

## **1. Article I – Name & Purpose**

a. The name of this organization is **Sand City Soccer, Inc.**

b. The corporation is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code.

c. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The specific purposes of the corporation include:

(1) to promote the health, education, and development of youth through sports, recreation, and community programs.

(2) providing access to organized sports and other athletic opportunities that encourage teamwork, discipline, and physical wellness.

(3) to support the creation and improvement of safe play environments, such as fields, courts, playgrounds, and recreational facilities

(4) to provide financial assistance, scholarships, and programming to ensure all children have access to youth sports and recreation regardless of ability or family income.

## **2. Article II – Offices**

a. The principal office shall be located in Northport, NY.

b. The Board of Directors may designate other offices as needed.

## **3. Article III – Membership**

a. This corporation shall have no voting members.

b. All governance is vested by the Board of Directors.

c. If broader community input or accountability is desired by the board, consideration will be given to amending to allow for non-voting or advisory members or creating mechanisms for stakeholder feedback to the Board.

### **d. Regular Members**

(1) Comprised of Current Coaches, Assistant Coaches, Advisors, and Volunteers who have completed their background check and are voted into regular membership positions by the board of directors.

(2) The secretary shall maintain a membership listing for the current year. Regular membership will be terminated at the completion of the season if the Member is not registered to serve as a Coach, Assistant Coach, Advisor, or Volunteer for the following season.

(3) If by a majority 2/3 vote, the Regular Members wish to bring a “bylaw” or any proposed change to Sand City Soccer for vote by the Board of Directors they may do so at a general member meeting. The proposal must be submitted in writing. The drafted proposal will be voted for by the board of directors at a time they see fit.

#### **4. Article IV – Board of Directors**

a. **Authority & Duties:** The Board manages the affairs of the corporation, sets policy, approves budgets, and oversees programs.

(1) Directors shall ensure that all programs, donations, and expenditures are consistent with the broad charitable purpose of promoting youth health, education, sports, and recreation.

b. **Composition:** The Board of Directors shall consist of no fewer than three (3) and no more than nine (9) board members.

c. **Terms & Continuity:** Directors shall serve staggered terms of three (3) years each, such that no more than one-third of the Board is subject to reelection in any given year. This ensures continuity of leadership and prevents wholesale turnover.

##### **(1) Initial Rotation – 1 year term:**

- (a) Secretary
- (b) Director of Local Relations

##### **(2) Initial Rotation – 2-year term:**

- (a) Treasurer
- (b) Director of Health & Safety
- (c) Director of DTC Sales

##### **(3) Initial Rotation – 3-year term:**

- (a) Chair
- (b) Vice Chair
- (c) Operations Officers (2)

#### **d. Meetings:**

- (1) The Board shall meet at least **quarterly**.
- (2) Special meetings may be called by the Chair, Vice Chair or a majority of the directors.

e. **Quorum:** A majority of directors constitute a quorum.

f. **Voting:** Each director shall have one vote. Decisions require a majority of those present.

g. **Compensation:** Directors shall not receive compensation for service as board members. They may be reimbursed for reasonable expenses.

h. **Conflict of Interest:** Any director with a financial interest in a matter must disclose such interest in writing to the Board and recuse themselves from discussion and voting. The disclosure and recusal shall be documented in the meeting minutes.

**i. Removal of Board Members**

(1) A Board Member may be removed only for cause and by a vote of at **least two-thirds (2/3)** of the remaining disinterested Directors.

(2) For the purposes of this section, “cause” shall include:

- (a) Failure to attend three (3) consecutive meetings without excuse.
- (b) Breach of fiduciary duty to the Organization.
- (c) Gross misconduct.
- (d) Legal disqualification under state or federal law.

(3) Votes for removal shall be conducted on an individual basis per Director. Group removal votes are prohibited. Each proposed removal must be considered and voted upon separately.

**j. Automatic Removal**

(1) Any Director who is convicted of a felony or found guilty of any legal wrongdoing that materially impairs their ability to serve shall be automatically removed from the Board, effective immediately upon such finding by a court of competent jurisdiction.

