



East Wake Soccer Association Bylaws



Article I – General

Section 1.1 Name

East Wake Soccer Association is a non-profit organization organized and existing under the Non-Profit Corporation General Statutes of North Carolina. Articles of Incorporation were filed in the office of the North Carolina Secretary of State on May 5th, 1981, setting forth the name of this corporation to be the Knightdale Soccer League. On June 1st, 1999 the Knightdale Soccer League merged with the Wendell Parks and Recreation Soccer League to form the East Wake Soccer Association, (hereafter referred to as EWSA).

Section 1.2 Purpose

It is the purpose of EWSA to foster and develop growth in the youth of Eastern Wake County, regardless of race, gender, religion, economic status or ability, through all levels of soccer. It shall be EWSA's common goal to develop and administer soccer programs that address the needs of our youth at every level. Every player shall be given the opportunity to play soccer at the level they have the skills to play.

Section 1.3 Membership

Membership through registration will be available to all residents of Wake County and nearby communities. Every member must provide proof of age by providing a copy of his or her birth certificate or valid driver's license. EWSA will not discriminate against any individual or team based on race, gender, religion or economic status. The Board of Directors will set and regulate the amount of registration and other required fees. Registration fees are due and must be paid at registration. It shall be the board's goal to keep these fees as low as possible in order to maintain an affordable soccer program.

Section 1.4 Amending Bylaws

Amendment of these bylaws shall require a vote of 51 percent of the voting members. All votes for amendments shall be taken at the annual general meeting (AGM) of members. A vote of 51 percent shall be determined to be the percentage of total eligible voters among the EWSA membership, not a percentage of those in attendance at the AGM.

Section 1.5 Distribution of Bylaws

A copy of these bylaws shall be given to every Board member, and shall be made publicly available on the league website. EWSA will be responsible for insuring that all participants abide by these bylaws.

Section 1.6 Fiscal Year

The fiscal year for EWSA shall be July 1st to June 30th.

Section 1.7 Succession Order

The succession order to the President for purpose of these bylaws shall be the Vice President, Treasurer and Secretary, in the order stated, and if there are no persons holding such offices or if the Board of Directors deem it necessary to change such succession order, the person selected to preside by a majority of the Directors

present or participating in a meeting at which such designation is necessary. The presiding officer at meetings of the members shall cast the deciding vote in the event of a tie.

Section 1.8 Definitions

As used herein, the term “Act” shall refer to the North Carolina Non-Profit Corporation Act.

Article II – Meeting of Members

Section 2.1 Meeting Place

Meetings of members shall be held in Wake County at the office of EWSA or at such place designated by the Board of Directors, or upon failure of the Board to make such designation, by the President. Such place shall be identified in the notice of the meeting. All meetings of members are open to the general public.

Section 2.2 Annual General Meeting (AGM)

The AGM shall be held within sixty days prior to the close of each fiscal year and at a time and place located in Wake County set by the Board of Directors. The purpose of this meeting will be to elect Board of Directors, and for the transaction of such other business as may be properly brought before the meeting. Notice of the AGM will be made available to the members no fewer than fifteen days prior to the meeting.

Section 2.3 Substitute Annual General Meeting (AGM)

If the AGM shall not be held during the period set forth in Section 2.2, a substitute AGM in Wake County may be called in accordance with the provisions of Section 2.4 or as provided by the Act. A meeting so called shall be designated and treated for all purposes as the AGM. Notice will be made available to the members no fewer than fifteen days prior to the substitute meeting.

Section 2.4 Special Meetings

Special meetings of the members may be called at any time in Wake County by the President or a majority of the Board of Directors. Notice will be made available to the members no fewer than fifteen days prior to the substitute meeting.

Section 2.5 Order of Business

The order of business at the AGM shall be as follows: approval of the previous AGM minutes, announcements, report of the Directors, special reports, old business, new business, election of the Board of Directors and adjournment.

Section 2.6 Voting List and Record Date

The EWSA Secretary shall prepare a list of members entitled to vote at each meeting. This list shall include the address and contact information of each member in attendance and shall be kept on file at the principal office of EWSA. Such list shall be available for inspection and copying (at the members expense), during the time it is kept on file at the principal office at any time during regular business hours. This list shall be produced and kept open at time and place of all meetings of the members, and shall be subject to inspection by any member at any time during the meeting.

