



Capital Area Soccer Association By-laws December 2023

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I. NAME

This organization shall be known as the Capital Area Soccer Association (hereinafter, “CASA” or “Club”).

II. VISION

To be recognized and respected as the best organization for developing soccer players, at all levels of competition, in Central Pennsylvania.

III. MISSION

Capital Area Soccer Association is committed to offering challenging and educational soccer programs, which provide levels of training and competition with respect to the ability and interest of our members.

IV. AFFILIATIONS

CASA supports and subscribes to the regulations and jurisdiction of the Federation International de Football Association (FIFA) and its affiliated national, state, and regional organizations of which it is a member.

V. MEMBERSHIP

Section 1. Members

All persons who are registered by the Club during the seasonal year in one or more of the following categories shall be members of CASA:

- Members of the Board of Directors
- Club Officers
- Members of Standing Committees
- Coaches
- Referees
- Parents and/or Guardians of Players
- Players

Section 2. Classifications of Membership

There shall be three classifications of membership in CASA: Active Members, Playing Members, and Associate Members.

2.1 Active Members

Club board members, standing committee members, coaches, and referees shall be Active Members of the Club.

2.2 Playing Members

Every household from which one or more children (including children who have attained the age of 18) are registered as players by the Club during the seasonal year shall be considered a Playing Member. For purposes of this section, a “household” means the address on record with the Club for the registered player(s).

2.3 Associate Members

Every adult member of a household that is a Playing Member, and every non-custodial parent of a registered minor players shall be Associate Members of the Club.

Section 3. Registration

The Board shall annually determine the requirements for and the method and timing of registration for all classes of members.

Section 4. Voting Rights

Each Active Member shall have the right to cast one (1) vote at any membership meeting. Each Playing Member shall have the right to cast one (1) vote at any membership meeting. Only a member of the Club who is eighteen (18) years of age or older shall be allowed to cast a ballot for the household, and each household is limited to one vote. Votes may be cast by proxy, provided that the proxy is in writing and signed by a member who is eligible to cast a vote at the meeting. Proxies are valid only for the meeting specified in the proxy. Associate Members shall not have any voting rights.

The voting member for each household shall be certified by the Board prior to voting at general meetings.

Section 5. Membership Rights and Responsibilities

All members shall abide by these By-laws, CASA standing rules, special rules of order, and the parliamentary authority adopted by CASA. The rules and regulations of the EPYSA, USSF/US Club Soccer and the USSF/USYSA shall govern those matters not specifically addressed by these By-Laws of this Organization and not within the purview of the Board.

Section 6. Membership Fees

The Board shall establish and assess the fees needed to meet the costs of conducting its programs.

VI. MEETINGS OF THE MEMBERSHIP

Section 1. General Meetings

A general meeting of the members of the Club may be called by the Board at any time and shall be called upon by a written request to the Secretary made by three (3) members of the Board of Directors or by ten (10) members of the Club. The purposes of the meeting shall be stated in the call.

General meetings may be called to share information with Club members, to discuss items of importance to the Club, to elect officers, or to vote on the dissolution of the

Club.

The meetings shall be publicized on the CASA website by the Board in a manner reasonably designed to give sufficient notice (at least three days) to the members of the Club.

General meetings may be held in person or electronically.

Section 2. Annual General Meeting

A general meeting shall be called in November of each year and shall be known as the Annual General Membership Meeting. It shall be held for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

The Annual General Membership Meeting shall be held no later than the fourth Wednesday in November . The meeting shall be publicized on the website by the Board at least 30 days in advance.

The Annual General Meeting may be conducted in person or by electronic means by any device or system which permits contemporaneous audio for all participants.

Section 3. Order of Business

All meetings shall be conducted according to the form prescribed in the current edition of Robert's Rules of Order Newly Revised unless otherwise provided for in these By-laws, or in policies and procedures adopted by the Board.

Section 4. Quorum.

The presence of ten (10) voting members of the Club shall constitute a quorum at any meeting of the membership. Members may attend any membership meeting in person or through electronic means.

VII. THE BOARD OF DIRECTORS

Section 1. Composition of the Board

The Board Members of the Club shall include four elected Executive Officers and 9-15 additional elected members.

