

BYLAWS OF PARIS UNITED FUTBOL CLUB

The following constitutes the Bylaws of Paris United Futbol Club, hereinafter referred to as “Club”.

Article I – Governing Body

All powers of the Club shall be vested with the Board of Directors and exercised by and under the authority of the Board of Directors. The business and affairs of the Club shall be managed under the discretion of the Board of Directors.

Article II – Board of Directors

Section 1. Members of the Board of Directors

The Board of Directors shall consist of seven (7) members. The Board members shall be comprised of a President, Treasurer, Risk Manager, Registrar, and three (3) other general members. Each member shall only have one (1) vote when the Board votes on any particular action. The initial Board members shall be those currently elected as Board members. The Board members hereafter shall be nominated and elected by the Board of Directors. The members’ terms shall be for a period of two (2) years and the terms shall be staggered so that three (3) members shall be elected in one year and the remaining four (4) members will be elected the following year. Subsequent terms of Board members shall be for a period of two (2) years. A Board member who has served two (2) terms consecutively may be reelected to the Board of Directors after the expiration of one (1) year following the end of the previous term and shall then have the status of a newly elected Board member.

The immediate past President shall serve as an ex-officio member of the Board with voting rights in addition to the seven (7) Board members. The immediate past President shall remain on the Board as an ex-officio member even if he/she has completed two (2) terms to provide continuity to the Board.

Section 2. Vacancies During Term Of Office

Vacancies occurring during any term of office for any Board member shall be filled for the unexpired portion thereof by the Board of Directors of the Club.

Section 3. Resignation or Removal of Board of Directors

A Board member and ex-officio member of the Club may resign at any time by tendering their resignation in writing to the Club which shall become effective upon receipt by the other Board members. A Board member and ex-officio member may be removed from the Board of Directors for cause upon a vote by the Board of Directors. After three (3) consecutively missed meetings, the Board of Directors may elect to remove a member of the Board.

Section 4. Compensation of Directors.

A Board of Director member shall not receive compensation for any services rendered in their capacities as directors. However, nothing herein contained shall be construed to preclude a director from receiving compensation from the Club for other services actually rendered or for expenses incurred for serving the Club as a director or in any other capacity.

Section 5. Conflict of Interest

Any member of the Board of Directors having an interest (through themselves, their spouse, or family member) in a contract or other transaction presented to the Board, for authorization, approval, or ratification shall give prompt, full, and frank disclosure of this interest to the Board prior to its acting on such contract or transaction. The Board shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor participate (other than to present factual information or respond to questions) in the discussion or deliberations with respect to such contract or transaction. At the discretion of the presiding officer of the meeting, such person may be asked to leave the meeting at any point in the discussion or deliberations. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting or participation.

Section 6. Executive Committee

The Executive Committee of the Board of Directors shall be comprised of the President, Treasurer, Risk Manager, and Registrar. The Executive Committee shall meet at the call of the President on an as needed basis. The presence of three (3) members of the Executive Committee shall constitute a quorum of the committee. The affirmative vote of the majority of the members present shall be necessary for the adoption of any resolution.

The Executive Committee shall have and may exercise all powers and authority of the Board of Directors between regular meetings of the Board, subject only to such restrictions or limitations as the Board of Directors may from time to time specify; provided, however, the Executive Committee shall have no authority to alter, amend, or repeal the Articles of Incorporation or the bylaws of the Club. All actions of the Executive Committee shall be reported either in writing to each director individually within thirty (30) days after which action is taken or at the next meeting of the Board of Directors. All action of the Executive Committee shall be included in the minutes of the Board of Directors.