(2) The vacancy created shall be filled by a two-third (2/3) vote of the remaining Directors.

**k. Vacancies & Successors**

(1) Vacancies on the Board, whether by removal, resignation, or otherwise, shall be filled only by vote of the remaining Directors.

(2) In the case of vacancies created by automatic removal for legal wrongdoing, the Board must approve the successor by a two-thirds (2/3) vote to ensure trust and integrity of the replacement.

**l. Director Resignation & Successor Nomination**

(1) Any Director who resigns or otherwise vacates their seat may suggest a potential successor for consideration by the Board, but the Board is not obligated to consider or vote on the nominee.

(2) The Board of Directors shall vote on the nominee at the next duly convened meeting.

(3) The nominee shall be seated unless rejected by a two-third (2/3) vote of the remaining Directors.

(4) If the nominee is rejected, the Board shall proceed to select a replacement under Section 11 (Vacancies & Successors).

**m. Reelection of Directors**

(1) At the expiration of a director's term, that Director may stand for reelection.

(2) Reelection shall be decided by a majority vote of the Directors present at a duly convened meeting, provided that quorum is met.

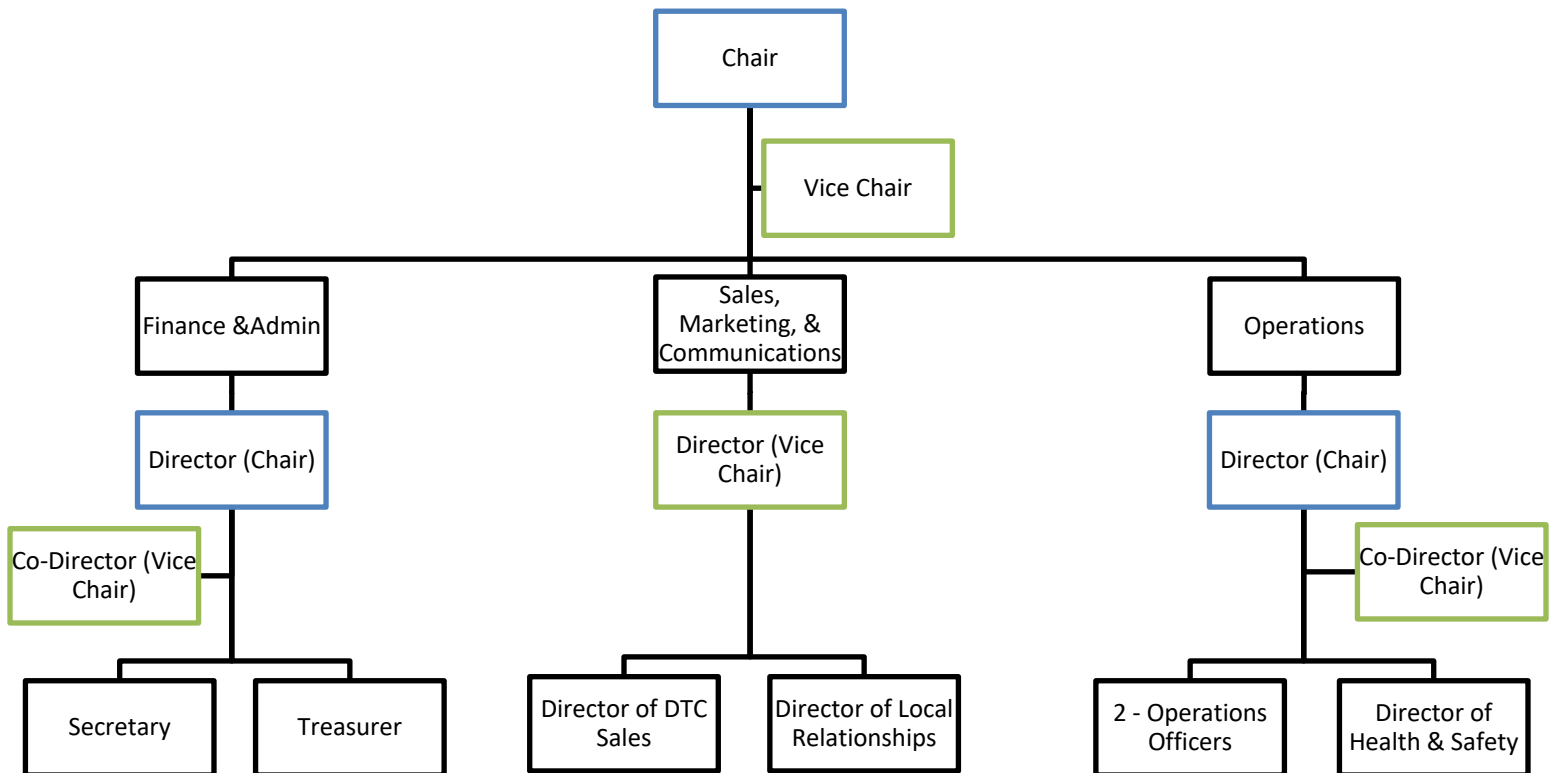
(3) Each Director's reelection shall be voted on individually, not as a group slate.

