

# **BYLAWS OF UNITED PARISHES SOCCER CLUB**

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## **Article I. PURPOSE**

The United Parishes Soccer Club (UNP) is a Pennsylvania non-profit, non-stock, domestic corporation that is perpetually incorporated under the Nonprofit Corporation Law of 1988.

Effective September 28, 2016, the United Parishes Soccer Club is exempt from federal income tax under IRC Section 501(c)(3), and further classified as an IRC 509(a)(2) public charity.

The exempt purposes of UNP is to promote and foster youth soccer for all children by providing them with the opportunity to learn and develop soccer skills; participate in controlled competitive environment; and promote sportsmanship and physical, mental, and emotional growth through the sport of soccer.

## **Article II. PROHIBITION ON PRIVATE INUREMENT / PRIVATE BENEFIT**

No part of the net earnings of UNP shall inure to the benefit of, or be distributable to its directors, members, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)(3) purposes.

## **Article III. IRREVOCABLE DEDICATION**

The property of the UNP is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the UNP shall inure to the benefit of private persons.

## **Article IV. IRREVOCABLE DISSOLUTION**

Upon the dissolution or winding up of the UNP, its assets remaining after payment, or provision for payment, of all debts and liabilities of the UNP, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code, as amended.

## **Article V. POLITICAL AND LOBBYING ACTIVITIES**

The UNP shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office, including the publishing or distribution of statements. Except in their private capacity, any Board member, committee, coach, or member shall not: make or solicit contributions to or for candidates or political organizations, endorse a candidate, publish or distribute political statements about a candidate, or use UNP resources to influence an election.

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## **Article VI. PROHIBITION ON GAMING**

The UNP shall not conduct directly or indirectly any gaming. The term gaming includes: Bingo, Bono, lotteries, pull-tabs, pari-mutual betting, Calcutta wagering, pickle jars, punch boards, tip boards, tip jars, certain video games, casino games, sports betting, etc.

## **Article VII. PROHIBITED LOANS**

No loans shall be made by the UNP to the Board or any person. Any Board member, committee member, coach, or member of UNP, who assents to or participates in the making of any such loan, shall be liable to the UNP for the amount of such loan until it is repaid.

## **Article VIII. OFFICES**

The business and registered offices of the UNP shall be located by the Board of Directors and may be changed from time to time by the Board of Directors.

**Business Office** – the principle office shall be where all official mail is received.

**Registered Office** – the registered office of the UNP shall be where the official records are kept. The registered office of the UNP shall not be listed as a post office box.

## **Article IX. MEMBERS**

Members shall have no ownership rights or beneficial interests of any kind in the property of the UNP. Members of UNP shall consist of the board of directors, coaches, assistant coaches, and the parents/guardians of registered players. Membership is non-transferable.

**Voting Members** – each director, coach, assistant coach, and family of registered player(s) is entitled to one vote.

## **Article X. DIRECTORS**

**Powers of the Board of Directors** – The business and affairs of the UNP shall be managed by its Board of Directors, each of whom shall be entitled to one vote. The Board of Directors shall transact all business of the UNP and shall have the power to enforce the Bylaws and Codes of Conduct of the UNP. There shall be no Executive Committee or other committee with overlapping or superior authority to the Board of Directors.

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**Rights of Directors** – Directors have the right to receive all information that is necessary and relevant to assist them in performing their duties. Directors have the right to call special meetings and once requested a meeting must be held within the 30 days following the request. Directors may contest activities that affect their rights and duties. Directors have the right to disagree with actions taken at meetings and may ask to have their disagreement noted in the minutes of the meeting at which the action was taken.

**Election of Directors** – Each Director shall be elected for a term of two (2) years and may succeed themselves in office. Elections shall be held at the annual meeting. Directors shall be elected by the voting members of UNP. If at the annual meeting there are more than two nominees for any elected position and no person receives a majority of votes for the position, the top two from the first round of voting will participate in a run-off vote which will also be held at the same meeting.

**Composition of the Board of Directors** – The Board of Directors shall consist of no less than three (3) individuals unrelated by blood or marriage. Each Director shall be a citizen of the United States and eighteen (18) years of age or older.

The Board of Directors shall include: the President, Vice President, Secretary, Treasurer, Registrar, Field Manager, Equipment Manager, Program Directors, and At-Large Members.

**Resignation/Removal** – Any Director may resign at any time by giving written notice to the UNP President. The resignation shall take effect at the time specified therein or immediately, if no time is specified. Unless specifically provided therein, the acceptance of such resignation shall not be necessary to make it effective.