Article 3. Meetings of the Board

Section 1. Annual Meetings

There shall be an annual meeting of the Board of Directors annually which shall be held on the first Monday of April each year, unless otherwise specified. An alternative date may be necessary due to special circumstances and scheduling conflicts. Notice of the annual meeting shall be published by the Board on its website, through Facebook, or other means at least seven (7) days prior to the meeting. At this meeting, the Board of Directors shall make a report of their acts and doings as directors during the preceding year, and shall review financial and other operational summaries; may elect officers; and may transact such other business as may be brought before the meeting.

Section 2. Regular Meetings.

Regular meetings of the Board of Directors shall be held at a minimum quarterly. Such meetings shall be scheduled at least seven (7) days prior with notification to the Board members. The location and time is to be determined by the President based on the schedule that best meets the majority of the directors.

Section 3. Special Meetings.

Special meetings of the Board of Directors may be held at any time and place designated by the President, on one (1) day's notice to each director, either written, verbal or electronic or without notice if notice be waived in writing by all directors either before or after the meeting. The business to be transacted at any

special meeting shall be limited to those items of business set forth in the notice of the meeting.

Section 4. Quorum.

Four (4) members of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. The act of a majority of the directors present and voting at a meeting at which a quorum is present shall be the act of the Board. In addition to those directors who are physically present at a meeting, directors shall, for purposes of these bylaws, be deemed present at such meeting if a telephone or similar communication device by means of which all persons participating in the meeting can hear each other at the same time is used.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of such adjourned meeting shall be given to the directors who are not present in addition to the time and place of the next meeting.

A proxy vote is acceptable by members not in attendance at the Board meeting to meet a quorum.

Section 5. Board Action Without a Meeting.

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth such action is signed by all the directors on a single document or in counterpart and transmitted to the President in any form including facsimile transmission or an email is sent from the email address of a director explicitly authorizing such action and all such consents are filed in the minutes of the proceedings of the Board.

Article 4. Officers

Section 1. Officers

The officers of the Club shall be the President of the Board of Directors, Treasurer, Risk Manager, Registrar, and such other officers as the Board shall deem advisable, each of whom shall be elected by the Board of Directors at the annual meeting. Such officers shall hold office for a term of two (2) years or until their successors are elected and qualified, except in the event of their earlier death, resignation, or removal. All officers shall be members of the Board of Directors.

Section 2. Vacancies

A vacancy in any office because of death, resignation, or removal shall be filled by the Board of Directors for the unexpired term of such office.

Section 3. Resignation or Removal of Officers

An officer of the Club may resign at any time by tendering their resignation in writing to the President or Vice President of the Board of Directors and it will become effective immediately upon receipt. An officer of the Club may be removed at any time with or without cause by a vote of not less than two-third (2/3rds) of all the members of the Board of Directors.

Section 4. President

The duties of the President of the Board shall include the following:

1. Preside at all meetings of the Board and Executive Committee;
2. Keep the Club directed toward its goals;
3. Enforce the philosophy of play and club guidelines;
4. Focus on day-to-day operation of the Club;
5. Promote the Club;
6. Appoint committee chairmen and committee members as required;
7. Determine and approve all agenda items to be considered by the Board;
8. Oversee and be named on the Club's bank accounts with the Treasurer;
9. Sign all contracts authorized by the Board of Directors; and
10. Oversee the other officers and members of the Board of Directors.

The President shall have such other duties and responsibilities as shall be delegated by these bylaws and by the Board from time to time.

Section 5. Treasurer

The duties of the Treasurer of the Board shall include the following:

1. Sign with the President in the name of the Club all contracts authorized by the Board of Directors;
2. Have charge and custody of all accounts, statements, books, and finances of the Club, all of which shall at all reasonable times be open to the examination of any director;
3. Keep, or have kept, full and accurate accounts or receipts and disbursements and render an accounting thereof at the annual meeting of the Board, and whenever else required by the Board, or requested by the President of the Board;
4. Ensure that proper controls are in place for the signing of all Club checks by the Treasurer and/or Treasurer and President, whichever the Board requires;
5. Timely pay all accounts and invoices of the Club as authorized by the Board of Directors;
6. Prepare and file tax returns for the Club in a timely manner; and
7. Prepare and file any documents or reports required to maintain the Club's tax exempt status.

