

RADNOR SOCCER CLUB  
BYLAWS

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**1. Name, Purpose, Area of Service.**

- 1.1. The name of this corporation shall be the Radnor Soccer Club, also referred to as “RSC”.
- 1.2. The purpose of RSC is to promote, foster and perpetuate the game of soccer in accordance with the high standards of good sportsmanship and fair play.
- 1.3. RSC’s primary purpose is to serve the youth of our community.
- 1.4. The area of service shall be Radnor Township, which is located in Delaware County, Pennsylvania.

**2. Offices and Fiscal Year.**

- 2.1. The registered office of RSC in the Commonwealth of Pennsylvania shall be at 218 Ashwood Road, Villanova, PA 19085, until otherwise established by a vote of a majority of the Board of Directors in office, and a statement of such change is filed in the Pennsylvania Department of State, Corporation Bureau.
- 2.2. RSC may also have offices at such other places within Pennsylvania as the Board of Directors may from time to time appoint.
- 2.3. The fiscal year of RSC shall be the calendar year.

**3. Board of Directors.**

- 3.1. The Board of Directors (the “Board”) shall consist of eighteen members, who shall be divided evenly into three groups, each group being elected for a three-year term on a staggered basis and serving until their successors have been duly qualified. A director who has served two consecutive terms shall not be eligible for re-election for a period of one year, except that time served in completing a partial term of less than three years shall not be considered in complying with this limitation.
- 3.2. The Board shall have the full power to conduct, manage, and direct the business and affairs of RSC; and all powers of RSC are hereby granted to and vested in the Board.
- 3.3. All members of the Board shall be volunteers and shall not receive monetary compensation for their services on behalf of RSC.

3.4. Regular meetings of the Board shall be held as such times and at such places as determined by the Board.

3.5. Special meetings of the Board may be held upon the request of the President or any four directors.

3.6. An annual meeting of the Board shall be held in January of each calendar year at such time and place as the Board may determine when they shall elect new directors, elect officers as set forth in these bylaws, and transact such other business as may be properly brought before the meeting.

3.7. Written, facsimile, electronic mail or personal notice of every meeting of the Board shall be given to each director at least ten days prior to the meeting date, unless such time period is waived by all directors.

3.8. At meetings of the Board, a majority of the Board shall constitute a quorum for the transaction of business.

3.9. One or more directors may participate in a meeting of the Board by means of telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

3.10. The Board, by an affirmative vote of two-thirds of all members of the Board, may suspend or expel a member of the Board for cause after an appropriate hearing.

3.11. Any director may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.12. Vacancies on the Board shall be filled by a majority of the remaining members of the Board.

#### **4. Officers, Executive Committee, Additional Appointments.**

4.1. The officers of RSC shall be chosen by the Board from the directors then serving, and shall be a President, Vice President At-Large, Vice President for Travel, Vice President for House, Secretary, and Treasurer, and such other officers and assistant officers as the needs of the corporation may require. The officers shall hold their term offices for a term of one year and shall have such authority as shall from time to time be prescribed by resolution of the Board.

4.2. All officers of the Board shall be volunteers and shall not receive monetary compensation for their services on behalf of RSC.

4.3. The Executive Committee shall be comprised of the officers of RSC. The Executive Committee shall serve between Board meetings for either emergencies or to dispose of duties bestowed upon the Executive Committee by the Board. Four officers will constitute a quorum. The committee may meet on issues referred to them by the Board. The Committee will also handle potential disciplinary and legal issues for which closed sessions are authorized. Decisions of the Executive Committee, which must be reached with at least four concurring votes, are subject to ratification by the Board at the next regular Board meeting.

4.4. The President is the principal officer of RSC and shall preside at all meetings of the Board and the Executive Committee and may cast a vote. The President shall appoint the chairpersons and all members of all standing committees of the Board with approval of the Board. The President shall be an ex-officio member of all committees. The President shall be charged with the general supervision, management, and control of all the business and affairs of RSC. The President shall sign, along with the Secretary or any other proper officer of RSC all contracts or other instruments the Board has authorized to be executed, except in cases where the signing and execution thereof shall be especially delegated by the Board or required by law to be otherwise signed and executed. The President shall exercise and perform such other powers and duties as may be designated by the Board. The President shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person to act.

4.5. The Vice President At-Large shall carry out the duties delegated to him or her by the President that are on behalf of the President, and may include those duties authorized by the President, the Executive Committee or the Board in support of the general supervision, management, and control of the business and affairs of RSC. He or she shall preside at Board meetings in the absence of the President.

4.6. The Vice President for Travel shall administer the travel soccer program and shall advise the Board on matters relating to the program. He or she shall be an ex officio member of the Coaching Committee.

4.7. The Vice President for House shall administer the house soccer program and shall advise the Board on matters relating to the

program. He or she shall be an ex officio member of the Coaching Committee.