(4) If the Director receives a majority of votes from those present, their new term shall commence immediately following the vote.

(5) If a Director fails to receive a majority vote, the vacancy shall be filled in accordance with Section 11 (Vacancies & Successors).

**5. Article V – Board of Directors Structure**

a. The Board of Directors shall be structured as follows:



## 6. Article VI - Officers and Directors

a. **Chair:** Provides overall leadership to the Board, sets agendas, and ensures the nonprofit fulfills its mission. Represents Sand City Soccer publicly and keeps the organization aligned with compliance, governance and operational best practices.

(1) **Primary Role:** Represents the *governance and compliance authority* of Sand City Soccer.

(2) **Secondary Roles:** Oversee the Operations Department from a soccer specific POV. Assist with any sales, marketing & communications needs.

(a) **Public Appearances:**

1. Signing official nonprofit documents (banking, contracts, state filings).
2. Speaking in matters related to governance, compliance, operations or board oversight.
3. Publicly affirming nonprofit independence when needed.

(b) **Media/Press:** Addresses governance, accountability, community representation, operations, financial transparency and league vision.

b. **Vice Chair:** Oversees day-to-day league operations, as well as, sales, marketing, communications, social media, sponsorship programs & Grant efforts and game-day execution. Ensures alignment with US Soccer rules and regulations.

(a) **Primary Role:** Represents the *growth engine* of Sand City Soccer.

(b) **Secondary Role:** Oversee the Operations Department from a sales, marketing & communications specific POV. Assist with any governance and compliance needs.

(c) **Public Appearances:**

1. Speaking at community events, fundraisers, jamborees, tournaments and press conferences.
2. Leading sponsor pitches, donor relations and fundraising campaigns.
3. Acting as the spokesperson for marketing, branding and player-family communications.

(d) **Media/Press:** Focuses on league operations, sponsorships, overall revenue growth, parent engagement and league vision.

c. **Treasurer:** The Treasurer serves as the chief financial officer of Sand City Soccer and is responsible for accurate management, reporting, and oversight of all financial activities within the organization. This role ensures the league's fiscal integrity, transparency, and accountability while supporting the Board in strategic financial planning, budgeting, and long-term sustainability.

(1) The Treasurer plays a key leadership role in maintaining compliance with nonprofit financial standards, developing financial systems, and guiding the organization's fiscal policies to support both operational excellence and community trust.

(2) Maintain accurate, up-to-date financial records for all income and expenditures across league divisions, programs, and events.

(3) Establish and monitor accounting procedures in accordance with Generally Accepted Accounting Principles (GAAP) and nonprofit standards.

(4) Manage the organization's financial accounts, including operating, reserve and designated fund accounts.

(5) Record all deposits, payments and transfers; reconcile all accounts monthly.

(6) Work with external accountants or bookkeepers to ensure accuracy and compliance with tax filings and annual reporting requirements.

(7) Lead the annual budgeting process in collaboration with the Chair and Operations Officers.

(8) Prepare and present proposed budgets to the Board for review and approval prior to each fiscal year.

