

AMENDED BY-LAWS

OF

NORTHEAST RAIDERS YOUTH ASSOCIATION, INC.

ARTICLE I. PURPOSE

The Object and purpose of this corporation shall be to teach youth, regardless of race, color, or national origin, to practice the ideals of sportsmanship, athletic competition, fellowship and physical fitness through the means of a common interest in soccer.

Further, to teach safe play by encouraging and assisting solely with programs having strict control over ages and equipment, as well as behavior of adult coaches and general membership; to teach children the fundamentals of soccer and to educate children in the importance and benefits of team fellowship and of maintaining of sound physical, mental and moral condition.

GOVERNMENT OF CLUB

**Governance.** The Club shall be governed by its Articles of Incorporation, By-laws, Rules & Regulations, and Board ratified documents except when these provisions are superseded by the governing authority of the affiliated sanctioning bodies (e.g., FYSA). Should there arise a conflict among any part of the Club's governance, the Articles of Incorporation shall have precedence above all others, thence the By-laws, thence the Rules & Regulations. And thence Board ratified documents.

**Directors' Authority.** The Board of Directors, whose powers shall be delegated by the Articles of Incorporation and By-laws shall be the governing body of the Club. The Board of Directors shall have the responsibility and authority to:

- a. Interpret and enforce the Northeast Raiders Youth Association. Articles of Incorporation, By-laws, Rules & Regulations and other Board ratified documents.
- b. Approve and/or suspend teams, Club members, coaches and referees.
- c. Budget for and administer the funds of the Club.
- d. Approve primary league affiliation(s) for each year.
- e. Review and authorize the operation of any tournament to be sponsored, operated, or sanctioned by the Club.
- f. Amend the Articles of Incorporation, By-laws, and Rules & Regulations and Club documents by established procedures.

**Conflicts of Interest.** Allegations of conflict of interest involving a member of the Club shall be presented to the Board of Directors ("BOD") in writing. The BOD shall review the facts as disclosed to it and shall vote on whether or not such individual has a financial or special interest with respect to the alleged conflict. Upon affirming by a majority vote that a conflict of interest exist, the BOD may replace said individual or take other action it deems appropriate.

WHISTLEBLOWER POLICY

**General**

Northeast Raiders Youth Soccer Association Code of Ethics and Conduct ("Code") requires Directors, officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of NER, Directors, officers and employees must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

**Reporting Responsibility**

It is the responsibility of all Directors, officers and employees to comply with the code and to report violations or suspected violations in accordance with the Whistleblower Policy.

**No Retaliation**

No Director, officer or employee who in good faith reports a violation of the code shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within NER prior to seeking resolution outside NER

### Reporting Violations

This policy addresses NER open door policy and suggest that employees share their questions, concerns and suggestions or complaints in writing with someone who can address them properly. In most cases, NER Vice President is in the best position to address an area of concern. However, if you are not comfortable speaking with the Vice President or you are not satisfied with Vice President's response, you are encouraged to speak with the NER President. All individuals receiving a written concern or complaint are required to report suspected violations of the Code of Conduct to the FYSA Secretary, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following NER's open door policy, individuals should contact the NER's Secretary directly.

### NER Secretary

NER's Secretary is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his discretion, shall advise the NER President/CEO and/or Vice President. The Secretary has direct access to the Board of Directors and is required to report at least annually on compliance activity. The NER Secretary shall serve as the NER's Compliance Officer.

### Accounting and Auditing Matters

NER's Treasurer shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Treasurer shall immediately notify the CEO of any such complaint and work with the Board of Directors and appropriate staff.

### Acting in Good Faith

Anyone filing a complaint filing a violation or suspected violation of the code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

### Handling of Reported Violations

The Secretary will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Policy Approved by the Northeast Raiders Youth Association Board of Directors on: November 10<sup>th</sup>, 2016

## ARTICLE II. MEMBERS

Section 1. Eligibility. Any adult may be eligible for membership and shall be admitted to membership by virtue of his/her participation as a coach, assistant coach, trainer, referee, or having children participating in the program the immediately preceding season. The voting membership shall consist of those members over the age of eighteen (18). The membership year shall run from June 1st through May 31st of the following year (or through the Annual General Meeting in May)

Section 2. Voting Rights. A member shall be entitled to one vote on each matter submitted to the vote of membership.

## ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual membership meeting, for the purpose of electing Board members, shall be held in the early spring of the year (e.g. February through May coinciding with the end of the outdoor soccer season).

Section 2. Special Meetings. Special meetings of the membership may be called by the CEO, the Executive Committee, or any three members of the Board of Directors. Any special meetings called will abide by rules stated in Article III, section 4.

Section 3. Place of Meeting. The Board of Directors shall designate the place within St. Petersburg, Florida, and time for any annual or special meeting.

Section 4. Notice of Meeting. Notice of the annual general meeting or special meetings of the membership, stating the place, day, and hour of any such meeting, will be posted through the Northeast Raiders' website, not less than seven (7) or more than thirty (30) days before the date of such meeting. In the case of a special meeting, or when required by statute or these By-laws, the purpose for which the meeting is being called shall be stated in the notice.

Section 5. Quorum. The members present at any properly called annual or special meeting shall constitute a quorum.

Section 6. Majority. A majority vote of the members attending a properly called annual or special meeting is necessary to pass (or defeat) an issue coming before the meeting.

Section 7. Proxies. No proxy shall be valid. All voting shall be done in person.

#### ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers. The President/CEO shall present to the Board of Directors, for ratification, any recommended changes to the policies of the corporation that the President/CEO deems necessary.

Section 2. Composition. The Board of Directors shall have five eligible voting members, all of whom shall be members of the corporation and shall include the following: President/CEO, Vice President, Treasurer, Secretary and Recreational Commissioner.

Section 3. Election. The Board of Directors, as provided herein, shall present to the general membership at the annual meeting, at least one nominee for each of the Board positions needed to be filled. All candidates seeking election to the Board shall present their names to the Board of Directors at least ten (10) business days before the annual meeting. Subject to the police background investigation provided for in Section 4, the Board of Directors will determine the names of those individuals who are candidates for election at the annual meeting. No new nominations shall be taken from the floor from the annual meeting. Board members shall be elected by secret ballot and by majority vote of the members attending the annual meeting.

Section 4. Background Checks. The Board may, in its discretion, submit the names of all nominees for Board positions to a confidential criminal background check by the Florida State Police or similar Florida agency and shall refuse to post any candidate for election who has a criminal record posing a question (in the sole discretion of the Board) of his/her suitability to be involved in a sports program for youth.

Section 5. Tenure. The term of all Directors/Officers, with the exception of the President/CEO, shall be for a period of THREE years. The election of successors will take place at conclusion of the Annual General Meeting in May. With the exception of the CEO, Board positions will be elected on a yearly rotation:

- (i) Year One: Vice President and Recreational Commissioner
- (ii) Year Two: Treasurer and Secretary

Section 6. Annual Meeting. The annual meeting of the Board of Directors shall be held in May, without further notice, immediately upon the adjournment of the annual meeting of the membership.

Section 7. Regular Meetings. The Board of Directors shall meet bi-monthly for regularly scheduled meetings or as shall be provided from time to time by resolution of the Board of Directors.

Section 8. Special Meetings. The CEO or any three Board of Directors may call special meetings of the Board of Directors. The person or persons authorized to call a special meeting of the Board may fix any place within the City of St. Petersburg, Florida, as the place for holding any special meeting.

Section 9. Action without a Meeting. Any action to be taken, or which may be taken, at a meeting of the Board of Directors, will be filed in the minutes of the proceedings of the Board. Such consent shall have the same effect as a majority vote.

Section 10. Quorum. A majority of the then-existing Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present, a special meeting may be called by the CEO or any three Board of Directors upon two (2) days' notice (written or telephone) and, at that time, those present shall constitute a quorum.

**Section 11. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless law or these By-laws require the act of a greater number.

**Section 12. Executive Committee.** The CEO, Secretary, and Treasurer may meet from time to time, as often as called by the CEO to monitor, manage and resolve issues relating to player assignments, team organization, coaching assignments, scheduling of games and fields, assignment of referees, equipment, uniforms, game forfeitures, referee disputes, participation in tournament and, in general, such issues as relate to the day to day playing of soccer. Decisions reached by the Executive Committee shall be subject to ratification at the next regularly or specifically scheduled Board meeting. All decisions of the Executive Committee shall be by majority vote.