Section 2.7 Quorum

The presence of members represented in person or by proxy entitled to cast five percent (5%) or more of the votes entitled to be cast by all members in the election of the Board of Directors shall constitute a quorum for action at an annual, substitute, or special meeting of the members. If there is no quorum at the opening of a meeting of members, such meeting may be adjourned by the vote of a majority of the members voting on the motion to adjourn, and at any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting. Once a member is represented for any purpose at a meeting, he or she is deemed present for the remainder of the meeting and any adjournment thereof, unless a new record of meeting of members is called.

Section 2.8 Proxies

A member may appoint one or more agents authorized by a proxy in a form permissible under the Act and executed by the member to vote for him or her at a meeting of members. An appointment of proxy is effective when received by the Secretary or other officer or agent of EWSA authorized to tabulate votes. An appointment of proxy is not valid after the expiration of thirty days from the date it is deemed effective. An appointment of proxy is revocable by the member if such member is present just prior to or during the vote for which the proxy was appointed.

Section 2.9 Nomination and Election of Directors

Nominations of persons for election as Board of Directors for EWSA, at a meeting of the members held to elect Directors, may be made by or at the direction of the Board of Directors or may be made at such meeting of the members by any member of EWSA entitled to vote for the election of Directors at such meeting.

Section 2.10 Voting Rights

Each member shall be entitled to one vote per registered player (of which they are a parent or legal guardian of) with EWSA in the election of the Board of Directors at the annual meeting of the members, all proposals to amend the Corporation's Articles of Incorporation, all proposals about a merger of the Corporation, all proposals to sell or otherwise transfer the Corporation's assets other than in the regular course of activities and all proposals to dissolve the Corporation. The President and Secretary of EWSA are authorized to establish all reasonable and necessary procedures to permit the casting of votes by members. The determination of whether acceptable evidence has been presented by a person or entity to establish his, her or its authority to vote shall be made by the President, and his or her decision is final. The presiding officer shall cast the tie-breaking vote if the election for a Director ends in a tie. If the presiding officer is one of the candidates for a Director's position that ends in a tie, the next succeeding Director, according to Article 1 Section 1.7, shall cast the tie-breaking vote.

Section 2.11 Presiding Officer

The President shall preside at the meetings of the members. In the President's absence, the Vice-President shall preside. The Secretary or, in the absence of the Secretary, any person designated by the President shall act as secretary of meetings of the members.

Article III – Meeting of Directors

Section 3.1 Authority

EWSA shall have a Board of Directors that decides on all matters before EWSA. The Board of Directors shall have the authority to adopt rules, regulations and procedures to govern the operation of EWSA; approval must be per these Bylaws.

Section 3.2 Board of Directors

The Board of Directors shall be made up of four officers, a President, Vice-President, Treasurer and Secretary that are elected annually by the members to two-year staggered terms with the terms of President and Secretary beginning in even-numbered years, and the terms of Vice-President and Treasurer beginning in odd-numbered years. Newly elected Directors shall take office at the conclusion of the AGM. Members of the Board of Directors shall reside in Wake County.

Section 3.3 Additional Directors

The President, with approval from the Board of Directors, shall also appoint up to eight additional voting Directors that will each serve a one-year term. The immediate Past-President and Past-Treasurer shall also serve as non-voting Advisors to the Board for one year.

Section 3.4 Meetings of the Directors

The Board of Directors shall meet no less than three times per fiscal year. Notice of Board of Directors meetings will be made available to the members no fewer than five days in advance of the meeting. The President, with approval of the Vice-President, may waive notice of a Board of Directors meeting if circumstances justify an emergency meeting of the Board of Directors. All Board of Director's meetings are open to the general public.

Section 3.5 Order of Business

The order of business at meetings of the Board of Directors shall be as follows: approval of the previous meeting's minutes, announcements, reports of the Directors, special reports, old business, new business, comments from the membership and adjournment.

Section 3.6 Duties of the Directors

(a). The President presides at Board of Directors meetings and at the meetings of the members. The President shall direct and supervise the management of EWSA. The President shall sign, with any other proper officer, any deeds, leases, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of EWSA, except where required or permitted by law to be otherwise signed and executed and except where the signing and executed thereof shall be delegated by the President of the Board of Directors to some other officer or agent and, in general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President also serves as liaison between EWSA and the North Carolina Youth Soccer Association, United States Youth Soccer, other soccer associations, local youth sports organizations, local public and private schools, county and city government, and local civic clubs and church groups.

