the preparation of agendas for club and Board meetings.

4.2.4: Treasurer

Ensure the annual budget is prepared and presented to the board.
Review monthly assets and expenditures.

Section 4.3: Resignation. Any officer may at any time resign by serving notice to the remaining Board of Directors.

CBCS BYLAWS CONT...

ARTICLE V INDEMNIFICATION

This corporation shall indemnify a director or officer of this corporation, and each director or officer of this corporation who is serving or who has served, at the request of this corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such director or officer or person relating to his conduct as a director or officer of this corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of a director's or officer's duty of loyalty to the corporation or its membership, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which a director or officer derived an improper personal benefit.

ARTICLE VI CONTRACTS, LOANS, CHECKS, DEPOSITS

Section 6.1: Contracts. The Board of Directors or agent may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 6.2: Loans. No loans may be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. The Corporation shall make no loan to any director of the Corporation.

Section 6.3: Checks, Drafts. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer or such other Director or Directors, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 6.4: Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors or agent may select.

ARTICLE VII WAIVER OF NOTICE

Whenever any notice is required to be given to any member or Director of the Corporation under the provisions of the Articles of Incorporation or under the provisions of the Iowa Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice. For purposes hereof, facsimile signatures shall be adequate to show consent for such waiver.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Corporation shall run from November 1 through October 31 each year.

ARTICLE IX AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a 2/3 vote of members at any regular or special meeting of the members provided that a minimum of thirty (30) days' notice in writing of the character of the proposed alteration, amendment or repeal is given to the members and the Board of Directors.

ARTICLE X COMMITTEES AND COMMISSIONS

Section 10.1: General. The President, with the Board of Director's concurrence, may establish and appoint standing committees, special committees, and commissioners as shall be deemed desirable for the good of the Corporation. A standing committee, special committee, or commissioner shall limit its activities to those tasks for which it was appointed and shall have no powers except those specifically conferred by action of the Board of Directors.

Section 10.2: Membership. Persons who are not Directors of the Corporation may be appointed to serve on standing committees, special committees, or as commissioners. All standing committee members, special committee members, or commissioners shall serve at the pleasure of the Board of Directors.

CBSC BYLAWS CONT...

Section 10.3: Reports. All committees and commissioners shall maintain written minutes of their meetings or notes of activities which shall be available to the Board of Directors and the membership.

November 21, 2019
Council Bluffs Soccer Club
Tim Hamilton- Board President