

# **Bylaws Of West Pines United Futbol Club**

These Bylaws govern West Pines United Futbol Club, (hereinafter WPU) a non-profit association formed pursuant to the Florida Not For Profit Corporation Act.

## **ARTICLE 1** Objectives

The purpose of WPU is to organize, implement, and maintain a premier youth soccer program. WPU shall attempt to develop individual players to their fullest potential by teaching sportsmanship, teamwork, competitive team play, in a safe and constructive environment; using the highest possible level of technical and tactical training that can be obtained within the Club annual financial budget.;

## **ARTICLE 2** Location

The principal office of WPU shall be located in Broward County, in the State of Florida, as determined by the Board of Directors.

## **ARTICLE 3** Affiliation

WPU shall affiliate with several soccer leagues including Florida Youth Soccer Association, hereinafter "FYSA", United States Youth Soccer, hereinafter "USYS" and others, and its' Bylaws, policies and requirements shall prevail in the event of a conflict. The Club has the right to enter into such affiliations for the betterment of the club including other affiliations that may improve player development opportunities. Such decisions will be made by the Director of Coaching for the club.

## **ARTICLE 4** Membership

**Section 1.** Membership in the club is by formal affiliation, through player registration or individual participation, while maintaining good standing. Membership is in three categories:

(a) Voting Member is defined as a parent or legal guardian of a registered WPU player, who is current with club fees, fundraising requirements of WPU and complying with these Bylaws. Voting Member shall be entitled to one (1) vote per registered player on each matter submitted to a vote of the members.

(b) Non-Voting Member is defined as a volunteer or coach who does not have any child in a Club team. Non-voting members will not be allowed to vote in matters submitted to the members, or participate as a BOD. Non-Voting Members are allowed to participate as members at committee level functions, as determined by these Bylaws.

(c) WPU Player is defined as any registered player in the current FYSA seasonal year, or any registered player in an approved affiliated league(s). Players are Non-Voting Members.

## **ARTICLE 5**

### Meetings

**Section 1.** The Club President or Board of Directors (BOD) member shall call various meetings as described below. Decisions made at such meetings and prior to implementing such must be supported by a minimum of majority vote of the BOD with the exception of the WPU BOD Election meeting and vote.

**Section 2.** Annual Meeting. WPU shall hold one Annual Club Meeting on a date to be determined by WPU BOD during an active season. Such meeting will be open to all members. It will review the club operating, financials, and other key matters. Furthermore, a WPU BOD Election meeting must be held every year before May 31<sup>st</sup> if any given BOD member term is expected to expire that calendar year. WPU BOD may cause an election to occur sooner than required if the majority of the BOD would like to do so for open positions.

**Section 3.** The President and the BOD shall meet once a quarter to discuss general business operations and other business.

**Section 4.** General Operating Meetings. WPU President and a majority of the Board of Directors may call monthly operating meetings on short notice to discuss the operation of the club and such meeting may have other attendees such as the DOC, Field Coordinator, and others that may be important to a given club operating topic and are part of the club management for such.

## **ARTICLE 6**

### Board of Directors

**Section 1.** The authority to represent, manage and conduct the business and affairs of WPU is vested in the Board of Directors which are those board members elected by the membership. The BOD shall have the power to enforce the Laws of the Game, the Rules of the United States Soccer Federation, the United States Youth Soccer Association, The

Florida Youth Soccer Association, the Bylaws and Rules and Regulations of WPU and other standing binding agreements.

**Section 2.** A simple majority of the BOD shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Board is present any meeting no vote may be taken which is directed in the Bylaws or binds the club in any way. Those Board members present may conduct such non-binding business as required.

**Section 3.** By resolution of the BOD, any member is indemnified for expenses and costs. This includes attorneys' fees, actually and necessarily incurred by the member in connection with any claim asserted against the member by action in court or otherwise, by reason of being or having been a member of the Board. This does not include matters that the member has been guilty of gross negligence, or misconduct, in respect of the matter in which indemnity is sought.

**Section 4.** Management. The BOD is responsible for the management of WPU. General responsibilities of the Board include:

- (a) Selecting individual members of the Board of Directors to assume specific management positions and responsibilities as set forth in these Bylaws;
- (b) Interpreting and enforcing WPU's Bylaws, Rules, and decisions of the Board of Directors;
- (c) Establishing all fees and charges;
- (d) Establishing and administering all Rules;
- (e) Resolving all disputes, protests, and appeals except when WPU's authority to do so is preempted by FYSA, USYS, or other organization;
- (f) Adopting a budget and approving all expenditures; plus managing various business projects for the club.
- (g) Manage the DOC and ensure he manages all of his paid employees and contractors;
- (h) In the event that there is a need for quick responses new expenditures, unbudgeted expenses of \$500.00 or less, may be approved with consent of the President and the DO in an aggregate amount not to exceed \$2,500. Any further expenses above the \$2,500 limit will need BOD approval.
- (i) Any unbudgeted expenditure exceeding \$500.00 must have the approval of the BOD before funds are committed.
- (j) The BOD reserves the right to review the selection of players and coaching staff.
- (k) Carrying out all other duties and responsibilities as specified in these Bylaws.