Section 2. Responsibilities

The Board shall have general supervision of and full authority over the affairs of the Club between Annual General Meetings. The Board shall fix the hour and place of meetings and perform such other duties applicable to the positions as prescribed in these By-laws, in the Club's standing rules, special rules of order, and in the parliamentary authority adopted by the Club.

Section 3. Executive Committee of the Board

The Executive Committee of the Board shall consist of the President, Vice President, Secretary, Treasurer and Immediate Past President. The Immediate Past President shall serve *ex officio*. This committee shall administer the day-to-day operations of the Club between regular Board meetings. No action of the Executive Committee may modify any action taken by the Board of Directors and all decisions made by the Executive Committee shall be presented to the Board at the next regular meeting for review and approval.

Section 4. Regular Meetings

The Board shall meet once a month on the Wednesday following the third Monday unless otherwise ordered by the President or stated in these By-laws. The starting time of each meeting shall be published no less than 10 days in advance and posted on the website. Board Meetings shall be open to all members of the club. Board meetings may be conducted in-person or electronically by any means, including by electronic mail, provided that a quorum is certified and that formal procedures are followed. If a meeting is called and conducted by electronic mail, the meeting must have an expressed opening and closing time within which business may be conducted, and a quorum must be certified for each official action. The quorum shall be established by responsive mail to each question called.

Section 5. Special Meetings

Special Meetings may be called by the President, or by any three (3) members of the Board. Special Meetings require at least fifty-one percent (51%) of the Board members, three of which must be members of the Executive Committee, to be present to conduct business. The purpose of the meeting shall be stated in the Notice. No business shall be transacted at special meetings except for that mentioned in the notice of the meeting. Except in cases of emergency, at least three (3) days' notice shall be given.

Section 6. Voting

Each member of the Board shall have one vote at all regular or special meetings, except for the President and Past President. The President is entitled to vote only if the vote is taken by ballot or in any case where the casting of the vote will break a tie. The Past President position is for consulting purposes only. Voting may not be done by proxy.

The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by these By-laws or law.

Section 7. Quorum

A minimum of 7 Board members including a minimum of 2 members of the Executive Committee shall constitute a quorum at regular monthly Board Meetings.

VIII. MEMBERS OF THE BOARD

The Board Members of the Club shall include four elected Executive Officers and 9-15 additional elected members.

Section 1. Executive Officers

Elected Executive Officers of the Club shall be the:

- President
- Vice President
- Secretary
- Treasurer

The Immediate Past President is an *ex officio* member of the board, entitled to attend all meetings and executive session, but not to vote. The Board Members shall perform the duties prescribed by these By-laws, by CASA standing rules, special rules of order, and by the parliamentary authority adopted by the Club.

No Board Members for reason of their office shall be entitled to receive any salary or compensation.

Section 2. Election of Executive Officers and Board Members

The election of all CASA Executive Officers and Board Members shall take place each year at the Annual General Membership Meeting. A simple majority of the votes cast by certified voting members present at the meeting shall constitute election to office. Voting shall not be done by proxy.

During the election, the chair will be taken by the Nominating Committee Chairman or by

another member of the Nominating Committee as delegated by the chairman. The Nominating Committee shall specify the procedures to be used for the election of officers at the Annual General Membership Meeting subject to these By-laws and the parliamentary authority adopted by the Club.

When there is only one nomination for a position, the election will be made by voice vote. When two or more members are nominated for the same position, voting will take place by ballot.

Individuals elected to one position on the Board at the Annual General Meeting cannot run for a subsequent position in the same election without first relinquishing the position to which they were already elected.

The nomination for and election of Executive Officers will be done individually by position in the following order:

- President
- Vice President
- Secretary
- Treasurer

Section 3. Appointment of Officers

Once elected, the Members of the Board shall annually be appointed to the following Director positions:

- Director of Volunteers
- Director of Recreation
- Director of Referees
- Director of Marketing
- Director of Team Managers
- Director of Facilities
- Director of Concessions
- Director of Fundraising
- Director of Sponsorships
- Members at Large (up to 6 positions)

The Board shall promptly appoint individuals to these positions after the Annual General Meeting.

Each Director shall be deemed the chair of the respective standing committee, as provided in these bylaws.

Section 4. Nominations of Directors and Officers.