**Section 13. Committee Members.** The Board of Directors shall establish such standing and special committees from time to time as are necessary and proper to aid in carrying out the affairs of the corporation and its objectives. Committees may include the following individuals: Uniforms, Volunteer Coordinator, U6 Coordinator, U8 Coordinator, U10 Coordinator and U12 and Up Coordinator, Field Assignor, Field Manager, Equipment Manager, Newsletter, Web Master, Field Assignor, Parent Liaison, Referee Liaison, Recreational and Competitive Coaches Committee, Consultancy Panel. Each committee will work with the Board. The CEO shall appoint members of those committees established by the Board of Directors and said members shall continue until their successors are appointed. The Board of Directors from time to time shall specify the duties and responsibilities of the various committees and require such periodic reports to the Board of Directors as are necessary.

**Section 14. Removal of Director.** Any member of the Board of Directors may be removed from office with or without cause by a majority of all votes of the members. However, the CEO may not be removed from office except if the CEO has a conviction of any crime of moral turpitude, or reasonable suspicion, as determined by the Club, of being impaired or under the influence of any addictive substance, including but not limited to, alcohol, amphetamines, barbiturates, LSD or narcotic drugs. The failure to attend three (3) successive Board meetings (by telephone or in person) shall be grounds for removal of a Director. The notice of a meeting to recall a member or members of the Board of Directors shall state the specific Directors sought to be removed. A proposed removal of a Director at a meeting shall require a separate vote for each Director whose removal is sought. If removal of a Director is affected at a meeting, any vacancies created shall be filled by the members eligible to vote for removal.

**Section 15. Vacancies.** With the exception of a vacancy caused by removal under Article IV, Section 14, any mid-term vacancy occurring in the Board of Directors shall be filled by a vote of the majority of the remaining Directors. The term of a Director elected or appointed to fill a vacancy expires at the next annual meeting at which Directors are elected.

**Section 16. Open Meetings.** All meetings of the Board of Directors shall be open to the membership, but participation in the discussion shall be at the discretion of the President.

**Section 17. Compensation.** Board Members shall not receive any compensation for their services.

**Section 18. Functions.** The basic function of the Board of Directors shall be to establish policy over all soccer teams, ensure financial control, and establish good community relationships.

**Section 19. Team Representation.** Only one parent per team may hold a Board position at any given time.

## ARTICLE V. OFFICERS

**Section 1.** The officers of the corporation shall consist of the Board of Directors constituting the President/CEO, Vice President, Treasurer, Secretary and Recreational Commissioner.

**Section 2.** The CEO, will serve a 5-year term of office. This position will be permanent and in place for this period of time, with the exception of a removal of the CEO under Article IV, Section 14. This term is to assure stability and direction of the Club and operations.

### **Section 3. Adoption of a new President/CEO**

In order to be elected to the role of President/CEO, the candidate must have served at least one term (3 years) on the board of directors of St Pete Raiders soccer club, or have similar experience in an alike non- profit organization along with the necessary qualities that would enable that person to be suitable for the President/CEO position.

The President/CEO shall exercise the following duties:

- (i) Be the principal executive officer of the corporation and shall, in general, supervise all of the business and affairs of the corporation.
- (ii) Preside at all meetings and may vote.
- (iii) Sign, with the Secretary or any other officer of the corporation (authorized by the Board of Directors), any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed. (There may be cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or by statute to some other officer or agent of the corporation.)
- (iv) Is the Chief Executive Officer of the Corporation shall have the general powers and duties, which are usually vested in the office of a president of a Corporation.
- (v) The authority to appoint committees from time to time as in his/her discretion he/she may deem appropriate to assist in the conduct of the affairs of the Corporation.
- (vi) 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.
- (vii) Ensure that operating budgets are prepared, that a purchase order system is used, and all that all expenditures are properly approved for payment.

### **Vice President**

The Vice President shall exercise the responsibilities:

- (i) Serve as back-up to President in situations when conflicts of interest arise or President temporarily unavailable.
- (ii) Undertake all tasks allotted to him by the President and Board.
- (iii) Chair sub committees at will.
- (iv) Deal with governing bodies on Grant aid and other entities concerning funding.
- (v) Dealing with social media on a regular basis.