(9) Monitor ongoing expenses and revenues against the approved budget, providing quarterly variance reports.

(10) Forecast, in conjunction with Chair and Vice Chair, short-term and long-term financial needs, incorporating growth projections, seasonal registration trends and upcoming capital expenditures (e.g., field upgrades, storage, technology systems).

(11) Oversee all income streams including player registration fees, sponsorships, fundraising, merchandise sales, concessions and grants. This is to ensure the revenue is tracked per income stream. This will aid in forecasting.

(12) Establish standardized systems for collecting, recording and safeguarding all payments and donations.

(13) Coordinate with the Director of Direct-to-Consumer Sales on tracking and reconciling retail/concession revenue. This ensures that the correct percentages are being donated in adherence to the retail/concessions agreement.

(14) Ensure proper documentation for all monetary contributions to maintain donor transparency and IRS compliance.

(15) Collaborate with the Director of Community Engagement on sponsorship and fundraising event budgets and performance tracking.

(16) Develop and enforce financial policies regarding purchasing limits, dual-signature approvals and expenditure categories.

(17) Maintain accurate documentation for all disbursements and transactions. Review and authorize all expense reimbursements, vendor invoices and purchase requests in compliance with Board-approved budgets.

(18) Provide quarterly and annual reports summarizing financial performance, trends, and areas of concern or opportunity. Prepare year-end financial summaries for public release or inclusion in annual community reports.

(19) Serve as the primary contact for any financial inquiries from Board members, external auditors, or regulatory bodies.

(20) Ensure timely filing of all federal and state nonprofit forms, including IRS Form 990, annual reports, and local registration renewals.

(21) Maintain accurate documentation for all restricted or grant-specific funds to ensure proper allocation and usage.

(22) Verify that the organization's insurance coverage (general liability, accident, D&O, etc.) remains active and appropriately funded.

(23) Support the Secretary and Chair in record retention and compliance audits.

(24) Partner with the Operations Officer to align financial planning with scheduling, facility, and equipment logistics.

(25) Work closely with the Chair and Vice Chair on long-term fiscal sustainability strategies, including building reserves and planning for capital investments. Provide financial insights that inform decisions on new initiatives, pricing structures, and grant pursuits.

**d. Secretary:** The Secretary serves as the chief administrative and documentation officer for Sand City Soccer. This position ensures the accuracy, transparency, and integrity of all organizational records, meetings, communications, and governance actions. The Secretary maintains official documents, oversees compliance filings, and supports efficient Board operations ensuring the league's business and community functions operate in full alignment with its bylaws, mission and state/federal requirements.

(1) Maintain the official records of the organization, including bylaws, articles of incorporation, Board policies, meeting minutes, and all amendments.

(2) Serve as custodian of the corporate seal and all official documentation related to the organization's legal and operational standing.

(3) Ensure proper notice, documentation and archiving of all Board and committee meetings in compliance with nonprofit and league governance standards.

(4) Oversee secure storage (digital and physical) of all historical and active organizational records.

(5) Manage the preparation and distribution of official meeting materials, agendas and reports in coordination with the Chair.

- (6) Schedule and coordinate all Board meetings, ensuring quorum requirements are met.
- (7) Record accurate and detailed minutes of each Board meeting, capturing motions, votes and key discussion points.
- (8) Distribute meeting minutes to all Board members within ten (10) business days following each meeting.
- (9) Maintain an accessible archive of all approved minutes for internal reference and potential audit.
- (10) Manage attendance records for Board and committee members.
- (11) Maintain awareness of all state and federal compliance requirements applicable to the organization (e.g., annual filings, 501(c)(3) documentation, insurance renewals, etc.).
- (12) Coordinate with the Treasurer and Operations Officers to ensure timely submission of required filings, registrations, and renewals.
- (13) Track and verify that all Board members and volunteers maintain necessary background checks, certifications, and SafeSport compliance.
- (14) Assist with preparation and retention of contracts, sponsorship agreements, and operational MOUs in coordination with the Chair.
- (15) Distribute official announcements, policy updates, and procedural changes to relevant Board members.
- (16) Ensure proper documentation of votes and resolutions passed through digital or written consent.
- (17) Maintain the annual Board calendar, tracking meeting dates, reporting deadlines and major league milestones.
- (18) Support the Chair and Vice Chair in preparing annual reports, strategic plans, and presentations to members or partners.
- (19) Ensure smooth administrative transition between outgoing and incoming Board members through organized handoff of records and materials.
- (20) Assist in drafting and formatting policies, procedures, and public documents as needed.