A director may be removed for cause by an affirmative vote of at least two-thirds (2/3) of the total voting power of the Board of Directors (excluding the Director in question), at any duly noticed meeting of the Board of Directors, and after being provided an opportunity to be heard by the Board of Directors. A Director may be removed without cause by an affirmative vote of all Board of Directors (excluding the Director in question). No Director shall be subject to removal or to not being denominated based on how he or she votes as a director, unless such voting is part of a violation of the Director's fiduciary responsibilities or a violation of the UNP's Bylaws.

**Attendance at Meetings** – A Director not attending any three (3) consecutive meetings, including special board meetings, will have his or her office declared vacant, unless such absences are excused by the Board of Directors. His or her office shall then be filled in accordance with procedures under Vacancies.

**Vacancies** – Any vacancy will be filled by a majority vote of the Board of Directors and the elected person will serve until the next annual meeting.

**Conflicts of Interest** – If any Director has a financial interest in any contract or transaction involving the UNP, or has an interest adverse to the UNP's business affairs, and that individual is in a position to

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influence a determination regarding a contract, business transaction, or grievance, such individual shall: disclose the conflict of interest; not participate in the evaluation; and abstain from voting on the matter.

## **Article XI. OFFICERS**

**Election of Officers** – Officers shall be elected for a term of two (2) years and may succeed themselves in office. Elections shall be held at the annual meeting. All officers shall be elected by the Board of Directors.

1. **President** – duties shall include but not limited to:
  - a. chief executive officer and public spokesman
  - b. set all meeting agendas and preside over all UNP meetings
  - c. promote membership growth and coach recruitment
  - d. the UNP’s representative to Central Penn Soccer league (CPYSL)
  - e. designate and appoint members to any committees as deemed necessary
  - f. take prudent and reasonable action in cases or situations not covered by these bylaws and such authority implicit in the office
  
2. **Vice-President** – duties shall include but not limited to:
  - a. assist with club management
  - b. represent UNP at CPYSL meetings when the President is unable to attend
  - c. attend League meetings that assign team level of play
  - d. manage Team photos at the start of the Fall season
  - e. manage team try-outs and player assignments
  - f. perform other duties and responsibilities as usually pertain to such office.
  
3. **Secretary** – duties shall include but not limited to:
  - a. Keep minutes of the proceedings of all meetings
  - b. see that all notices are duly given in accordance with the provisions of these bylaws
  - c. submit the annual report at the annual meeting for approval by the Board of Directors, which shall become part of the minutes of the meeting
  - d. be the media contact for UNP
  - e. submit to the proper officers, committees, or members all communications received
  - f. perform other duties and responsibilities as usually pertain to such office.
  
4. **Treasurer** – duties shall include but not limited to:
  - a. receive all funds paid to the UNP and promptly deposit them in the official depositories
  - b. present all bills and disburse funds on order of the Board of Directors
  - c. maintain the UNP financial accounts and records
  - d. at all times, make available for inspection by the President, Directors, or any authorized auditor, the financial accounts and records of the UNP

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- e. make financial reports to the Board of Directors at regular meetings, report on the close of the fiscal year at the annual meeting, and upon request of board members
  - f. perform other duties and responsibilities as usually pertain to such office
5. **Registrar** – duties shall include but not limited to:
- a. responsible for player and coach registration with CPYSL and the Eastern Pennsylvania Youth Soccer Association (EPYSA)
  - b. responsible for maintaining and securing all confidential documentation for registration
  - c. promptly reply to requests for information by CPYSL and EPYSA
  - d. facilitate contact distribution lists for coaches & team management
  - e. perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the President.
6. **Field Manager** – duties shall include but not limited to:
- a. manage field layout and maintenance
  - b. assign and distribute field lining schedule
  - c. manage field availability and scheduling of practice fields
  - d. manage goals and net replacement
  - e. purchase field supplies (i.e. paint, tape measures, net ties,...)
  - f. arrange port-a-potty services for home fields
  - g. attend Springettsbury Twp meetings in February and July to acquire township field use
7. **Equipment Manager** – duties shall include but not limited to:
- a. order/distribute uniforms for players and coaches
  - b. manage inventory of uniform stock
  - c. order and distribute approved equipment for all coaches
  - d. maintain backup supplies in shed (i.e. ice packs, medical packs,...)
  - e. responsible for collecting Club equipment from coaches that have resigned
  - f. manage inventory of team supplies (list)
8. **Program Directors** – duties shall include but not limited to:
- a. manage inter-club play for in-house programs (i.e. Ponies U6 and Coed U8)
  - b. manage field set-up
  - c. distribute coaching guidelines and coordinate coaching assignments
  - d. distribute player and team assignments
9. **At-Large Members** – duties shall include but not limited to:
- a. assisting with the affairs of UNP as assigned by the Board of Directors
10. **Webmaster** – duties shall include but not limited to:
- a. responsible for monitoring and maintaining the club website
  - b. renew the domain name and website hosting service prior to expiration

