

# **HAWAII HEAT FC BYLAWS**

## **ARTICLE 1: ADMINISTRATION**

### **Section 1.1: Name**

The name of the organization shall be "HAWAII HEAT FC" (hereinafter referred to as the "Club").

### **Section 1.2: Purpose**

The Club is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. More specifically, the Club is committed to providing opportunities for children to learn positive life lessons while developing their soccer skills and playing abilities. These goals will be accomplished by providing a fair and cost effective organization that is supported and administrated through open and transparent means.

### **Section 1.3: Office**

The principal mailing address of the Club shall be the Hawaii Heat FC, 3233 Sierra Drive, Honolulu, Hawaii 96816.

### **Section 1.4: Seasonal Year**

The seasonal year, for purposes of team rosters, coaching assignments, and play shall coincide with the seasonal year established by the Hawaii Youth Soccer Association (HYSA), which currently is from August 1 to July 31. The seasonal year may be adjusted in the future at the discretion of the Executive Board of Directors of the Club based on league participation by the Club.

### **Section 1.5: Fiscal Year**

The fiscal year of the Club shall be July 1 to June 30 of the following year.

## **ARTICLE 2: MEMBERSHIP**

### **Section 2.1: Membership Types**

Members in the Club (hereinafter called "membership") shall consist of the following:

a. The general membership of the Club shall be composed of the players of the Club and their respective parents or legal guardians who have registered with the Club and who have paid all fees and membership dues for the current seasonal year ("general membership"). The general membership shall be non-voting members of the Club. The general membership is eligible to attend any open meeting of the Club.

b. The voting membership of the Club shall consist of head coaches and managers of Club teams who have had a minimum of one (1) year coaching or managing experience with the Club. The one year service requirement shall not apply until the Club has been in existence for 1 year. The voting membership of the Club shall be referred to herein as the Club Electors. As described in more detail herein, the Club Electors shall elect the Executive Board of Directors.

#### Section 2.2: Dues and Fees

Prior to registration for the upcoming season, general membership dues and player fees will be determined and set annually by the Executive Board of Directors.

#### Section 2.3: Meetings of the Membership

An annual meeting for the purposes of electing the Executive Board of Directors, reporting Club business, and conducting any and all other appropriate Club business shall be held no earlier than March but no later than April of each year at a time and place to be designated by the President. This meeting shall be open to all club membership. Additionally, any Executive Board of Directors meetings are open to all Club membership.

### **ARTICLE 3: EXECUTIVE BOARD OF DIRECTORS**

#### Section 3.1: Composition

The Executive Board of Directors shall be elected by the Club Electors as set forth herein. There shall be nine (9) positions on the Executive Board. At no time shall the Executive Board, through resignation, removal, or otherwise, consist of less than three (3) individuals. All members of the Executive Board of Directors shall serve without compensation. No compensated Club employee, independent contractor, or subcontractor may be elected to the Executive Board of Directors.

#### Section 3.2: General Powers

The Executive Board of Directors shall:

- a. Elect the Club's Officers.
- b. Perform its role and all responsibilities within the context of acting in the best interests of the Club.
- c. Assume legal and ethical responsibility for all activities of the Club, and shall be responsible and have sole authority for interpreting and enforcing the By-Laws, and policies and procedures of the Club.
- d. Establish, ensure implementation of, evaluate and revise the Club's policies and procedures that have, at a minimum, been developed in the following areas -- human resources, planning, finance, community relations, and organizational operations.
- e. Administer, expand and promote the Club's programs and account for all funds collected and disbursed.
- f. Undertake necessary or appropriate activities that are required to carry out the mission, purpose(s) and goals of the Club.

- g. Be authorized and empowered to employ such agents, attorneys and staff as it may deem reasonable and necessary to carry out the purposes and goals of the Club.
- h. Accept on behalf of the Club, any gifts, bequests, or other monetary devices as may be used for the nonprofit purposes of the Club.
- i. Establish job descriptions, duties and responsibilities, and approve compensation for the Girls Director, Boys Director, and Youth Director.

The Executive Board of Directors shall act by the vote of a simple majority of members of the Executive Board of Directors present at a meeting where a quorum is present. A person holding more than one office shall have only one vote. In the event of a tie vote, the President shall break the tie.

The Executive Board of Directors may delegate any of its powers to such committees, subcommittees and such corporate officers as it shall deem appropriate. The Executive Board of Directors however, may not delegate its overall legal responsibility for the Club's operations.

### Section 3.3: Tenure

The initial Executive Board of Directors shall be elected to one (1) year or two (2) year terms. Specifically, the 4 members of the initial Executive Board of Directors receiving the highest number of votes at the initial Executive board election shall be elected to 2 year terms. The remaining members of the initial Executive Board of Directors shall be elected to a 1 year term. The Executive Board of Directors year and terms of office shall begin on July 1 of each year and shall conclude on June 30 of their designated term or until such time as he/she is duly replaced in accordance with these by-laws.

