

Constitution of Freeport Area Soccer Association

Article I - Name

This Association shall be known as the Freeport Area Soccer Association hereinafter ("the Club").

Article II - Purpose

The purpose of the Club shall be to develop, promote and administer the game of soccer for youth under nineteen (19) years of age. The goal of the Club shall be to instill in the participating youth; athletic interests, the meaning and use of fair play, the direction of their spare time and activities toward the physical and moral development of their bodies and minds, thereby better preparing them for the future; and in addition, to bring to the attention of the citizens of our community, the values and need of participation in community programs. The Club shall serve the communities of Freeport, North Buffalo, South Buffalo, Kittanning and surrounding suburbs of Armstrong, Butler & Westmoreland County's.

The Club is organized and operated exclusively for the above stated purpose, and other related non-profit purposes, and no part of any earnings or income shall inure to the benefit of, or be distributed to, its members, officers or other private parties, except that the Club shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose defined herein. Notwithstanding any other provision of this constitution, the Club shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (26 USC 501 [c] [3]) or corresponding provisions of any subsequent Federal Tax Law.

Article III - Affiliation

The Club shall be an affiliate of the PA West Soccer Association hereinafter known as PA-West and has been constituted as a Youth Soccer Association as defined in the Freeport Area Soccer Association Constitution. The Club shall be subject to the authority of PA-West Soccer, the United State Youth Soccer Federation, hereinafter known as USSF and the Federation Internationale de Football Association (hereinafter known as FIFA).

Article IV - Government

The Club shall be governed by its Constitution, By-laws, and Code of Conduct. The Club shall retain its own autonomy, but will adhere to the Constitution, By-laws and Regulations of the PA West Soccer Association in all matters pertaining to interstate, regional, national, and international competition, or in other competitions sponsored by PA West.

Article V - Membership

Membership in the Club shall be open to any resident within the area as defined in Article II.

The Board of Directors, Coaches, and Players accepted and otherwise in good standing shall be entitled to membership of the Club as provided in the By-laws. The acceptance of membership obligates the member to comply with the provisions of the Constitution, the By-laws and the Code of Conduct of Freeport Area Soccer Association. Penalties for violation thereof shall be taken as provided in the By-laws.

All teams, clubs and associations within the territorial jurisdiction of PA-West who are not members of PA-West shall be deemed non-affiliated organizations. Members of PA-West shall not play soccer games against non-affiliated organizations without the prior approval and authorization of the Youth Board of PA-West.

Article VI - Fees

Player members shall pay bi annually membership fee to Freeport Area Soccer Association that shall be assessed on a seasonal year basis and shall be defined as provided in the By-laws. The fee shall be determined by the Freeport Area Soccer Association Executive Board of Directors as provided by the Freeport Area Soccer Association By-laws.

Article VII - Seasonal Year

The Seasonal (Fiscal) Year shall begin on January 1 and end on December 31 of the following calendar year. The Constitution and By-Laws, and Code of Conduct shall be in effect during the entire twelve (12) months of the Seasonal Year.

The Club shall distribute its income for each Seasonal (Fiscal) Year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 (26 USC 4942) or corresponding provisions of any subsequent Federal Tax Law.

The Freeport Area Soccer Association shall not:

1. Engage in act of self-dealing as defined in Section 4941 (d) Internal Revenue Code of 1954;
2. Retain any excess business holdings as defined in Section 4943 (d), Internal Revenue Code of 1954;
3. Make any investments in such a manner as to subject it to tax under Section 4944, Internal Revenue Code of 1954; make any taxable expenditures as defined in Section 4945 (d), Internal Revenue Code of 1954; or any corresponding provisions of any subsequent Federal Tax Laws.

Article VIII - Board of Directors

The government of Freeport Area Soccer Association, with the authority set out herein and in the By-Laws, shall be vested in a governing body known hereafter as the Board of Directors.

The Executive Board shall be appointed by majority vote during the Annual General Meeting to serve two year terms of even and odd year vacancies are voting positions on the Executive Board. Members of the community eligible to vote for the Executive Board are Freeport Area Soccer Association current head and assistant coaches (i.e. holding a "coaches card" for the most recent season), players over the age of 18 on the date of the general meeting, or members of the Executive Board and Operating Committee. Voting by proxy shall not be allowed. Individuals holding multiple positions shall only be allowed to vote once.

