



Bylaws

Article I Name

The name of this organization shall be the Table Rock Soccer Club, hereinafter referred to as Table Rock SC.

Article II Purpose

TABLE ROCK SC is a non-profit organization formed for the purpose of promoting, developing and supporting youth soccer for boys and girls under 19 years of age. To develop a vertically integrated range of programs for players at similar skill levels throughout the Club. In addition, promote the fun and enjoyment that is the game we love, overseen and facilitated by licensed coaches.

TABLE ROCK SC will provide affordable and accessible soccer programs. TABLE ROCK SC will and shall be affiliated with a statewide and/or a national soccer organization.

Table Rock Soccer Club Mission Statement

As a club, we want to promote an environment that fosters growth, community, and a passion for the game of soccer. The players, coaches, and families that interact with our club will understand the intentional connection we make with soccer and the development of a competitive and respectful atmosphere.

Core Values

- To strive to maximize our development as a club through our staff, coaches, players and member experience.
- To conduct a high level of performance through hard work and development of skill.
- To grow the game of soccer within the community.

Article III Membership

Section 1 The members of TABLE ROCK SC shall consist of the properly registered players, parents, coaches, administrators and other interested parties who come under the TABLE ROCK SC jurisdiction and subscribe to the purpose of TABLE ROCK SC and agree to abide by the Bylaws and guidelines set forth by TABLE ROCK SC.

Section 2 Membership to TABLE ROCK SC shall be open to any individual as described in Section 1 regardless of race, color, religion, age, gender, national origin, disability and/or sexual orientation. In addition, players shall be given equal opportunities to participate.

Members must remain in good standing with regard to payment of fees and dues.

Section 3 All members shall have a voice in the decision-making process for the Club.

Article IV Officers and Duties

- Section 1 The Board of Directors of TABLE ROCK SC (hereinafter referred to as 'The Board') shall consist of the five elected officers; President, Vice President, Secretary, Treasurer, and Registrar, the officers appointed by the elected officers consist of the Director of Coaching, and other At-Large Members.
- Section 2 All business of TABLE ROCK SC shall be conducted by a quorum of the Board of Directors consisting of the elected and appointed Board Members at an official board meeting.
- Section 3 The Board shall be responsible for the governance of all TABLE ROCK SC guidelines and rules and determining the management of TABLE ROCK SC activities, for enforcement of the bylaws, and representing TABLE ROCK SC in matters relating to national and state sanctioning bodies, local leagues and organizations that TABLE ROCK SC participates in, or is a member of, depending upon which affiliation the Board of Directors determines is in the best interest of the Club.
- Section 4 The Board shall be responsible for monitoring and approving the collecting and disbursement of funds.
- Section 5 The Board of Directors will appoint additional people as necessary, up to a total of seven (7), to key positions on the Board of Directors. These people will be considered members of the Board and have voting power in Board meetings provided that there is a quorum as defined in ARTICLE VII, Section 6. No person shall have more than one vote. The complete list of the Board members shall be maintained by the Secretary.
- Section 6 Vacancies that occur on the Board shall be filled by appointment of the President with the approval of the majority of the remaining Board members.
- Section 7 The President and/or Vice President shall appoint chairpersons of committees as necessary. These appointments must be approved by a majority vote of the Board.
- Section 8 The term of office for all Board members shall automatically renew every 104 weeks. If the Incumbency goes unopposed upon the expiration of the initial term, Board Members shall continue until their position is challenged. At that point the Board shall vote and the majority vote shall reign.
- Section 9 No more than seven (7) of the Board Members shall be Club Coaches.
- Section 10 The Board of Directors will maintain the By-laws and Guidelines.
- Section 11 The Executive Board shall consist of the five elected officers (the President, the Vice-President, the Secretary, Treasurer and Registrar), and in addition, one other Board Member.
- Section 12 The Executive Board shall oversee the judiciary procedures and any emergency matters that may need attention in between board meetings. A quorum of three (3) Executive Board Members shall be required to make decisions for the Executive Board.