A Nominating Committee shall consist of the Immediate Past President, President, Vice President and two or more other members, at least one of whom shall not be a member

of the current Executive Committee.

The Nominating Committee shall be responsible for recommending Board Members, Executive Committee, and Directors.

The Immediate Past President shall be the chair of the Nominating Committee, unless the Nominating Committee shall elect otherwise. The Nominating Committee shall be appointed no later than the April Board meeting and must present a list of at least one recommended nominee for each position at the regular September meeting. Willingness to serve must be expressed orally or in writing to the Nominating Committee at the time the nomination is made.

Other nominations may be submitted in writing to the Secretary prior to the Annual General Membership Meeting or may be made from the floor at the Annual General Membership Meeting. Nominations may be made in absentia, but willingness to serve must be made in writing to the Secretary at the time the nomination is made.

Section 5. Terms of Office

1. The terms of office for all Board members shall be for two years or until their successors are elected. Half of the Board shall be elected each year.
2. The terms of the Executive Committee Members shall be for two years, excluding Treasurer. For the election held beginning in November of 2024 and every election thereafter, the President and Secretary shall be elected every even year. The Vice President shall be elected every odd year.
3. The position of Treasurer shall have no term limit. In the event of the resignation of a Treasurer, an appointment shall be made at the next general Board Meeting. An appointed Treasurer shall serve from the time they are appointed by the Board to the next Annual Board Meeting in which a Treasurer will then be duly elected by the membership.

The terms of office shall start from the close of the Annual General Membership Meeting at which they are elected. Appointed board members and officers, except for Treasurer, will serve from the time they are appointed by the Board to the end of the term of the position in which they have been appointed.

Section 6. Vacancies

Whenever a Board position is left vacant, including that of the President, the Board, by a simple majority vote, shall appoint an individual to that position for the remainder of the term of office.

Section 7. Removal from Office

An officer may be removed from office by an affirmative vote of a two-thirds majority of the Board when sufficient cause exists for such removal. The Board shall adopt such

rules it may consider necessary for a hearing on the charges against an officer. An officer may be represented by counsel in any removal hearing.

IX. DUTIES OF THE BOARD MEMBERS

Section 1. President

- Have responsibility for the overall operation of the Club.
- Preside at all meetings.
- Delegate authority, assign specific functions, and recommend the creation of special committees.
- Make appointments to committees with the approval of the Board.
- Represent the Club in matters involving affiliated organizations and other social, recreational, and sports organizations.
- Authorize expenditures not in excess of one thousand five hundred dollars (\$1,500.00) without action by the Executive Board. This does not include standard monthly expenditures with standard monthly rates such as facility rent, utilities or payroll.
- Prepare an Annual Report for and preside at the Annual General Meeting.
- Prepare the agenda for all meetings.
- Serve as a member of the Nominating Committee, and an ex officio member of all other committees.
- Perform such other duties as may be delegated by the Board of Directors.

Section 2. Vice President

- Act as President of the Club in the absence of the President.
- Organize and be the primary applicant for grants applied for by the club.
- Perform such other duties as may be delegated by the President.

Section 3. Secretary

- Maintain accurate and detailed records of all Club meetings.
- Coordinate with Staff the dissemination of information to the Club on Board related matters
- Give notice of all meetings.
- Maintain files of all Club correspondence and records.
- Perform such other duties as may be delegated by the President.

Section 4. Treasurer

- Have the care and custody of all funds belonging to the Club.
- Sign checks or drafts of the Club.
- Render a written account of the finances of the Club at all regular and general meetings.
- Be bonded in favor of the Club at the Club's expense.
- Perform such other duties as may be delegated by the President.

Section 5. Director of Volunteers

- Organize sign-up sheets to staff the Concession Stand and Field Marshal volunteer positions.
- Work with club staff to coordinate volunteer needs of Circle of Friends and other obligations by members of the club.
- Perform such other duties as may be delegated by the President.

Section 6. Director of Recreation

- Develop, organize, administer, and manage all recreational programs run by the Club in conjunction with direction from the Assistant Technical Director.
- Supervise and assist the Coordinators of Boys and Girls recreational soccer administration of each program.
- Perform such other duties as may be delegated by the President.