### **Treasurer**

The Treasurer shall exercise the following responsibilities:

- (i) Have charge and custody of and be responsible for all funds and securities of the corporation and maintain, for Club teams, separate ledgers for each Club team.
- (ii) Prepare reports for the monthly Board of Directors meeting.
- (iii) Receive and give receipts for all monies paid to the corporation from any source whatsoever including registration, sponsorship, concession stand and fundraising activities and deposit all such monies in the name of the corporation in such bank, trust companies, or other depositories as shall be selected in accordance with the provision of Article VIII of these By-laws.

(iv) Perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

(v) With the CEO, ensure that an operating budget is prepared, that a purchase order system is used and that all expenditures over the prescribed operating limits are properly approved for payment.

#### Secretary

The Secretary shall exercise the following responsibilities:

(i) Keep the minutes of the meetings of the members and of the Board of Directors

(ii) See that all notices are duly given in accordance with the provisions of these By-laws or as required by law.

(iii) Be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents requiring such seal.

(iv) Keep a register of the post office address of each member which shall be furnished to the Secretary by such member.

(v) Maintain all correspondence.

(vi) Maintain all records and files of the corporation.

(vii) Purchase all office supplies such as pencils, paper, envelopes and stamp

#### Recreational Commissioners

The Recreational Commissioner shall exercise the following responsibilities:

(i) Shall be the Recreational Commissioner for the recreational and club soccer program entrusted to him/her.

(ii) Will work with the Director of Coaching on the recreational program

(iii) Coordinate with the uniform coordinator the purchase of the recreational uniforms

(iv) Supply player passes and rosters for all teams

(v) Conduct GYSA governed blind draw for all recreational teams

(vi) Prepare a master field schedule for all game scheduling

### ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

**Section 1. Contracts.** The Board of Directors shall have exclusive authority to adopt contracts for the corporation and may designate the officers, agent or agents to execute and deliver any instruments in the name of and behalf of the corporation.

**Section 2. Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the President/CEO of the corporation in such manner as shall from time-to-time be determined by resolution of the Board of Directors.

**Section 3. Deposits.** All funds of the corporation shall be promptly deposited to the credit of the corporation in such bank, trust companies, or other depositories as the Board of Directors may select. Amounts on deposit in any banking account may be prescribed by the Board of Directors.

**Section 4. Gifts.** The Board of Directors may accept, on behalf of the corporation, any contribution, gift, and bequest or devise for the general purposes or for any special purpose of the corporation.

**Section 5. Bank Accounts.** All bank accounts in the corporation's name may be drawn down to prescribed limits, as set from time to time by the Board of Directors, and deposited in the Treasurer's master corporation bank account. All soccer teams and any individual or committee desiring to expense the corporation's monies shall prepare an expenditure proposal which must be approved before monies are committed. A purchase order system is to be established and no requests for payment will be honored unless previously authorized by an approved purchase order or accompanied by a receipt demonstrating the purpose and reasonableness of the expenditure.

#### ARTICLE VII. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, or committees having been authorized by the Board of Directors. A complete and accurate membership list, setting forth the addresses of members entitled to vote, shall be maintained at all times. All records of the corporation may be inspected by any member or his agent or his agent or attorney, for any purpose related to the business of the corporation at any reasonable time not less than 10 business days written notice.

#### ARTICLE VIII. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

#### ARTICLE IX. SEAL

The Board of Directors shall provide a corporate seal which shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

#### ARTICLE X. AMENDMENTS TO THE BY-LAWS

These By-laws may be altered, amended or repealed only by a two-thirds (2/3) vote of the members of the Board at a meeting at which notice of said meeting sets forth the proposed By-laws change(s). The By-laws may also be altered, amended or repealed by the action of all Directors pursuant to a Waiver of Notice under Florida Statute 617.0823.

#### ARTICLE XI. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Dissolution. Should Northeast Raiders Youth association be dissolved, all assets remaining after payment of all debts shall be distributed in accordance with the plan of distribution developed in accordance with Florida Statute 617.1406.

#### ARTICLE XII. EFFECTIVE DATE

Adaptation and Amendments of By-laws. Original Northeast Raiders Youth Association, Inc. By-laws were adopted by the Board of Directors (BOD). This set of Amended By-laws was adopted 2/18/20.

President/CEO \_\_\_\_\_

Vice President \_\_\_\_\_

Treasurer \_\_\_\_\_

Secretary \_\_\_\_\_

Recreational Commissioner \_\_\_\_\_

**\*These Amended By-laws are effective immediately.**