Article V Responsibilities of Officers

- Section 1 The President shall:
- A. Superintend all activities of TABLE ROCK SC and the Board.
 - B. Serve as Chairman at all Board meetings.
 - C. Be the ex-officio head of all committees and appoint other special officers as approved by the Board.
 - D. Represent the Club through national and state sanctioning bodies, local leagues and organizations that TABLE ROCK SC participates in, or is a member of.
 - E. Be responsible for growth and development of the Club.
 - F. Oversee Club Coordinators, Directors and Coaches.
- Section 2 The Vice President shall:
- A. Assume all duties of the President in case of resignation, temporary absence, or inability of the President to perform the function of the office.
 - B. Be responsible for establishing and monitoring a nomination elections committee for Board elections, and assuring that elections are held in accordance with the Bylaws.
 - C. Assume other responsibilities as directed by the President and/or Board.
 - D. Be in charge of general marketing, including; social media, radio, television, newspaper and other marketing outlets.
 - E. Facilitate sponsorships/donation programs as requested by the Board.
- Section 3 The Secretary shall:
- A. Keep a record of all meetings of the Board and Annual General Meetings.
 - B. Supply minutes of the Board meetings in a timely manner.
 - C. Maintain a current list of Board Members.
 - D. Transmit any correspondence as requested by the Board.
 - E. Keep a copy of all club correspondence as directed by the Board.
 - F. Prepare meeting agendas at the direction of the President.
- Section 4 The Treasurer shall:
- A. Receive all the monies of the Club, keep an accurate record of receipts and expenditures, and pay out funds only in such manner as authorized by the Board. All non-budgeted items for which checks were written for more than \$300.00 shall be presented and accounted for at the next regularly scheduled monthly board meeting.
 - B. Present to the Club/Board Meeting the first of each fiscal year an accounting of receipts and disbursements of the Club during the preceding year.
 - C. Prepare an estimated budget for approval by the Board at the Club's annual meeting.
 - D. Ensure that proper documents are filed and procedures followed, including tax returns and forms to establish and maintain the Club as a not-for-profit organization.
 - E. File the Annual Report with the IRS.
 - F. Prepare a monthly report for the Board meeting of the previous month's activity.
 - G. Keep a record of annual tax returns as recommended by law.
- Section 5 The Registrar shall:
- A. Oversee registration of players and teams.
 - B. Facilitate the registration of all players, coaching personnel, and teams as required, with the national and/or state sanctioning bodies, local leagues and organizations that TABLE ROCK SC participates in, or is a member of.
 - C. Work with the Vice-President and Board to advertise registration information.
 - D. Maintain an organized record of all Club players registered during the current season.
 - E. Work with two (2) Board members designated by the President, to assign players and form teams.
 - F. File Club credential registration forms as required to maintain Club membership standings and affiliations.
 - G. Review and approve all requests for change of venues and games times.

- H. Review all requests for team transfers and trial reviews.
- I. Act as Secretary and record meeting minutes in Secretary's absence.
- J. Certify appropriate age level for all players using birth certificates or other approved documents by the applicable national and/or state sanctioning bodies that TABLE ROCK SC participates in, or is a member of.
- K. Maintain organized record of all players registered each season, including approved documents for all teams thru the applicable national and/or state sanctioning bodies.
- L. Provide coaches with approved rosters and/or player cards, thru the applicable national and state sanctioning bodies that TABLE ROCK SC participates in, or is a member of for every game.
- M. Maintain rosters for current year and previous year terms.
- N. Maintain records of the Coaches' certificates
- O. Review all Coach requests for player transfers or team additions.

- Section 7 The Director of Coaching shall:
- A. Develop and carry out a training program for all coaches and players.
 - B. Promote compliance with the Code of Conduct.
 - C. Coordinate player and coach evaluations.
 - D. Promote learning in all Club teams.

- Section 8 The At-Large Board Members shall be assigned specific TABLE ROCK SC duties as established by the Board of Directors.

- Section 9 Each Board Member shall perform his/her duties as outlined above in a satisfactory manner. In the event that a Board Member does not, as deemed by the Board, that Board Member's appointment or election shall be re-evaluated by the Board at one regularly scheduled Board meeting and, if necessary, removed by a majority vote of the Board at the next regularly scheduled Board meeting. All Board Members are expected to attend all Board meetings and actively participate in Board business. If a Board Member misses two (2) consecutive monthly Board meetings, that Board Member's commitment shall be re-evaluated and a decision shall be made by the Board at that time.