The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 6. Risk Manager

The duties of the Risk Manager of the Board shall include the following:

1. Serve as manager for the Associations Risk Management Program;
2. Communicate and distribute educational material on risk management;
3. Obtain signed Employment/Volunteer Disclosure Statements for all coaches, managers, administrators, employees, and volunteers with exposure to youth of the Club;
4. Submit completed disclosure statements to the appropriate state office;
5. Certify in writing that all goals, fields and grounds utilized by the Club are in compliance with TSSA Goal/Field Inspection Forms requirements;
6. Submit annually Goal/Field Inspection forms to the appropriate state office; and
7. Communicate and distribute the required and appropriate forms and information regarding concussion protocols and store such information after it is signed for period of 3 years.

The Risk Manager shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 7. Registrar

The duties of the Registrar of the Board shall include the following:

1. Keep, or have kept, accurate minutes of all meetings of the Board of Directors and Executive Committee;
2. Attend to the giving and serving of all notices required by the bylaws of this Club;
3. Ensure that annual registration forms are obtained for all players and such forms are maintained as required by the Board of Directors;
4. Maintain communications with TSSA concerning appropriate procedures for the registration of players;
5. Submit all player registration data to the state association in a timely manner and ensure that all players are properly registered; and
6. Maintain a list of all players and coaches of the Club.

The Registrar shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 8. Immediate Past President

The Immediate Past President of the Board shall assist the President of the Board and serve on the Board of Directors. The Immediate Past President will provide leadership, guidance, and continuity to the Board.

Section 9. Committees.

The Board of Directors may establish committees in such number and with such authority as it deems appropriate.

Article 5. General Duties of the Board

Section 1. Responsibilities of the Board of Directors

The Board of Directors shall be vested with the responsibility and authority to do the following:

1. Interpret and enforce the Club's Constitution, Bylaws, and Playing Rules;
2. Formulate and amend rules in order to serve the best interests and objectives of the Club;
3. Reprimand, suspend, bar completely, or otherwise discipline any member, player, coach, referee, administrator, parent, person, or affiliated team for violations of the Clubs Constitution, Bylaws, and Rules;
4. Budget for and administer the funds of the Club;
5. Hire, supervise, and terminate employees;
6. Form standing and special committees and appoint individuals to serve on such committees
7. Appoint individuals to fill vacancies on the Board of Directors;
8. Approve all positions within the Club, including all paid positions, team coaches, team managers, and other club positions; and
9. Hear and decide all protests and appeals and shall decide appropriate disciplinary actions for incidents of misconduct.

Section 2. General Duties of the Board of Directors

The general duties of the Board of Directors are as follows:

1. Each director shall carry out his/her duties in a responsible manner, acting only in the best interests of the Club;
2. Attend meetings of the Board of Directors and Executive Committee;
3. Each director shall be prepared to report on his/her activities and areas of responsibility at meetings;
4. Each director shall follow the Club's financial policy regarding budget proposals, expense reports, and handling of Club monies;
5. Each director shall be familiar with the rules of the Club, TSSA, USSF, and its divisions; and
6. If at any time a Board member believes that he/she or another Board member may appear to be unable to maintain objectivity on any issue because of a personal situation, employment, or other reasons, the Board member should recuse himself or herself from any deliberations or vote of the Board on the subject.

Article 5 Records

Section 1. Books and Records

The Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board. The Club shall also maintain a record of the name and address of each Board of Director of the Club.

Article 6 Bylaw Amendments

Section 1. Amendments

The bylaws may be altered, amended, or repealed, and new bylaws may be adopted at any meeting of the Board of Directors. Any amendment to these bylaws must be approved by two-thirds (2/3rds) of the members of the Board of Directors before taking effect.

