

Bellevue Soccer Club



CONSTITUTION

Change 1 April 15, 2021



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SUMMARY OF CHANGES

DATE	CHG #	Section(s)	SUMMARY
Oct 28 2020	Original	All	Original document
Apr 15 2021	1	3.2 & 3.4.1	Added a third At-Large Director to board



ARTICLE I - NAME AND PURPOSE

- 1.1. **Name.** The name of this club shall be the Bellevue Soccer Club (BSC).
- 1.2. **Purpose.** The purpose of BSC shall be to foster the sport of soccer by offering youth and adults in the Bellevue area the opportunity to play soccer in a supervised program and providing the material support necessary to carry out the club's objectives. BSC shall also attempt to channel players into competitive programs: e.g. competitive teams, all-star games, tournaments, post-season competition and contests with other city and state soccer clubs (organizations).
- 1.3. **Headquarters.** The headquarters of BSC shall be in the City of Bellevue in the State of Nebraska.
- 1.4. **Colors.** The representative colors of BSC shall be purple and white.
- 1.5. **Jurisdiction.** The area of jurisdiction of the Bellevue Soccer Club shall be primarily Sarpy County, Nebraska. Secondary jurisdiction includes surrounding counties such as, but not limited to, Cass & Douglas (Nebraska) and Pottawatomie & Mills (Iowa).
- 1.6. **Affiliation.** BSC may be affiliated, at the discretion of the Board of Directors, with various leagues and/or associations and shall at all times recognize the authority, rulings and laws of those bodies in all league/association matters. BSC may be a member of national, state or local organizations at the discretion of the Board of Directors and will respect the laws and rulings of these organizations.
- 1.7. **Powers.** BSC shall exercise, through its governing bodies, all powers as may be necessary or requisite to fulfill its stated purposes, consistent with the Articles of Incorporation, this Constitution and associated Bylaws, and laws of the State of Nebraska and the United States of America.
- 1.8. **Fiscal Year.** BSC operates its fiscal year from June 1st through May 31st and uses the calendar year for federal, state and local tax purposes.
- 1.9. **Nondiscrimination.** BSC does not discriminate against any individual on the basis of race, color, religion, national origin, citizenship, disability, age, sex, sexual orientation, gender identity, or veteran status.

ARTICLE II - MEMBERSHIP

- 2.1. Membership in BSC shall be open to:
 - 2.1.1. A parent or legal guardian of a minor child registered as a primary player with BSC;
 - 2.1.2. An adult player, 19 years old or over, registered and playing in a BSC-sponsored league;
 - 2.1.3. Volunteer(s) serving on an active BSC committee;
 - 2.1.4. Current members of the Board of Directors;
 - 2.1.5. Any Honorary or Patron member (defined below).
- 2.2. **Membership Period.** Membership period is 12 months from the time the member registers in a BSC program/league or starts serving on the Board or a committee. Membership period continuously renews as members register for subsequent season(s) and/or continue to serve on the Board or committee.



Membership terminates immediately upon resignation or removal from the Board or committee; or when a member leaves BSC for another local soccer club. Honorary and Patron memberships are perpetual and never expire.

2.3. Member Voting. Each Member is entitled to vote during the Annual or Special Membership Meetings for Board of Directors elections and for approving changes to the Constitution. Members may also attend and participate in regular Board of Directors meetings (non-voting).

2.4. Honorary Membership. An Honorary Member is an individual who having promoted the goals and objectives of BSC may be awarded honorary membership by a majority vote of the Board of Directors.

2.5. Patron Membership. A Patron is an individual(s) or organization(s) that donated significant material or financial contribution to BSC; they may be recognized as patrons by majority vote of the Board of Directors.

ARTICLE III - ORGANIZATION

3.1. Board of Directors. The overall organization of BSC shall consist of a Board of Directors to oversee the operations and direction of the club. The Board of Directors specific powers include, but are not limited to:

- 3.1.1. Developing and approving internal working policies, procedures and guidelines for operating the various soccer programs offered by BSC;
- 3.1.2. Conducting the routine business of BSC;
- 3.1.3. Presiding over the business of the general and/or special meetings;
- 3.1.4. Managing the club's financial accounts.