Article VI Discipline

- Section 1 The Judicial Committee shall be composed of:
- A. The President or Vice President, acting as chairman.
 - B. Two Board Members selected by majority vote of the Board.
 - C. A designated recorder.

- Section 2 No member of the Judicial Committee shall have a conflict of interest in the issue being heard. If such member has a conflict of interest, he/she shall be dropped from the committee for that issue. No replacement shall be found unless the committee drops to fewer than three (3) members. In this case, replacements shall be appointed by the President.

- Section 3 The Judicial Committee shall:
- A. Hear and adjudicate all problems of player, coach or member conduct referred to it by the President.
 - B. Resolve, as an appeal board, questions of game resolution brought to it by referees or coaches.
 - C. Hear and adjudicate issues raised by members.
 - D. Communicate with the Judiciary Committee(s) of applicable national and state sanctioning bodies, that TABLE ROCK SC participates in or is a member of.

- Section 4 Any issue to be decided by the Judicial Committee must be raised in a written, signed statement filed in triplicate (one copy to the President, one to the Vice President, and one to the Secretary) within sixty (60) days of the awareness of the incident. All Judicial Committee proceedings shall adhere to the spirit of the Rules of applicable national and/or state sanctioning bodies,

when this section does not offer specifics.

- Section 5 The Vice President must set a time, date and place for the meeting within sixty (60) days of receipt of the statement raising the issue. He/she must also notify the committee members, the person(s) signing the statement and persons named in the statement at least seven (7) days in advance regarding the time, date, and place of the meeting.
- Section 6 The full committee must be present at the meetings and each member shall have one (1) and only one (1) vote. There shall be no proxy vote.
- Section 7 All results and decisions by the committee shall become public by up to, but no more than 72 hours of the end of the committee meetings. If necessary, an appeal of the final decision by the committee can be filed with the applicable national and/or state sanctioning bodies, that TABLE ROCK SC participates in or is a member of, providing all other avenues have been exhausted.

Article VII Meetings

- Section 1 The President of TABLE ROCK SC shall serve as Chairman at all meetings.
- Section 2 Meetings will be held on a regularly scheduled day of each month.
- Section 3 Special meetings may be called by the President, Vice President or by any four Board Members as deemed necessary.
- Section 4 Minutes of Board meetings will be kept by the Secretary. The Secretary shall maintain on file a copy of all minutes.
- Section 5 The Secretary will prepare an agenda for each meeting. A copy will be given to each Board Member before each meeting.
- Section 6 A quorum will consist of 3 members of the Board of Directors. No appointments, approval of expenditures or amendments to the Bylaws may be made without a quorum.
- Section 7 No voting by proxy will be allowed. Members shall have one vote.
- Section 8 The order of business of the monthly meetings could include but not limited to:
- A. Call to Order.
 - B. Reading and accepting of previous minutes.
 - C. Public input, if applicable
 - D. Individual Board Member reports.
 - E. Unfinished business, proposals, Bylaw changes.
 - F. New business, elections.
 - G. Executive Session if needed and adjournment.
- Section 9 The Annual General Meeting shall be held during the month of November each year preceded by 15 days notice of place, time and agenda to all voting members and officers.
- Section 10 All meetings shall be open to the members of TABLE ROCK SC as defined in Article III. All members of TABLE ROCK SC have a voice but not a vote at all regularly scheduled monthly TABLE ROCK SC meetings.

Article VIII Team Formation and Selection

- Section 1 Formation: The age grouping and the number of players for the formation of teams will be in accordance with the rules and guidelines set down by applicable national and state sanctioning bodies, that TABLE ROCK SC participates in or is a member of.

- Section 2 Academy Teams:
- A. Players shall be assigned first come, first served
 - B. Every player will play at least one-half of any scheduled game unless for reason of injury, sickness or disciplinary action.
 - C. The annual registration period for the purpose of the team formation will be established by the Board.

- Section 3 Club Teams:
- A. TABLE ROCK SC will allow for the formation of Krush (Recreational) and Reign teams.
 - B. A committee comprised by the Board shall review and select team Coaches and Players, led by the President.
 - C. Tryouts and/or trials will be announced in writing by flyer, social media, email, etc.
 - D. The placement of all players is subject to approval by the committee.
 - E. Play time will be at the discretion of the coach.
 - F. Fundraising activities for each team need prior approval of the Board.
 - G. Participation in tournaments must be approved by the Board President prior to registration.