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- c. determine the layout of the website and design of webpages
  - d. manage online registration and store
  - e. provide timely reports to registrar, equipment manager, and program directors regarding player registration, payment, and uniform orders
  - f. publish on the website: practice locations, practice schedules, and other special events
  - g. receive and publish submissions from members and officers, which may include but not limited to: club events, special programs, photos, and educational content
  - h. ensures that the following information shall not be published on the website:
    - links to websites that involve political lobbying or political campaigning activities on the behalf of any candidate for elected public office
    - endorsement of any political candidate or political lobby group
    - advertise price information, savings, endorse, or use qualitative and comparative language to describe the products/services of a sponsor
    - posting of membership list
    - disclose personal information regarding players

## **Article XII. COMMITTEES**

**Designation** – The Board of Directors may from time to time establish committees for special purposes. There shall be no executive committee or other committee with overlapping or superior authority to the Board of Directors.

**Appointment of Committees** – The Board of Directors, by resolution of a majority of Directors, may authorize the creation of one or more committees and delegate to these committees specific authority in the management of UNP. The President shall appoint the chairperson and other individuals to serve on the committee as authorized by the Board of Directors. However, creation of such committee shall not relieve the Board of Directors of their responsibility.

**Judiciary Committee** – The responsibility of the Judiciary committee shall be to investigate complaints or conduct of any member alleged to be contrary to the Code of Conduct or Bylaws of UNP.

The committee shall consist of three (3) Directors, who shall be appointed on a case by case basis by the President, with advice and consent of the Board of Directors, to conduct an investigation of any member. In the event that the President or a Director is the subject of a complaint, that person shall not participate in the evaluation process and abstain from voting on the matter.

## **Article XIII. CLUB GOVERNANCE**

**Government of the Club** – The Board of Directors is vested with the management of the business and affairs of UNP. The Directors are elected by voting members at the annual general meeting. Members of UNP have the right to attend and speak at any general meeting. There shall be no vote by proxy.

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**Quorum of Directors** – The presence of a majority of the Board of Directors at the time of any meeting shall constitute a quorum for the transaction of business, and the act of a majority of the Board of Directors shall constitute the act of the Board.

**Jurisdiction** – The Board of Directors shall have jurisdiction over all officers, coaches, assistant coaches, parents/guardians of players, and players, all of whom will adhere to and comply with these bylaws and codes of conduct as set forth by the organization. If UNP is presented with sufficient evidence that a director, officer, coach, assistant coach, parent/guardian of a player, or player is not adhering to these bylaws or code of conduct, an investigation into the allegations will take place. Upon completion of an investigation, necessary action will be taken when warranted.

**Resignation** – Any Director may resign by giving written notice to the club President.

**Compensation** – Directors and coaches shall serve without salary or payment for their services, but may be reimbursed for expenses approved by the Board of Directors.

**Fiscal Year** – The fiscal year of UNP shall be from May 1 – April 30.

**Bank Account** – The President and Treasurer shall execute the bank resolution for check signing authority, who alone, shall have such authority. All transactions of UNP shall be made through the official business account and shall not be comingled with the personal finances of any person. Except for normal operating expenses, no checks shall be written for any amount over three hundred dollars without Board approval.

**Affiliations** – If the bylaws and code of conduct conflict with the regulations of the United States Soccer Federation (USSF), Eastern Pennsylvania Youth Soccer Association (EPYSA), and Central Penn Youth Soccer League (CPYSL) to which the UNP is affiliated with, then the regulations of USSF, EPYSA, and CPYSL shall take precedent.

**Contracts** – The Board of Directors may enter into any contract or execute and deliver any instrument in the name of and on behalf of UNP. Contracts, leases, or other instruments executed in the name of and on behalf of the UNP shall be signed by the Secretary and countersigned by the President and will have attached copies of the resolution of the Board of Directors, certified by the Secretary, authorizing their execution.

**Filings** – Annually, in June, the President shall notify the PA Department of State of any change of its Board of Directors by electronically filing the Annual Statement – Nonprofit Corporation with the Bureau of Corporations and Charitable Organizations –Form DSCB:15-5110. If there is no change in the Board of Directors from one year to the next, then filing of the form is unnecessary.

Annually, in June, the President shall file the Annual Electronic Filing Requirement of Small Exempt Organizations –Form 990-N (e-Postcard) with the IRS.