**e. Operations Officers:** The two (2) Operations Officers are responsible for the seamless execution, coordination, and continuous improvement of Sand City Soccer's on-field and off-field operations. This role ensures that all programs from player development and league scheduling to compliance and logistics, run efficiently, align with organizational goals and foster a safe, developmental, and community-driven soccer environment.

- (1) Oversee and support all player development initiatives across recreational, developmental, and competitive divisions.



- (2) Design and monitor training curriculums aligned with U.S. Youth Soccer guidelines.
- (3) Track player progress through data-driven metrics and seasonal evaluations to enhance training outcomes and retention.
- (4) Ensure consistent player experience and progression pathways from introductory levels through advanced play.
- (5) Manage all operational logistics for league activities, including field scheduling, referee assignments, equipment distribution and game-day execution.
- (6) Maintain master operational calendars covering seasonal play, tournaments and special events.
- (7) Forecast operational needs for upcoming seasons and create scalable systems for registration, scheduling, and facility management.
- (8) Coordinate vendor and partner relationships for uniforms, field maintenance, and technology systems.
- (9) Serve as the compliance officers for all league play and events, ensuring adherence to U.S. Soccer regulations.
- (10) Maintain and update official rules and policies to reflect league growth, safety standards, and evolving player needs.
- (11) Oversee disciplinary reviews, player eligibility verification and policy enforcement with fairness and transparency.
- (12) Collaborate with the Board to ensure operational practices reflect the league's mission and values.
- (13) Collect, interpret and present operational and player data to the Board for informed decision-making.
- (14) Analyze registration trends, attendance, performance outcomes and retention rates to optimize programs.
- (15) Implement digital systems for tracking logistics, player development data and coach performance.
- (16) Produce seasonal operational reports and annual reviews highlighting metrics, insights and strategic recommendations.
- (17) Develop annual and multi-year operational plans that align with Sand City Soccer's strategic growth objectives.
- (18) Anticipate future needs in facilities, staffing and technology to support sustainable expansion.

(19) Collaborate with the Treasurer & Chair on budgeting and financial forecasting for operations.

(20) Lead innovation efforts for new programs, camps and league enhancements that improve efficiency and participant satisfaction.

f. **Director of Health & Safety:** The Director of Health & Safety is responsible for safeguarding the physical, emotional and psychological well-being of all players, coaches, volunteers and spectators involved in Sand City Soccer programs. This role ensures that all league activities, on and off the field, are conducted in compliance with federal, state, and local safety standards as well as U.S. Youth Soccer and U.S. Soccer Federation guidelines.

(1) The Director leads the development, implementation, and monitoring of all health, wellness, safety, and risk management initiatives across the organization.

(2) Develop and enforce comprehensive safety protocols for all games, practices, tournaments and league events.

(3) Ensure all board members, advisors, coaches and volunteers complete mandatory background checks (e.g., SafeSport).

(4) Maintain accurate documentation of all certifications and ensure timely renewals.

(5) Conduct periodic audits of team safety procedures to verify compliance with league standards.

(6) Establish, maintain, and distribute an official Emergency Action Plan (EAP) for all fields and facilities.

(7) Offer training for emergency procedures including concussion response, heat-related illness prevention and CPR/AED usage.

(8) Maintain a network of local emergency contacts, including first responders, athletic trainers and medical professionals to be present during all youth sport related competitions.

(9) Lead post-incident reviews and prepare written reports for the Board regarding all safety-related events or injuries.

(10) Ensure compliance with insurance and liability coverage requirements for players, coaches, and facilities.