- Section 4 Additional information for team formation and selection will be discussed in the TABLE ROCK SC Guidelines.

Article IX Amendments

- Section 1 Changes or amendments to these Bylaws may commence at the Annual General Meeting (AGM) held during the month of November each year.
- Section 2 Amendments to the Bylaws require a 2/3 vote of approval by members attending the AGM.
- Section 3 Proposed changes or amendment to the Bylaws must be submitted in writing to the Secretary not later than the regularly scheduled board meeting prior to the AGM.
- Section 4 In cases in which these Bylaws are in conflict with applicable national and/or state sanctioning bodies, that TABLE ROCK SC participates in, or is a member of, the Bylaws of that organization shall take precedence until the conflict is resolved by the Board.
- Section 5 All changes to the Bylaws shall become effective immediately following their ratification at the AGM.

Article X Non-Profit Status and Club Dissolution

- Section 1 TABLE ROCK SC shall not be operated or organized for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to any private shareholder, or to any individual.
- Section 2 The property assets, profits, and net income of this club are irrevocable and dedicated to charitable and educational purposes as such purposes. No part of the net income or assets of this club shall ever inure to the benefit of any trustee, officer or member thereof or to the benefit of any private person, coach or player.
- Section 3 Upon dissolution of TABLE ROCK SC, its assets remaining after payment, or provision for payment of all debts and liabilities of this club, shall be distributed to a non-profit fund, foundation, or corporation located in the State of Oregon.
- Section 4 TABLE ROCK SC shall have the authority to indemnify, reimburse or defend any present or former director, officer, employee or agent of TABLE ROCK SC for expenses, liabilities, indebtedness, penalties, damages or injuries incurred by or asserted against them in such capacity to the full extent authorized by the laws of the State of Oregon and previously approved by the Board of Directors.

Article XI Financial Responsibility

- Section 1 TABLE ROCK SC's financial year shall be from July 1st through June 30th of each year.
- Section 2 TABLE ROCK SC shall neither assume nor be liable for debts and/or financial responsibilities, either implied or incurred, of any member or administrator, or other official from any team, club district or other organization.
- Section 3 No director, officer or administrator of TABLE ROCK SC shall be liable for acts, defaults or neglects of any other director, officer or administrator for any loss sustained by TABLE ROCK SC unless the same has resulted from his/her own willful misconduct, willful neglect or willful negligence.
- Section 4 Additional financial policies regarding other issues such as scholarships, coaches' fees and other guidelines will be discussed in the TABLE ROCK SC Guidelines.

Article XII Internal Revenue Code Requirements

- Section 1 Table Rock Soccer Club is organized exclusively for charitable and educational purposes within the meaning of section 501c (3) of the Internal Revenue Code.
- Section 2 Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal Income tax under section 501c (3) of the Internal Revenue Code of 1986 (or the corresponding provision of the United States Internal Revenue Law) or (b) by an association contributions to which are deductible under section 1701c (2) of the Internal Revenue Code of 1986 (or corresponding provision of the Unites States Internal Revenue Law).

Article XIII Indemnification (Added January 2012)

- Section 1 **Indemnification.** The corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any current or former director or officer of the corporation who has been made, or is threatened to be made, a party to an action, suit or proceeding whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is, or was, a director or officer of the corporation, or a fiduciary with respect to an employee benefit plan of this corporation, or served at the request of the corporation as a director or as an officer or as fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust or other enterprise. The corporation may make advances to pay for or reimburse the reasonable expenses of a director or officer who is a party to a proceeding in advance of final disposition of the proceeding, to the extent permitted by The Oregon Nonprofit Corporation Act, if the person sets forth in writing (a) the person's good-faith belief that the person is entitled to indemnification under this Article and (b) the person's agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article. No amendment to this Article that limits the corporation's obligation to indemnify any person will have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date of notice of the amendment is given to the person. This Article will not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents, and fiduciaries that may be included in any statute, bylaw, agreement, general or specific action of the Board of Directors, vote of the members, or other document or arrangement.

Bylaw changes approved:

January 13, 1998
January, 2002
April 8, 2003
January 6, 2004
January 25, 2006
January 24, 2007

January 22, 2008
January, 2012
January 2014
November 28, 2016
November 20, 2017