Section 7. Director of Referees

- Develop, organize, administer, and manage all referee programs run by the Club.
- Perform such other duties as may be delegated by the President.

Section 8. Director of Marketing

- Develop, organize, administer, and manage the Club's marketing programs.
- Coordinate the updating of the Club's social media accounts
- Coordinate the updating of the Club's website.
- Perform such other duties as may be delegated by the President.

Section 9. Immediate Past President

- Give guidance to the Board and Executive Officers of the Club.
- Represent the Club in matters involving affiliated organizations and other social, recreational, and sports organizations.
- Perform such other duties as may be delegated by the President.
- This is a non-voting board position.

Section 10. Director of Team Managers

- Organize, coordinate, administer, and manage the Club's Team Managers.
- Maintain and update the Team Manager's handbook as needed in coordination with the Club Administrator and Technical Director.
- Perform such other duties as may be delegated by the President.

Section 11. Director of Facilities

- Organize, coordinate, administer, and manage operations at fields and facilities.

- Perform such other duties as may be delegated by the President.

Section 12. Director of Fundraising

- Organize, coordinate, administer, and manage all fundraising activities.
- Perform such other duties as may be delegated by the President.

Section 13. Director of Sponsorships

- Organize, coordinate, administer, and manage all sponsorship activities, including jersey sponsorships, of the club.
- Perform such other duties as may be delegated by the President

Section 14. Director of Concessions

- Develop and implement policies for operation of Concession Stand at Ranger
- Responsible for oversight and management of Concession Stand inventory
- Responsible for oversight of physical security of Concession Stand, including being a central coordinator for access

Section 15. Members at Large

- Perform such other duties as may be delegated by the President.

Section 16. Duties of All Members of the Board.

- All members of the Board shall act as ambassadors for the Club to the Membership and to the public at large, including attendance at CASA events and functions.
- All members are automatically members of the Tournament Committee, and are expected to volunteer to work at CASA-hosted tournaments.
- All members are expected to contribute, whether financially or in-kind, for all fundraising efforts of the Club, including the golf tournament, soccer tournaments, and other fundraising initiatives.

X. COMMITTEES OF THE BOARD

Section 1. Special Committees

A special committee may be appointed by the Board to carry out a specified task, at the completion of which it automatically ceases to exist. Special committees shall not be appointed to perform a task that falls within the assigned function of an existing standing committee.

Section 2. Standing Committees

Standing committees may be formed by any Director to carry out the duties of the

particular position. Members of standing committees shall serve from the time of appointment to the close of the next Annual General Membership Meeting or until their successors are appointed.

The Board may appoint additional standing committees by an affirmative vote of two-thirds of the members of the Board at any regular meeting, provided that a resolution defining the role and structure of the committee has been submitted in writing at the previous regular meeting. A standing committee formed by resolution shall remain in existence until the Board or the Membership shall vote to dissolve the committee.

XI. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-laws, the standing rules of the Club, and any special rules of order the Club may adopt.

In the event of any conflict in the interpretation of these By-laws, the interpretation adopted by the Board shall be conclusive and binding on CASA and its members.

XII. AMENDMENT OF BY-LAWS

These By-laws shall be amended only at a general meeting by a two-thirds affirmative majority of all members voting. Notice of a proposed amendment must be made at least sixty (60) days in advance of said meeting. Notice will be made via the CASA website.

These By-laws and any amendments hereto shall be effective from the date of adoption.

XIII. NON-PROFIT STATUS OF THE CLUB

CASA is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of §501(c)(3) of the Internal Revenue Code, as from time to time amended. CASA is not organized for pecuniary profit. No part of its net earnings shall inure to the benefit of any member, officer, individual, or other organization.

XIV. DISSOLUTION OF THE CLUB

CASA can only be dissolved upon the adoption of a resolution by the Board. Such a resolution must be preceded by a preamble setting forth the reasons for the dissolution. The resolution can be approved at the Annual General Membership Meeting or at a general meeting called for the purpose of dissolution, and requires a two-thirds affirmative majority of all Club members voting, provided that the resolution and preamble have been mailed to all Club members at least 30 days in advance of the

meeting.

Upon the dissolution of the Club, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Club, dispose of all assets of the Club. The assets shall be distributed to organizations operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as from time to time amended.