The Executive Board:

- President (odd year)
- Vice President (even year)
- Secretary (odd year)
- Treasurer (even year)
- Director of Coaching (odd year) - Appointed by Executive Board
- Chairman of the Board (even year) - Appointed by Executive Board

The following members are the Operating Committee, who are appointed every year by the Executive Board and are non-voting positions. Members of the Executive Board shall be permitted to concurrently serve in the following positions. Such appointees must be unanimously acceptable to all Executive Board members:

The Operating Committee:

- Registrar
- Field Assignor
- Referee Administrator
- Field and Maintenance Manager
- Uniform Purchasing Officer
- Concession Stand Manager
- Web Site Administrator
- U6/U8 Age Commissioner
- Director of Fundraising
- Publicity & Social Media Coordinator
- Equipment Manager

The Board of Directors shall meet as provided in the By-Laws.

Executive Board members shall serve from January 1 of a seasonal year to December 31 of the second succeeding seasonal year. Operating Committee members shall serve from January 1 of a seasonal year to December 31 of the same seasonal year.

The duties and responsibilities of the Board of Directors members both individually and collectively shall be as provided in the By-Laws.

All decisions of the Board of Directors are final unless appealed to a Special Meeting of the Executive Board of Freeport Area Soccer Association, and overruled or modified by the Special Meeting, all as provided in the By-Laws Article IV Hearing and Appeals.

Any vacancies occurring on the Board of Directors during the seasonal year shall be filled by appointment of the Executive Board. Such new Board of Directors members arising from vacancies shall continue in office until the next December 31.

Any member of the Board of Directors may be removed from office and relieved of all duties by a unanimous vote of the Executive Board of Freeport Area Soccer Association at any General or Special Meeting of the Board of Directors, provided notice of the proposed removal is given in the call of the meeting.

The Chairman of the Board may exercise a right and privilege to remove any of the Executive Board members who act in a malicious accordance with the purpose as explained in Article II.

Article IX - Meetings of the Board of Directors

There shall be regularly scheduled meetings of the Board of Directors, one of which shall be designated as the Annual General Meeting (AGM).

The Annual General Meeting shall be called by the President, with the concurrence of the Board of Directors, toward the end of each Seasonal Year, on a date no later than January 15 of the following seasonal year.

With respect to the AGM, notification to the Board of Directors shall be given not less than fifteen (15) days in advance of the scheduled date.

The order of business at general meetings shall be as follows:

1. Call to order
2. Reading of the minutes of the last general meeting
3. Acceptance of those minutes
4. Reports of the Treasurer and Director of Coaching
5. Unfinished Business
6. Proposals for amendments to the Constitution and By-laws
7. Vote of a new Executive Board (every two years)
8. Appointment of Operating Committee (every year)
9. New Business
10. Adjournment

A majority of Executive Board members present in good standing shall constitute a quorum. Voting by proxy shall not be allowed. Board of Directors members appointed at the Annual General Meeting shall take office on January 1 of the current seasonal year. Special meetings of the Board of Directors may be required from time to time. Special meetings may be called by the President, with the unanimous concurrence of the Executive Board.

Article X - Amendments

The Constitution may be amended or repealed, in whole or in part, by a unanimous vote of the Executive Board at any duly called meeting of the Freeport Area Soccer Association provided a quorum is present. Proposals for amendment or repeal of the Constitution must be made in writing and be submitted to the Secretary to allow thirty (30) days notice to all Board of Directors members prior to consideration of such proposals at any meeting.

Article XI - By Laws

By-laws will be hereafter adopted that may be amended or repealed, in whole or in part, in the manner provided therein.

Article XII - Dissolution

Upon the dissolution of the Club, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities, dispose of all assets of the Association exclusively for the purpose, or purposes, stated in Article II of the Constitution in such manner, or to such organization, or organizations, constituted and conducted exclusively for the purpose or purposes as shall at that time qualify as exempt under Section 501 © (3) and/or Section 501 © (7), Internal Revenue Code of 1954, or any corresponding provisions of any subsequent Federal Tax Law, as the Board of Directors may determine.