**Section 5.** The number of Directors shall be up to 7. The number of Directors may be increased or decreased by a vote of the members of the board. Only individuals that are approved by the City of Pembroke Pines and/or has not resigned from a Club BOD position in the past 5 years; can run and/or hold an official BOD position; exceptions require unanimously BOD approval in an official BOD meeting.

- (a) No member of the BOD is allowed to hold a position on another soccer related board either as an elected official position, or an employee/contractor. To prevent a conflict of interest, any BOD member must immediately vacate his or her BOD position, upon such a conflict;
- (b) No member of the BOD is allowed to hold a position as an officer, employee or designated contractor in a soccer related entity other than West Pines United. To prevent a conflict of interest, any BOD member must immediately vacate his or her BOD position, upon such a conflict;

**Section 6.** Terms. The term of office for a WPU Director position is two years, commencing on the election date and ending 24 months later. The term commences and ends on an odd or even year, in accordance with the following schedule:

1- President	Odd
2- Secretary	Even
3- Affiliate Director	Odd
4- Registrar Director	Even
5- Fund Raising Director	Even
6- Affiliate Director	Odd
7- Affiliate Director	Odd

To ensure that the staggered terms of directors as set forth in the table above are properly implemented, the new term of office started in June 2013; when the prior new By-laws were voted on for all Director positions with the club membership; and all such positions elected at that time; cannot exceed 24 months without a new vote. The BOD may elect to hold an earlier vote if there are open positions but is not required to do so.

**ARTICLE 7**  
Officers and Duties

**Section 1.** The Board of Directors consists of various position and such positions can be awarded and/or compensated as an independent contractor for the work provided to the club providing the member signs a BOD approved agreement stating such; in addition a BOD member is an approved assistant coach and may also be approved to be a head coach if the BOD and DOC approves of such actions. BOD Compensation shall consist of no more than \$400/month and a fee waiver for registered BOD WPU Player (child or legal guardian), not to exceed 2 player waivers without BOD approval in all WPU programs.

(a) **President.** The President shall be Principal Executive Officer of WPU and shall, in general, supervise and manage all business of WPU. The President shall preside at all meetings of the members and of the Board of Directors. Shall call and organize club official Board of Director meetings and create the agenda for such meetings. He/She is responsible for making sure the club management particularly the DOC, completes their responsibilities in a timely manner for such functions as contractor contracts, budgeting process, and staffing, is completed in a timely and responsible manner. He/She is responsible for the club organization structure and job descriptions. He/she may sign with the Secretary or any other proper officer of WPU authorized by the Board of Directors, any contracts or other instrument that have been authorized by the Board of Directors. He/She will also be responsible for approving the club organizational structure and non-BOD management positions and seeking BOD approval of the fulfillment of such positions. All such position requiring funds must have budget approval from the BOD. The Club President will also be responsible for developing the annual budget and obtaining approval from the DO and the majority of the BOD no later than the end of each March month per year. This person core responsibility is to make sure all positions are filled on the BOD and the DOC position, the club is monitoring the financial plan, and the club mission and goals are pursued by the management team. This person shall perform all duties incident to the office of President and other such duties as may be prescribed from time to time.

(b) **Fund Raising Director.** The Fund Raising Director is responsible for the management of the West Pines Annual Raffle program. Developing the program and implementing the program with the West Pines club personnel. Also may assist with other fund raising programs or ideas; plus other soccer related club programs if asked to do so and agrees to such.

(c) **Registrar Director.** The Registrar Director is responsible for the entire registration process and coordinating all the club personnel for the purpose of property registering all club approved players. The registrar shall be responsible for the registration, transfer, and tracking of all WPU players and coaches. Ensure registration procedures are followed as outlined by FYSA Guidelines. Submit registrations and changes of status with appropriate fees to FYSA in a timely manner. Assist teams with special permission forms, travel requests, and Regional and State Cup registrations. The

Registrar will manage the try-out process and dates with the DOC and other important personnel at the club.