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For each person paid, during the fiscal year, at least \$600 for services performed as an independent contractor (not an employee), the recipient must be provided IRS Form 1099-NEC together with payment. Next, UNP shall file this form with the IRS on or before January 31<sup>st</sup>.

**Sales Tax** – Pennsylvania Sales Tax must be applied to the sale of the official UNP uniform (jersey, shorts, & socks) used in league competition (U9-16) and all promotional merchandise. T-shirts that are included with U6 Ponies & U8 Coed in-house programs and summer development camps are given to participants and exempt from sales tax. The frequency of filing sales tax returns, is periodically determined by the PA Department of Revenue, typically on a quarterly or semi-annual basis.

**Donations** – For charitable contributions of \$250 or more a written acknowledgement on UNP letterhead shall be provided to the donor. Example of written acknowledgement: *“Thank you for your cash (or check) contribution of \$300 that the United Parishes Soccer Club received on September 13, 2016. No goods or services were provided in exchange for your contribution.”*

For quid pro quo contributions of \$75 or more a written acknowledgement on UNP letterhead must be provided to the donor. Example of written acknowledgement: *“Thank you for your cash (or check) contribution of \$100 that the United Parishes Soccer Club received on September 13, 2016. In exchange for your contribution, we gave you a banquet ticket with an estimated fair market value of \$40.00.”*

Player registration fee paid to UNP is not treated as a deductible contribution on a donor's tax return.

When a donor stipulates that the proceeds are to be used to send their child (or specifies any other individual) to a specific function or event, it is treated as a gift and is not a deductible contribution on the donor's tax return.

**Corporate Records Maintained at Registered Office** – UNP shall keep a copy of each of the following records at its registered office:

- Bylaws
- Codes of Conduct
- a list of the full names and last known addresses of all past and present directors and officers
- minutes of Board of Directors meetings for the past three (3) years
- all written communications within the past three (3) years
- annual statement Nonprofit Corporation PA Form DSCB:15-5110 to the Pennsylvania Secretary of State for the past three (3) years
- annual statement for Exempt Organizations Form 990-N (e-Postcard) filed with the Internal Revenue Service for the past three (3) years
- PA Sales and Use Tax returns (e-TIDES) for the past three (3) years
- all financial statements prepared for periods ending during the last three (3) years
- application of Articles of Incorporation–Nonprofit and letter of acknowledgement from the Pennsylvania Department of State Corporation Bureau



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- application for Pennsylvania Sales Tax Number and the letter issued by the Pennsylvania Department of Revenue
  - application for Federal Employer Identification Number (EIN) and letter issued by Internal Revenue Service
  - application for recognition of exemption and tax-exemption determination letter issued by the Internal Revenue Service
  - proof of public announcements of Incorporation-Nonprofit

***Public Inspection of Records*** – UNP shall make available for public inspection the application of Exemption and annual returns (Form 990-N for the past three (3) years, within 14 days written notification to the Board of Directors.

***UNP Logo*** – The UNP logo is the trademark of United Parishes Soccer Club. The trademark may be registered. The use of the UNP logo shall have prior written authorization by resolution of the Board of Directors. The Board of Directors reserves the right to attach conditions and requirements on the use of the logo as deemed appropriate.

## **Article XIV. MEETINGS**

***Order of Business*** – The President shall generate the meeting agenda. All meetings will be conducted according to the following format: meeting is called to order; prayer; introductions; approval of previous meeting minutes; correspondence & announcements; Treasurer’s report; officer reports; committee reports; any unfinished business; any new business; address or other program features; adjournment.

***Minutes*** – The Secretary shall keep the minutes of UNP proceedings. Minutes from the previous month shall be read and approved by the board.

***Meeting Locations*** – Meetings of UNP shall be held at such places as designated by the President. All regular meetings and the annual meeting shall be open to members and the general public.

***Notice of Meetings*** – Notice of all meetings shall be made at least seven (7) days prior to the meeting according to notification procedures. The President shall generate the meeting agenda. Business transacted at all meetings shall be confined to the purpose stated in the notice of the meeting.

***Proxy*** – There shall be no vote by proxy for any meetings.

***Regular Meetings*** – Regular meetings shall be held bi-monthly, unless the President determines that no meeting is necessary in any particular month or unless the President reschedules the meeting.

***Annual Meeting*** – UNP shall have an annual meeting in the spring to the end of the fiscal year. At the annual meeting, Voting Members shall elect the Directors, Officers shall be elected by the Board, and the Treasurer shall close the books on the fiscal year and present a budget for the next fiscal year.