4.8. The Secretary shall keep, or cause to be kept, an accurate record of all meetings, give notice of meetings, and obtain a meeting place for monthly board meetings. The Secretary shall distribute copies of prior minutes and agenda to all Board members prior to the next meeting of the Board. The Secretary shall handle all correspondence as directed by the Board. The Secretary shall maintain control over incoming mail and e-mail. The Secretary shall exercise and perform such other duties as may be designated by the Board. The Secretary shall maintain the appropriate files relative to the duties outlined above, and relinquish them to the incoming Secretary upon leaving the office.

4.9. The Treasurer shall have charge and custody of all RSC funds and shall keep full and accurate accounts of all receipts and disbursements. The Treasurer shall deposit all moneys in a bank recognized by the Board, in the name of "Radnor Soccer Club." The Treasurer shall have authority to sign all checks; provided that any check in excess of \$10,000.00 shall bear two (2) signatures from the Executive Committee (one of which may be from the Treasurer). The receipt book and vouchers shall be produced when required by the Financial Review Committee, properly balanced. The Treasurer shall be responsible for preparing any and all papers pursuant to the Articles of Incorporation and tax exemption status of this corporation. The Treasurer shall be responsible for preparing any forms needed to comply with applicable tax laws or codes. The Treasurer shall prepare a yearly budget and present it to the Board for approval. The Treasurer shall maintain the appropriate files relative to the duties outlined above, and relinquish them to the incoming Treasurer upon leaving the office.

4.10. The Board may also choose one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers and agents as it shall deem appropriate, who shall hold their offices for such terms and shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board.

4.11. Other Directors or Non-Directors shall be appointed to positions by the President with the concurrence of the majority of the other elected members of the Board. Members not elected to the Board but appointed to positions shall be known as Associate Board Members,

and may be invited to meetings but may not vote. The positions may include but are not limited to the following:

4.11.1. The Registrar (or each Registrar, if there is more than one) shall keep a complete record of all teams and players for the purpose of player registration, team affiliation and player passes. The Registrar shall keep a complete record of all coaches' registration and coaches' passes. The Registrar shall keep an up to date file of Proof of Age. The Registrar shall provide notification of registration times and locations and be responsible for staffing the registration tables. The Registrar may be compensated by RSC and may be managed as an employee or contractor of RSC. If the Registrar receives compensation, he or she may not serve as a Board member or as an officer of RSC.

4.11.2. The League Delegates shall represent RSC at all DELCO and PAGES affiliated league meetings, and act as liaison between RSC and other soccer clubs and organizations. The Delegates shall attend league meetings and report information back to the Board and RSC teams promptly after each meeting. Where matters are anticipated to come up for a vote at a league meeting, the applicable Delegate will discuss the matter with the Executive Committee prior to the meeting.

4.11.3. The Equipment Manager shall have oversight of all equipment owned or used by RSC, and shall prepare an annual report on the status and needs of such equipment.

4.11.4. The Scholarship Chairperson shall have oversight of fundraising to support scholarships, and shall implement such financial aid program as approved by the Board.

4.12. Any officer or other appointed chairperson may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.13. The Board, by an affirmative vote of a majority of all members of the Board, may remove an officer or appointed chairperson whenever in the judgment of the Board the best interests of RSC will be served thereby.

## **5. Standing Committees and Special Committees.**

5.1. Committees of RSC shall be Standing or Special. Each committee shall exercise such power and carry out such functions as

are designated by these bylaws or as delegated by the Board. Each committee shall be advisory only and subject to the control of the Board, except as herein otherwise provided. The chairperson and all members of a committee, except as herein otherwise provided, shall be appointed by the President, subject to approval by the Board, and vacancies shall be filled in the same manner.

5.2. Standing Committees: The following standing committees, appointed annually, will have powers and duties described.

5.2.1. Nominating Committee. The committee shall be composed of three (3) or more persons and appointed any time prior to but no later than the November meeting of the Board. The committee shall consist of directors whose terms do not expire with the elections for which nominations are to be made.

5.2.2. Financial Review Committee. The committee shall be composed of three (3) or more persons, not including the Treasurer, and shall have the responsibility for reviewing the books of RSC at least once a year. The Review committee shall prepare a report, which shall be mailed to each director. The committee may retain, at its own discretion, a Certified Public Accountant to assist them in conducting the review.

5.2.3. Coaching Committee. The committee shall be composed of such members as appointed by the President, and shall oversee the assignment of players and coaches to teams, coordinate training programs for coaches, investigate disciplinary matters involving coaches, and make recommendations regarding disciplinary actions to the Board.

5.2.4. Travel Operations Committee. The committee shall be composed of such members as appointed by the President and shall assist the Vice President for Travel in carrying out the duties of the Vice President for Travel for those programs designated by the Board as travel programs.