3.2. Composition. The Board of Directors shall be comprised of ten (10) elected directors and one (1) appointed director; shall constitute the Board of Directors as indicated in the Articles of Incorporation; and shall be voting members of the Board of Directors. Elected directors are President, Vice President, Secretary, Fields, Competitive, Recreational, Micro, and three (3) At-Large Directors. The Treasurer is appointed by a majority vote of the Board of Directors. Position description and duties are outlined in the BSC Bylaws.

3.3. Eligibility. Any Member is eligible to run for or be appointed to the Board of Directors. Members of the community who are not Members of the club may be nominated for or appointed to the At-Large Director or Treasurer positions. Any nominated or appointed person must be in good standing with BSC and BSC-affiliated associations.

3.4. Elections. The Election Committee is tasked with organizing the annual Board of Director election that occurs during the Annual Meeting or at a Special Membership meeting. Directors are elected by majority vote of members in attendance at said meeting and in accordance with the following yearly rotation:

- 3.4.1. **Odd numbered years:** Micro, Competition, Fields, and At-Large-2



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3.4.2. **Even numbered years:** President, Vice President, Secretary, Recreational, At-Large-1 and At-Large-3.

3.4.3. The Treasurer shall be affirmed every two years immediately following the odd-year election by a majority vote of the Board of Directors.

3.5. **Term of Office.** Directors shall hold office for a term of two (2) years and each shall serve for such term and until the election and qualification of a successor, or until such Director's death, resignation, or removal.

3.6. **Vacancies.** Any vacancy occurring on the Board of Directors may be filled for the unexpired term by a majority vote of the remaining directors. In the event of the President's office becoming vacant, the Vice President shall automatically assume the duties of the President for the unexpired term.

3.7. **Assistant Directors.** Any Director may appoint an assistant to aid with the coordination of activities under their jurisdiction. Assistant Directors shall be approved by the Board of Directors and do not have voting privileges on the Board of Directors. In the temporary, long-term absence of a specific Director, the Assistant Director may receive the rights and voting privileges for their representative Director's position upon approval of the Board of Directors.

3.8. **Committees.** Special and standing committees may be established by the President to organize and manage specific club activities. Standing committees will normally be appointed to accomplish those functions routinely required for the continued operation of BSC (e.g. communication, fundraising). Special committees will normally be appointed for a specific function not requiring a permanent committee representation (e.g. election, bylaw revision).

3.9. **Compensation.** The Board of Directors are volunteers and are not paid any salary. Directors may be reimbursed for reasonable expenses, if any, associated with their approved duties and/or meeting attendance.

3.10. **Removal from Office.** Directors, Assistant Directors and Committee members may be removed from office for failure to perform their duties in such a manner as to promote the good order of BSC programs, upon a two-thirds (2/3) vote of the Board of Directors.

3.11. **Employees.** The Board of Directors reserves the right to create, delete or change paid positions as necessary to accomplish program objectives. The Board of Directors will approve the hiring of any employee.

3.12. **Independent Contractors.** BSC may utilize independent contractors for services that volunteers cannot readily perform nor have the expertise. Any director can recommend the hiring of an independent contractor for a specified purpose. The Board of Directors will approve the hiring of any independent contractor.

3.13. **Volunteers.** BSC relies heavily on volunteers to perform the functions of the club such as recreational coaches, concessions, and fundraising. Volunteers are not paid or reimbursed for expenses unless approved by the Board of Directors. Any volunteer must be in good standing with BSC and BSC-affiliated associations and support BSC vision and policies.



ARTICLE IV - MEETINGS

4.1. **Regular Board Meetings.** Board of Directors shall hold a minimum of four (4) regular meetings per calendar year, with not less than 72-hour prior notice having been given to the Board of Directors and Members.

4.1.1. The order of business at any meeting shall follow that of standard parliamentary procedures (i.e. Roberts rule of order, as revised).