(b). The Vice-President shall be authorized to exercise all power and authority of the President in the event of the absence or disability of the President or a vacancy in the office of President. The Vice-President shall perform such other duties and be delegated such authority of the President as the President shall reasonably determine.

(c). The Treasurer shall have custody of all funds and securities belonging to EWSA and shall receive, deposit or disburse the same under the direction of the President. The Treasurer shall be responsible for submitting an annual budget to be ratified by vote of the Board of Directors at the first meeting of the Directors following the annual meeting of the members. The Treasurer also shall keep full and accurate accounts of the finances of EWSA in books especially provided for that purpose and he or she shall cause a true statement of its assets and liabilities as of the close of each fiscal year and a statement of operations for such fiscal year, all in reasonable detail, to be made and filed at the registered or principal office of EWSA within thirty days after the end of such fiscal year. The Treasurer will be responsible for all necessary tax filing requirements as required by City, County, State, and/or US Government to maintain a non-profit or charitable organization status. The statement so filed shall be kept available for inspection by any member or person for a period of three years and the Treasurer shall mail or otherwise deliver a copy of the latest such statement to any member of EWSA or requestor upon his or her written request therefore. The Treasurer, in general, shall perform all duties incident to his or her office and such duties as may be assigned to him or her from time to time by the President or the Board of Directors.

(d). The Secretary shall: (a) keep the minutes of the meetings of members, the Board of Directors and each committee of the Board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the Act; (c) be custodian of corporate records and of the seal of the corporation and ascertain that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the address of each member which shall be furnished to the Secretary by such member; (e) keep or cause to be kept in the State of North Carolina at EWSA's office a record of the members, giving the names, addresses of all members and prepare or cause to be prepared voting lists prior to each meeting of members as required by the Act and these Bylaws; and (f) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. The Secretary shall maintain at EWSA's office (a) the corporation's Articles of Incorporation, and all amendments thereto, (b) these Bylaws, and all amendments thereto, (c) minutes of the meetings, and all resolutions, of the Board of Directors, (d) the minutes of the meetings and the reports, of all committees of the Board of Directors, (e) the minutes of all meetings of the members, (f) all written communications to members, and all financial statements required to be made available to members or requestors, for the preceding three years, (g) a list of the names and business addresses of EWSA's current directors and (h) EWSA's most recent annual report.

Section 3.7 Duties of Additional Directors

The duties of all Additional Directors and employees not defined and enumerated by these Bylaws shall be prescribed and fixed by the President and in carrying out the authority to do all other acts necessary to be done to carry out the prescribed duties unless otherwise ordered by the Board of Directors, including, but not limited to, the power to sign, certify or endorse notes, certificates of indebtedness, deeds, checks, drafts or other contracts for and on behalf of EWSA.

Section 3.8 Quorum

The presence of fifty-one percent (51%) of the number of Board of Directors shall constitute a quorum for the transaction of business at the meeting of the Board of Directors; provided, however, that if a quorum is not present, a majority of the Directors may adjourn the meeting from time to time by the vote of a majority of the Directors voting on the motion to adjourn, and at any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting. Once a Director is represented for any purpose at a meeting, he or she is deemed present for the remainder of the meeting and any adjournment thereof, unless a new record of meeting of Directors is called.

Section 3.9 Bonds

The Board of Directors may by resolution require any or all additional directors, officers, agents, contractors and employees of EWSA to give bond to the EWSA, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

Section 3.10 Conflicts of Interest

No person shall serve on the Board of Directors of EWSA who is employed and/or serves as an agent or contractor of EWSA. No person shall serve on the Board of Directors of EWSA who currently serves on or is employed and/or serves as an agent or contractor of another soccer organization or Board of Directors of such soccer organization excluding institutions of education.

Section 3.11 Removal

Any Director, elected or appointed, may be removed from office if he or she misses two meetings of the Board of Directors in a fiscal year without just cause. The President and Board of Directors shall have the authority to determine just cause. Any director may be removed from office with or without just cause by a vote of the majority of all the members or by a two-thirds or greater vote of the Board of Directors. A Director may not be removed by the members at a meeting or a Board of Director's meeting unless the notice of such meeting states that the purpose, or one of the purposes, of the meeting is removal of the Director.