(11) Conduct regular inspections of fields, goals, nets and equipment to ensure all items meet current safety standards.

(12) Partner with the Operations Officers to identify and address potential hazards or unsafe conditions before each season.

(13) Create and distribute clear communication materials outlining the league's safety policies and emergency procedures.

(14) Provide ongoing updates to the community regarding new safety initiatives or health advisories.

(15) Track and analyze injury data, incident reports and health trends across age groups and divisions to identify risk areas.

(16) Prepare quarterly and seasonal reports to the Board summarizing key safety metrics, incident outcomes, and improvement plans.

(17) Collaborate with the Operations Officers to forecast future safety needs related to league expansion, new facilities or added programming.

(18) Advise the Board on safety-related budget allocations (e.g., first-aid kits, AED units, field signage, hydration stations).

(19) Work alongside the Operations Officers to integrate wellness and recovery principles into training programs.

**g. Director of DTC Sales:** The Director of Direct-to-Consumer (DTC) Sales is responsible for developing, managing, and scaling all league-related sales operations that engage directly with the Sand City Soccer community including merchandise, concessions, uniforms and branded retail initiatives.

(1) This position ensures every DTC touchpoint reflects the organization's mission, brand, and community values while simultaneously generating consistent, diversified revenue streams to support league growth, player development and future facility expansion.

(2) Plan, design and execute a year-round merchandise program that includes apparel, accessories, seasonal drops and branded items for players, parents, and fans.

(3) Develop a cohesive Sand City Soccer brand identity across all retail products, ensuring consistent use of logos, colors and messaging.

(4) Manage product sourcing, vendor relationships, order quantities and pricing strategies for optimal profitability.

(5) Oversee online store setup and operations and ensure seamless e-commerce experience for families.

(6) Analyze merchandise sales data to identify best sellers, seasonal trends and areas for expansion or discontinuation.

(7) Coordinate product launches around key league events

(8) Oversee concessions strategy and operations for all league events, tournaments and seasonal play.

(9) Track inventory, pricing and margins for all concession items to ensure consistent profitability.

- (10) Lead the design, ordering and distribution process for all players and coach uniforms.
- (11) Work with the Operations Officers to maintain an efficient uniform sizing, ordering and delivery timeline for each season.
- (12) Negotiate contracts with uniform vendors and manage cost analysis to ensure the best pricing and quality balance.
- (13) Oversee the creation of optional team gear, spirit wear and premium uniform packages that drive DTC revenue while reinforcing Sand city Soccer pride.
- (14) Maintain consistent uniform standards and guidelines across all divisions and age groups to protect brand integrity.
- (15) Create and manage annual DTC sales budgets, including revenue projections, inventory investments and cost-of-goods sold (COGS).
- (16) Implement inventory control systems and digital reporting to track real-time sales and margins.
- (17) Provide quarterly and annual reports to the Board summarizing financial outcomes, key metrics and growth opportunities.
- (18) Evaluate new sales channels (e.g., online pre-orders, pop-up shops, tournament booths) and recommend expansion strategies to the Board.
- (19) Develop a multi-year DTC growth plan that includes expanding product lines and introducing digital loyalty programs.
- (20) Continuously refine pricing models and promotions based on data insights, customer feedback and market trends.

**h. Director of Local Relationships:** The Director of Local Relationships is responsible for building, managing, and strengthening strategic partnerships between Sand City Soccer and the surrounding community. This includes relationships with schools, municipalities, local businesses, media, parks departments, civic organizations, and community leaders.

- (1) The Director ensures Sand City Soccer is viewed as a trusted and integral part of the community, driving growth through collaboration, advocacy, sponsorship and shared local initiatives that support the league's mission of development, inclusivity, and excellence in youth sports.
- (2) Identify, establish and maintain strategic relationships with local schools, recreation departments, and community programs to expand player recruitment, facility access, and mutual support.
- (3) Maintain ongoing communication with civic leaders, chambers of commerce, and local organizations to ensure alignment and visibility within the community.
- (4) Develop partnerships with small local businesses for sponsorships, cross-promotions, or in-kind support (e.g., equipment, food vendors, media coverage).