4.1.2. Board of Directors meetings are open to all members and the general public.

4.2. **Special Board Meetings.** The President may call a special meeting of the Board of Directors at any time, with not less than 72-hour prior notice having been given to directors and members and notice of the meeting being posted. A Special Meeting can also be called upon the request of three (3) directors. Special Meetings may be used for appointing Board of Directors vacancies; employee hiring actions; or any other special topic requiring Board of Directors decision.

4.3. **Emergent Board Meetings.** When necessary, the President may request a meeting to address and vote on a specific, emergent topic of club business. Emergent meetings are limited to the specific topic and no other business may be discussed or voted on. 72-hour prior notice and posting is not required for emergent meetings. Emergent Meetings shall not be used for amending this Constitution or associated Bylaws; electing, removing or appointing Directors; or hiring actions.

4.4. **Annual Membership Meeting.** The Annual Membership Meeting will be held in November with not less than 7-days prior notice given to Membership. In the event of an emergency, or under unusual circumstances, the annual BSC meeting may be postponed by a majority vote of the Board of Directors, in which case the authority shall be vested in the incumbent officers to continue in office until an Annual Membership Meeting can be held.

4.5. **Special Membership Meeting.** A Special Membership Meeting may be called by a majority vote of the Board of Directors at any time with not less than 7-days prior notice given to all Members. Special Membership Meetings may be used to amend this Constitution; electing a specific Board director; or any other special topic requiring membership input.

4.6. **Meeting Notification.** Any/all meeting notifications will utilize BSC-associated email, website and social media platforms.

4.7. **Quorum.** Meetings of the Board of Directors require a quorum consisting of a simple majority of the filled Board of Directors positions in order to vote on club matters. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the entire Board of Directors.

4.8. **Meetings by Remote Communication.** Directors may participate in a regular, special or emergent Board meeting or conduct the meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

4.10. **Motions.** All motions, whether original or amendments, shall, if the President requests, be red9ed to writing, signed by the mover, and handed to the secretary immediately upon being moved.



ARTICLE V - DISCIPLINE

5. Unsporting or unethical behavior by any person registered with BSC or supporting any BSC soccer activity shall be subject to fines, suspension or dismissal from BSC as outlined in BSC By-laws.

ARTICLE VI - CONTRACTS

6. The Board of Directors, except as otherwise provided in this Constitution, may authorize in writing any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of BSC, and such authority may be general or confined to a specific instance, and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind BSC by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any amount.

ARTICLE VII - INVESTMENTS

7. BSC shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of BSC if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE VIII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.1. **Indemnification.** To the extent permitted by law, BSC shall indemnify any individual who was, is, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative. The foregoing shall not include indemnification for an action by or in the right of BSC and any other proceeding charging improper personal benefit in which the individual is or was adjudged liable on the basis that personal benefit was improperly received. Indemnification shall be available to an individual by reason of the fact that they are or were a director, officer, employee or agent of BSC, or is or was serving at the request of BSC as a director, officer, trustee, employee or agent of another association, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan. Indemnification required by this Article shall include against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding. Notwithstanding anything to the contrary herein, indemnification under this Article shall only be available if such individual acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of BSC, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.



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8.2. **Insurance.** To the extent permitted by law, BSC shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of BSC against any liability asserted against them and incurred in such capacity or arising out of their status as such, whether or not BSC would have the power to indemnify them against such liability.

8.3. **Exclusivity.** The indemnity provided for by this Article shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article be deemed to prohibit BSC from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in this Constitution.

ARTICLE IX - AMENDMENT & DISSOLUTION

9.1. **Amending BSC Constitution.** This Constitution may be amended or revised by a majority vote of the Members present at the Annual Meeting or during a Special Membership meeting. Proposed amendments or revisions to the Constitution shall be electronically posted at least seven (7) days in advance of the meeting.

9.2. **Dissolution.** The dissolution of BSC and distribution of club assets, if any, will be the responsibility of the Board of Directors at the time of dissolution as stated in the Articles of Incorporation.

I certify the above constitution was voted on and approved at BSC's Special Membership Meeting on October 28, 2020.

Secretary

Date