Section 3.12 Vacancies

A vacancy occurring on the Board of Directors may be filled by the President with approval from the Board of Directors. The Director appointed to fill a vacancy shall serve out the remaining term of the Director he or she replaced.

Article IV – Committees

Section 4.1 Audit Committee

The President, subject to ratification by the Board of Directors by proper resolution, will appoint an audit committee to review the corporation's accounts and financial statements, and report results back to the membership. The audit committee will be selected and their term will commence on August 1st, and conclude on July 31st to allow sufficient time to review the corporation's books after the close of the fiscal year. The audit committee will have at least three members, none of whom may be serving on the current or incoming Board of Directors. The Treasurer will make available all account statements and books, reports and supporting documents so that a complete audit may be conducted. The Treasurer will make himself or herself available during the course of the audit to answer any questions that the audit committee may have.

Section 4.2 Other Committees

The President, subject to ratification by the Board of Directors by proper resolution, may appoint such other committees as may be deemed by the President or the Board, as applicable, to be appropriate. Each such committee shall have at least three members. Upon determination of the Board of Directors, any committee that is no longer needed shall be dissolved.

Section 4.3 Vacancy

Any vacancy occurring on a Board committee shall be filled by the vote of the Board of Directors.

Section 4.4 Removal

Members of all committees of the Board shall serve at the pleasure of the Board. Any member of a Board committee may be removed at any time with or without cause by the majority vote of the Board of Directors.

Article V – Contracts, Loans, Checks and Deposits

Section 5.1 Contracts

The President, with approval from the Board of Directors, is authorized to enter any contract, lease or other agreement, and to execute and deliver any instrument, on behalf of the Corporation, which is to be entered or executed and delivered in the ordinary course of the Corporation's business. In addition, the Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract, lease or other agreement or to execute and deliver any instrument on behalf of the Corporation, whether or not such action is within the ordinary course of the Corporation's business, and such authority may be general or confined to specific instances. Any resolution of the Board of Directors authorizing the execution of any contract, lease or other agreement or delivery of any instrument on behalf of the Corporation by the proper officers of the Corporation or by officers of the Corporation generally and not specifying particular officers shall be deemed to authorize execution or delivery, as applicable, by the President or any other officer if such execution or delivery is within the scope of the duties of such other officer. The Board of Directors may authorize the Corporation to enter into employment contracts with any of its employees for any length of time and on any terms and conditions it deems wise.

Section 5.2 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors, or a committee thereof, and except as permitted by law. Such authority may be general or specific in nature and scope.

Section 5.3 Checks and Drafts

All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 5.4 Deposits

All funds of the Corporation not otherwise employed from time to time shall be deposited to the credit of the Corporation in such depositories as the Board of Directors or a committee thereof shall direct.

Article VI – Indemnification of Directors and Others

Section 6.1 Definitions

For purposes of this Part 6, the following definitions shall apply:

- (a). "Corporation" means the Corporation and all "predecessors" thereof, as such term is defined in the Act.

(b). “Director” means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation’s request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, limited liability company, association, joint venture, trust, employee benefit plan at the Corporation’s request if such director’s duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. “Director” includes, unless the context requires otherwise, the estate or personal representative of a director.

(c). “Expenses” means expenses of every kind incurred in defending a Proceeding, including, but Not limited to, legal, accounting, expert and investigatory fees and expenses.

(d). “Indemnified Officer” shall mean each officer of the Corporation who is also a director of the Corporation and each other officer of the Corporation who is designated by the Board of Directors from time to time as an Indemnified Officer. An Indemnified Officer shall be entitled to indemnification hereunder to the same extent as a Director, including, without limitation, indemnification with respect to service by the Indemnified Officer at the Corporation’s request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, limited liability company, association, joint venture, trust, employee benefit plan or other enterprise.

(e). “Liabilities” means any obligation to pay any or all of the following: a judgment, a settlement, a penalty, a fine (including an excise tax assessed with respect to an employee benefit plan) and reasonable expenses, including, but not limited to, attorney’s fees of opposing parties incurred with respect to a Proceeding.

(f). “Proceeding,” means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and any appeal therein (and or inquiry or investigation that could lead to such a proceeding).