(d) **Secretary.** The Club Secretary shall be responsible for communications between the members, the BOD, and managing all official minutes from approved BOD meetings. He/She is responsible for keeping all club policies and other documents available, safe, secure, and accessible. He/She is responsible for the Club Election process and results. This person core responsibility is to make sure all paper work and documentations are in order including the filing of taxes. This person will be responsible for all articles and information posted on the WPU Website.

(e) **Affiliate Director.** The Affiliate Director is responsible for helping the club develop better soccer development programs by providing advice; and assisting with various club programs when asked by the BOD providing the person agrees to the work. There may be up to 3 Affiliate Directors.

(f) **Immediate Past President.** This position will result in there being a change in the President. Upon the departure of the President, he/she will automatically assume the position of Immediate Past President. This position will serve until the current President vacates the position of President, not to exceed one (1) year. If the current President vacates their position because of impeachment, they are ineligible to assume the position of Immediate Past President and the Current Past President shall remain in office. This position has been established to maintain consistency of the board and its direction. The Immediate Past President will not have voting rights on matters before the BOD.

## **Section 2.** BOD appointed WPU officials.

Independent Contractors will be hired by the BOD and will enter into a written agreement with the club. Independent Contractors do have voting rights and can hold BOD positions.

All Independent Contractor positions must have BOD approval and be incorporated into the approved and official WPU annual operating budget for the current year. Independent Contractors are paid in cash or other financial means such as free player membership, do not receive benefits, and must complete the necessary tax financial documents. Independent Contractor positions may be changed, eliminated, or introduced at the BOD discretion as well as the compensation structure, agreement, and arrangement. The BOD may choose to not fill any of the positions outlined below for many reasons including lack of funds to support such. Independent contractors hired or appointed are directly managed by the BOD. These positions include, but are not limited to:

(a) **Director of Coaching (DOC).** The DOC will be appointed and hired by the BOD within budget and terms. This is a key position in the organization and good communication skills are a must. This position shall manage the operation of the coaches and teams to insure that the Club Missions and Goals are achieved. This position shall conduct monthly coaching meetings and provide written direction on training, conditioning, and licensing, among other important matters. This position requires 5 to 6

days a week commitment. This position will report to the BOD. This position will be listed as an approved assistant coach on all teams with all leagues. This person will submit a monthly report on the soccer operations to the BOD. This position is a contractor position with a separate agreement outlining the relationship and understanding. This position is responsible for the entire club soccer operations including coaching staff, all schedules, all operating staff, annual budget, player try-outs, camps, practice fields, leagues, and soccer program direction. This person will form at a minimum a soccer Program Director Board that will manage the club strategies for improvement and implementation. The DOC will hire and manage all coaches and the following personnel:

**1. Player Development Board** – The PDB is responsible for assisting the DOC with all soccer related programs. Each PDB Director appointed by the DOC will have a separate agreement for the work and responsibilities provided. The DOC will appoint no less than 3 PDB Directors.

(b) **The Director of Operations (DO).** The DO for West Pines United FC (WPU) is a part-time contractor and a non-voting member of the WPU Board of Directors and should be present to all board meetings, votes and activities. The DO will report directly to the President of the BOD or a board member designated by the President. The DO is responsible for the day-to-day administration and fiscal responsibilities and operations of the club. All of the contracted employees and volunteers of the club will report to the DO.

The DO is responsible for the club financials, financial reporting, banking system, and tax filing. He/she is responsible for signing all checks and release of club funds with the President's approval. The DO will develop a yearly budget for approval by the BOD NLT May. This person's core responsibility is to make sure all taxes are filed on time, the annual budget remains in balance throughout the year without risk of shortfall and that the bank accounts are managed with fiduciary responsibilities. The DO must approve all payments, contractors and club management incentives prior to implementation and with BOD approval.

The BOD shall appoint an independent third party auditor to review transactions and monitor the financial transactions, as determined by the BOD and the DO contract.

The DO will be selected by the WPU BOD with a majority vote, and the job responsibilities and scope of work as outlined in the DO contract.

The voting right of the DO is restricted exclusively to board member nominations and votes involving amendments to the Club Bylaws through the term of the DO contract. The DO will have veto rights to ensure that the budget remains in balance throughout the year without risk of shortfall.