(5) Collaborate with the Director of Direct-to-Consumer Sales to integrate local business promotions into concessions, events and merchandise programs.

(6) Cultivate and retain a network of local business allies who see Sand City Soccer as a vehicle for positive community impact and marketing visibility.

(7) Ensure all business relationships align with the organization's values, brand image and youth-centered mission.

(8) Partner with the Operations Officers to organize community-driven events.

(9) Help secure local vendor participation, sponsorships & logistical support for each event.

(10) Work with schools and civic groups to co-host charity drives, youth camps, and community service initiatives.

(11) Serve as the official liaison between Sand City Soccer and town or county agencies (Parks & Recreation, Public Works, Safety & Health Departments).

(12) Maintain positive and professional relationships with elected officials and administrators to facilitate support for future league expansion or facility development.

(13) Represent Sand City Soccer at community functions, networking events, and local press opportunities.

(14) Collaborate with the Marketing & Communications Director to ensure consistent messaging and brand representation across all local partnerships.

(15) Create and maintain a contact directory of key local stakeholders, sponsors, and community supporters.

(16) Communicate regularly with families and the broader community about partnership opportunities, events, and collaborative efforts.

(17) Maintain a detailed partnership database including contact info, sponsorship value, renewal dates, and historical impact.

(18) Analyze partnership performance annually, identifying which relationships yielded measurable community or financial benefits.

(19) Provide quarterly reports to the Board outlining local outreach efforts, upcoming opportunities, and new partnership pipelines.

(20) Develop a long-term Community Relationship Growth Plan aligned with the organization's 3- to 5-year vision for expansion and influence.

## **7. Article VII – Committees**

a. The Board may establish standing or ad hoc committees may include Soccer Programs, Youth Recreation, Community Health & Wellness, Fundraising, and Facilities. Committees may recommend new projects beyond soccer that align with the organization's mission. (e.g., Fundraising, Facilities,

Programs). All committees must have a written charter approved by the Board, outlining their scope, authority, and reporting requirements. The Board retains the right to dissolve any committee at its discretion.

- b. Committees report to the Board and cannot act independently without Board approval.

## **8. Article VIII – Fiscal Policies**

- a. The fiscal year shall be January 1 – December 31.

b. The Board shall adopt an annual budget and financial policies to ensure proper stewardship. The Board shall review financial statements at least quarterly and present an annual financial report to the membership.

- c. All funds shall be deposited in the organization's name in a bank approved by the Board.

- d. Dual signatures shall be required on checks above \$2,500.00.

e. The Organization may provide financial support or donations to schools, municipalities, or other nonprofits for projects furthering youth sports, recreation, or wellness, as approved by the Board under the Donation Policy. The Donation Policy shall be reviewed and approved by the Board annually, and all donations must be documented and reported to the Board.

## **9. Article IX – Conflict of Interest**

a. The corporation shall maintain a **Conflict-of-Interest Policy**. All Directors must annually disclose potential conflicts and recuse themselves from related votes. The Conflict-of-Interest Policy should be made available to all directors and reviewed periodically to ensure compliance with current laws and best practices.

## **10. Article X – Indemnification**

a. The corporation shall indemnify its directors, officers, and employees to the fullest extent permitted by law, provided they acted in good faith, in the best interest of the organization, and not in a manner involving gross negligence, willful misconduct, or actions outside the scope of their authority.

## **11. Article XI – Amendments**

a. These bylaws may be amended by a **two-thirds vote** of the Board of Directors at any regular or special meeting, provided that notice of the amendment was given at least 10 days prior. Notice of the proposed amendment shall be provided in writing to all members of the Board of Directors via email or mail at least 10 days prior to the meeting at which the amendment will be considered.

## **12. Article XII – Dissolution**

a. Upon dissolution, assets shall be distributed for one or more exempt purposes under Section 501(c)(3) of the Internal Revenue Code, or to the federal/state/local government for a public purpose. The Board of Directors shall determine the specific recipient(s) of the assets in accordance with this Article, subject to applicable laws and regulations.