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***Special Board Meetings*** – When the President deems it appropriate: (i) to exclude non-members at an open meeting for any reason, then the President may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, compensation, litigation or other sensitive matters, then the President may specifically designate and call an executive session.

## **Article XV. NOTIFICATION PROCEDURE**

***Manner of Giving Notice*** – Whenever under the provisions of these bylaws a notice is required to be given to any member of UNP and no provision is made as to how such notice shall be given, it is deemed acceptable for such notice to be sent in writing by the U.S. postal service, e-mail, or postings placed on the official club website, in school newsletters, church bulletins, or any other public media outlet.

***Waiver of Notice*** – There shall be no waiver of notice.

## **Article XVI. RULES, REGULATIONS AND PROCEDURE FOR APPEALS**

***Codes of Conduct*** – The Board of Directors shall establish the rules and regulations of UNP and Codes of Conduct for Players, Parents and Coaches. The Board of Directors may amend these rules and regulations and Codes of Conduct at any time, providing notice to members within seven (7) days.

***Procedures for Player, Coach, or Parent Disciplinary Review*** – Upon receipt of a written complaint the President shall determine if disciplinary action is required and characterize the level of misconduct. In the case of simple misconduct the President will issue a verbal or written warning. For instances of serious misconduct the President shall appoint a judiciary committee of three members to investigate the complaint, which shall present their findings to special meeting of the Board of Directors presided over by the President. The Board will determine what disciplinary actions are necessary. Gross misconduct is a serious offense requiring immediate expulsion from the UNP. The President may summarily expel the offender without first invoking a disciplinary hearing. The expelled member has the right to appeal to disciplinary hearing arranged as soon as possible, but shall remain expelled until and unless the Board of Directors overturns the executive decision.

***Procedures for Filing Appeals*** – Club members have the right to appeal decisions made by coaches, assistant coaches, or the board of directors. The appeal procedure is as follow:

1. All appeals shall be submitted to the club President in writing and received within ten (10) days for consideration by the Board of Directors. In any case, when the filing date comes into question, the date the appeal is postmarked will govern.
2. Extensions for filing appeals may be granted at the discretion of the Board of Directors so long as the request is made in writing. The extension may extend the time line for filing appeals by no more than an additional ten (10) days.

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3. Upon receipt of the appeal, the club President shall set a time and place for the hearing and will notify all appropriate parties. All hearings must be held within 30 days of receipt of a written appeal and the appealing party is bound to present any and all evidence and/or information relative to the appeal for which the hearing is being held
  4. All decisions made at all levels of the appeal process are binding and shall be in full force until changed by a higher authority.

Violators subject to suspension and fines as set forth by the United States Soccer Federation, Eastern Pennsylvania Youth Soccer Association, and/or Central Penn Youth Soccer League shall be liable for all expenses incurred by UNP.

## ***Article XVII. INDEMNIFICATION***

The UNP shall defend, indemnify and hold harmless each Director of the Board from and against all claims, charges, and expenses which he or she incurs as a result of any action or lawsuit brought against such director or officer arising out of the latter's performance of his or her duties with the UNP, unless such claims, charges and expenses were caused by fraud or willful misconduct on the part of said director.

## ***Article XVIII. SEVERABILITY AND SAVING CLAUSE***

The invalidity of any provision of the Bylaws shall not affect the other provisions. The Bylaws shall be construed in all respects as if such invalid provision were omitted.

Failure of literal or complete compliance with any provision of the Bylaws in respect of dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the Board do not cause substantial injury to the rights of the members of the Board, shall not invalidate the actions or proceedings of the Board at any meeting.

## ***Article XIX. EFFECTIVE DATE AND TRANSITION***

These Bylaws shall be effective when adopted by the founding Incorporators. Immediately upon adoption, the founding Incorporators shall initiate and implement the process to have a new Board elected/selected pursuant to these Bylaws.

## ***Article XX. AMMENDMENT***

The bylaws may be amended, repealed, or altered, in whole or in part, and new bylaws may be adopted, by an affirmative vote of no fewer than 2/3 of the Board at the annual meeting, provided it is on the agenda and has been made available to the Board for at least two (2) consecutive regular meetings.

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First adopted September 28, 2016

Timothy Staub

Donald DeBolt

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Incorporator

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Incorporator

## ***AMENDMENT SUMMARY***

REV	DATE	SECTION	CHANGE DESCRIPTION
A	6/2/2022	<ul style="list-style-type: none"><li>• All</li><li>• Article XIII</li></ul>	<ul style="list-style-type: none"><li>• changed league from York USA to CPYSL</li><li>• added guidance regarding PA sales tax</li></ul>