The DO will hire and manage all the following personnel:

1. **Field Coordinator** - As determined by the BOD and the DO, manage all field schedules, game schedules, league meetings, and league communications. Shall be charged with the acquisition, maintenance, and issuance of all equipment and fields necessary to play soccer, subject to approval of the Board of Directors. Ensure that all fields to be used as home fields of WPU are properly marked and in safe and proper playing condition. Coordinate the development and management of all soccer fields in accordance with the directives of WPU, BOD, City of Pembroke Pines and Broward County. Serve as liaison between WPU and governmental agencies in all matters involving WPU soccer fields.
2. **League Director** - As determined by the BOD and DO, the League Director shall serve as the WPU representative to the Florida United Girls Soccer Association (FLUGSA) and the South Florida United Youth Soccer Association (SFUYSA). Shall be responsible for attending annual league meetings and any other meetings required by the leagues. League Director shall be responsible for communicating league bylaws, amendments, rules and regulations each season to the WPU team representatives and/or managers. League Director shall be responsible for the proper team and player registration, game schedules, field assignment coordination with Field Coordinator, for all FLUGSA and SFUYSA registered teams.
3. **Tournament Director** shall execute a minimum of one fall and one spring major premier tournament. Execute other events as directed and committed to by the Board of Directors. He or she shall operate under a binding contractual agreement.

**Section 3.** Volunteer Responsibilities. Independent Volunteers are required to run the club. Only Members can be volunteers. WPU will issue volunteer programs for the membership to volunteer for and fulfill. Membership voting rights require participation in the volunteer program effective July 2012.

**Section 4.** Removal. A Club Officer or manager or contractor who is unable to carry out the duties and responsibilities for a period of 90 days shall at the end of the 90<sup>th</sup> day be removed or replaced. Also a Club Officer or Manager or Contractor may be removed from his/her position by a majority vote from the Board of Directors at any time providing the Board of Directors have met twice, discuss the matter, reviewed the issue, met with the individual, and voted unanimous. If such removal involves a Board of Director position than the person holding that position shall not be allowed to vote.



**Section 5.** Nominations Process. The Club Secretary will published that names of all persons that want to run for a given open position at least 30 days before the elections and is not responsible for not publishing such information if received less than 30 days prior to the elections. Such person must be recommended in writing by ten club members to qualify to run for an open position at least 30 days prior to election and such written notice shall be electrically sent to the Club Secretary with confirmed receipt. Every candidate must submit to a background check by the Club and the City of Pembroke Pines. Only individuals that are approved by the City of Pembroke Pines may run for an elected position on WPU BOD. Every candidate running will be given an opportunity to send out one email one page document 7 days prior to the elections to the entire Club membership and speak at one of coaches meetings 14 days prior to the election. The Club Secretary will be responsible for overseeing the election, election voting process, and the election results. If the Club Secretary is also running for election than an independent member volunteer must oversee all activities as well and approve of the Club Secretary actions. In the event there is a problem with the election voting process and/or results than a new election will be held within 3 weeks and the local city management will oversee the election process.

**Section 6.** Vacancies. The Club BOD will be responsible for electing a new Club BOD if an opening occurs before the natural election process starts. The Club BOD will need a majority vote on approval any person to an open BOD position.

## **ARTICLE 8** Club Program

**Section 1.** WPU shall organize and operate as a Club Soccer Program primarily for players in South Florida.

**Section 2.** WPU will be cooperative with and supportive of all other Club Soccer Programs that are properly affiliated and in good standing with FYSA within Region A as well as any clubs under USYSA.

## **ARTICLE 9** Rules of Play

**Section 1.** Rules of play, except as modified by FYSA, shall be FIFA "Laws of the Game". Competition sanctioned by WPU shall be in compliance with these rules.

**Section 2.** The WPU BOD shall promulgate and implement Rules and Regulations pursuant to which the purpose of the West Pines United Futbol Club will be accomplished.

**ARTICLE 10**  
Tax Exempt Status

WPU is established as a non-profit corporation and shall adhere to all State of Florida and Federal rules, statutes, and regulations to assure compliance with that status. WPU has been granted exemption from federal income tax under Section 501(c)(3) of the U.S. Internal Revenue Service Code, and holds a Consumer's Certificate of Exemption pursuant to Chapter 212 of the Florida Statutes. Further, WPU shall not conduct, authorize, or sanction any activity that is contrary to or threatens its non-profit status at the State or Federal level.

**ARTICLE 11**  
Dissolution

WPU as represented by the BOD shall establish procedures for the dissolution of the club in the event such action becomes necessary. This shall include the binding responsibility that all assets of every kind are turned over to one or more organizations that have as their goal the advancement of youth soccer and hold the Tax Exempt Status as provided under Section 501(c)(3) of the IRS Code.

**ARTICLE 12**  
General Provisions

Any "notice" required by the bylaws shall be send by the Club email system unless local, state, or federal legal requirements require other.

**ARTICLE 13**  
Amendments

The Club Bylaws may be amended only by a majority vote of the BOD and DO.

**ARTICLE 14**  
Ratification

These bylaws adopted date February 10, 2015.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_