5.2.5. House Operations Committee. The committee shall be composed of such members as appointed by the President and shall assist the Vice President for House in carrying out the duties of the Vice President for House for those programs designated by the Board as house programs.

5.2.6. Facilities Committee. The committee shall be composed of such members as appointed by the President and shall oversee the assignment and use of fields and other facilities used or rented by RSC.

5.2.7. Scholarship Committee. The committee shall be composed of the Scholarship Chairman, the President, the Vice President for Travel, the Vice President for House and the Treasurer. The committee shall follow the scholarship policy approved by the Board, and review and determine the appropriateness of all requests for financial aid. The deliberations of the committee shall be confidential.

5.3. Special committees may be appointed for special tasks as needed, and on completion of the tasks for which appointed, shall be discharged. The chairperson of any special committee shall be a director then serving on the Board. Any such committee, to the extent provided in the resolution, shall have and may exercise all of the powers and authority of the Board, except that no such committee shall have the power or authority as to the following: the adoption, amendment or repeal of the Bylaws; the amendment or repeal of any resolution of the Board; action on matters committed by the Bylaws or resolution of the Board to another committee of the Board; or the execution of contracts binding upon RSC.

## **6. Limitation of Personal Liability of Directors; Indemnification of Directors, Officers and Other Authorized Representatives.**

6.1. Limitation of Personal Liability of Directors. A director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless (a) the director has breached or failed to perform the duties of his or her office as defined in Section 6.2 below; and (b) the breach or failure to perform constitutes self dealing, willful misconduct or recklessness. The provisions of this Section shall not apply to (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a director for the payment of taxes pursuant to local, state or federal law.

6.2. Standard of Care and Justifiable Reliance.

6.2.1. A director of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or

statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

6.2.1.1. One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;

6.2.1.2. Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;

6.2.1.3. A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

6.2.2. A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

6.2.3. In discharging the duties of their respective positions, the Board, committees of the board and individual directors may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon persons with whom the corporation has business and other relations and upon communities in which the offices or other establishments of or related to the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection 6.2.1 of this Section.

6.2.4. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

6.3. Indemnification in Third Party Proceedings. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with



respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful of the judicial district embracing the county in which the registered office of the corporation is located.

6.4. Indemnification in Derivative Actions. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

6.5. Mandatory Indemnification. Notwithstanding any contrary provision of the articles of incorporation or these by-laws, to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 6.3 or Section 6.4 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

6.6. Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under Section 6.3 or 6.4 above shall

be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

6.6.1. By the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or

6.6.2. If such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

6.7. Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized above.

6.8. Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such person.

6.9. Insurance. The corporation 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 the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

6.10. Reliance on Provisions. Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

## **7. Miscellaneous Provisions.**

7.1. RSC is affiliated with the Eastern Pennsylvania Youth Soccer Association, Inc. (EPYSA), the United States Youth Soccer Association (USYSA), and the United States Soccer Federation

(USSF) and shall abide by the constitutions, bylaws, and rules and regulations of these organizations.

7.2. Notwithstanding any other provisions of these bylaws, RSC shall not take any actions or engage in activities that are inconsistent with exemption as an organization described in Section 501(c)(3) of the Internal Revenue Code.

7.3. Notwithstanding any other provision of these bylaws, RSC will not operate for the private benefit of any person and the assets and activities of RSC will not inure to the benefit of any officer, director, trustee, or any other person with substantial influence over the operation of the corporation.

7.4. RSC shall not engage in any lobbying activities inconsistent with exemption as an organization described in Section 501(c)(3).

## **8. Amendments.**

8.1. These Bylaws may be enacted, amended, or repealed by a vote of two-thirds of the Directors present at any meeting of the Board, provided that at least ten days' written notice of the meeting shall have been sent to all Directors, stating in full the proposed Bylaw, the Bylaw to be amended and the proposed amendment, or the Bylaw to be repealed, as the case may be.

## **9. Dissolution.**

9.1. In the event Radnor Soccer Club ceases to exist as a nonprofit corporate entity, all funds or other property held by this corporation shall be distributed as follows:

9.1.1. If the existence of RSC terminates by merger with another like corporation, resulting in a new or successor nonprofit corporation equally qualified in nonprofit tax exempt status under Section 501(c)(3) of the Internal Revenue Code, then to the new or successor corporation.

9.1.2. Should RSC be dissolved, all assets remaining after payment of debts shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for the purpose of development of youth soccer and is tax exempt under Section 501(c)(3).

9.1.3. Any assets not so disposed of shall be disposed of by the Court of Common Pleas for the county in which the principal office of the corporation is then located for exempt purposes within the meaning of Section 501(c)(3).

These Bylaws adopted at a regularly scheduled Board Meeting of the Radnor Soccer Club on November 13, 2012.