Section 6.2 Indemnification

In addition to, and not in any way in limitation of, all indemnification rights and obligations otherwise provided by law, the Corporation shall indemnify and hold harmless its Directors and Indemnified Officers against all Liabilities and Expenses in any Proceeding (including, without limitation, a Proceeding brought by or on behalf of the Corporation itself) arising out of their status as Directors or officers, or their service at the Corporation’s request as a Director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, limited liability company, association, partnership, joint venture, trust, employee benefit plan or other enterprise, or their activities in any such capacity; provided, however, that the Corporation shall not indemnify a Director of an Indemnified Officer against Liabilities or Expenses that such person may incur on account of activities of such person which at the time taken were known or believed by him or her to be clearly in conflict with the best interest of the Corporation. The Corporation shall also indemnify each Director and Indemnified Officer for his or her reasonable costs, expenses and attorneys’ fees incurred in connection with the enforcement of the rights to indemnification granted herein, if it is determined in accordance with Section 6.3 that the Director or Indemnified Officer is entitled to indemnification hereunder.

The Board of Directors shall have the authority to adopt such resolutions pertaining to the implementation of this Section 6.2 as it may from time to time determine, and such resolutions shall be given full effect, even though they supplement, amplify or go beyond the provisions of this Section 6.2, provided and to the extent such resolution does not violate any provision of the Act or Restated Articles. This Section 6.2 shall be construed in a manner to fully affect the purpose and intent of the resolution of the Corporation’s Board of Directors approving and adopting this provision.

Section 6.3 Determination

Any indemnification under Section 6.2 shall be paid by the Corporation in a specific case only after a determination that the Director or Indemnified Officer has met the standard of conduct set forth in Section 6.2. Such determination shall be made:

- (a). by the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to the Proceeding;
- (b). if a quorum cannot be obtained under Section 6.3(a), by a majority vote of a committee duly designated by the Board of Directors (in which vote directors who are parties to the Proceeding may participate), consisting solely of two or more directors not at the time parties to the Proceeding;
- (c). by special legal counsel (i) selected by the Board of Directors or a committee thereof in the manner prescribed in Section 6.3(a) or (b); or (ii) if a quorum of the Board of Directors cannot be obtained under Section 6.3(a) and a committee cannot be designated under Section 6.3(b), selected by a majority vote of the full Board of Directors (in which selection directors who are parties in the Proceeding may participate); or
- (d). by the members, but votes of directors or officers who are at the time parties to the Proceeding may not be voted on the determination.

The Board of Directors shall take all such action as may be necessary and appropriate to enable the Corporation to pay the indemnification required by this Part 6.

Section 6.4 Advances for Expenses

The Expenses incurred by a Director or an Indemnified Officer in defending a Proceeding may be paid by the Corporation in advance of the final disposition of such Proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director or Indemnified Officer to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation against such Expenses. Subject to receipt of such undertaking, the Corporation shall make reasonable periodic advances for Expenses pursuant to this Section 6.4, unless the Board of Directors shall determine, in the manner provided in Section 6.3 and based on the facts then known, that indemnification under this Part 6 is or will be precluded.

Section 6.5 Reliance and Consideration

Any Director or Indemnified Officer who at any time after the adoption of this Part 6 serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right, however, shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Part 6. No amendment, modification or repeal of this Part 6 shall adversely affect the right of any Director or Indemnified Officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

Section 6.6 Insurance

The Corporation may purchase and maintain insurance on behalf of its directors, officers, employees and agents and those persons who were or are serving at the request of the Corporation in any capacity with another corporation, partnership, limited liability company, association, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against or incurred by such person in any capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person

against such liability under the provisions of this Part 6 or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any director, officer, employee, agent or other person identified above made to or on behalf of a person entitled to indemnification under this Part 6 shall relieve the Corporation of its liability for indemnification provided for in this Part 6 or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the Corporation with respect to such payment.

Article VII – Dissolution

Section 7.1 Dissolution Explanation

Upon dissolution of the East Wake Soccer Association all assets remaining in the organization after payment of all debts shall go evenly to the Knightdale Parks and Recreation and Wendell Parks and Recreation departments to be distributed or used as it sees fit to foster youth sports in Wake County. Under no circumstances shall any property or assets of the organization be distributed to any individual or group of officers or persons associated with the East Wake Soccer Association.

However, if the Knightdale Parks and Recreation or Wendell Parks and Recreation department is not then in existence or no longer a qualified, or unwilling or unable to accept the distribution, then the assets of this corporation/organization shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.