It is intended that each member of the Executive Board of Directors shall serve in his/her position for the term specified (or, as appropriate, the remainder of the term specified), unless he/she elects to resign and gives written notice to the Executive Board of Directors, or until he/she is duly replaced by approval of the Executive Board of Directors.

### Section 3.4: Nomination of Executive Board of Directors

At least ten (10) calendar days prior to the annual meeting, any member of the Executive Board of Directors or Club Electors may make a nomination for any positions up for election on the Executive Board of Directors. All nominations shall be in writing and made to the Secretary. The Secretary shall be responsible for recording all nominations and acknowledging receipt of such nomination in writing back to the nominating party. The Secretary shall, no later than nine (9) days prior to the annual meeting of the Club Electors, send a list of all nominees to all members of the Executive Board of Directors and the Club Electors. Immediately following submittal of the list of nominees by the Secretary to the Executive Board of Directors and the Club Electors, the Secretary shall contact all nominees in writing to advise of their nomination and invite such nominee to submit any resume, CV, statements, or other qualifications no later than five (5) days prior to the annual meeting. The Secretary shall be responsible

for collecting and distributing any resume, CV, statements, or other nominee information that is submitted to the Executive Board of Directors and the Club Electors at least three (3) days prior to the annual meeting.

#### Section 3.5: Voting for Executive Board of Directors

Each member of the Club Electors present at the annual meeting shall be entitled to one vote for the Executive Board of Directors election. Club Electors members may provide their proxy vote as long as done so in writing to any other eligible Club Electors Member. Voting by the Club Members shall be by secret ballot.

#### Section 3.6: Election of Executive Board of Directors

The election by the Club Electors members to fill Executive Board Member vacancies requires a quorum of Club Electors members to proceed. It shall be the responsibility of the Secretary to certify that a quorum exists. Following the Secretary certification of a quorum, the Secretary shall accept the secret ballots from the Club Electors members and tally the votes. The nominees receiving the most votes shall be elected to fill the open positions on the Executive Board of Directors. Should there be a tie for one or more vacant positions, a second vote shall be conducted by the Club Electors involving only the nominees receiving the votes resulting in a tie after which the nominees receiving the most votes shall be elected to the vacant position(s). Should there be a tie after a second vote by the Club Electors, any tie shall be broken by the immediate past President. Following the election, the Secretary shall announce the election results. There shall be no limit on the number of terms, consecutive or otherwise, for any individual to serve on the Executive Board of Directors.

#### Section 3.7: Quorum

A simple majority of the members currently serving on the Executive Board of Directors shall constitute a quorum for the transaction of business. A person holding more than one office shall count as only one director for the purpose of establishing a quorum.

#### Section 3.8: Vacancies

Any vacancy in the Executive Board of Directors prior to the expiration of a member's regular term may be filled by a simple majority vote of the remaining members of the Executive Board of Directors. If there is a tie in the vote, the President shall have the tie breaking vote. A replacement so appointed to fill a vacancy shall do so for the unexpired term of his/her predecessor.

#### Section 3.9: Coaching Directors

There shall be a Club director of technical development ("Technical Director"), Girls Director, Boys Director, and Youth Director (collectively "Coaching Directors"). The Technical Director shall serve as a non-voting ex-officio member of the Executive Board of Directors. The Coaching Directors shall perform duties and responsibilities contained in the job descriptions established by the Executive Board of Directors. The compensation, benefits, and any other form of payment to the Coaching Directors shall be set by the Executive Board of Directors and may be adjusted at the discretion of the

Executive Board of Directors.

### Section 3.10: Meetings

A regular meeting of the Executive Board of Directors shall be held at least once every month at the call of the President with the time and meeting place given with 7 days notice to the members of the Executive Board of Directors. When a meeting date cannot be established due to scheduling conflicts, the President can cancel a regular meeting. Special meetings of the Executive Board of Directors may be called by, or at the request of, the President or any other two (2) members of the Executive Board of Directors. The Executive Board of Directors meetings are open to all Club membership.

## **ARTICLE 4: OFFICERS**

### Section 4.1: Officers; Election

#### 4.1.1. Officers

The Officers of the Club shall consist of a President, Vice President, Secretary, and Treasurer. Only current Executive Board of Director members may be elected as Club Officers. No individual may hold more than one Officer position at any time. Officer positions shall be elected annually. There shall be no limit on the number of terms, consecutive or otherwise, for which an individual may serve as an Officer of the Club.

#### 4.1.2 Election of Officers

The Officers of the Club shall be elected annually by vote of the Executive Board of Directors. The election of the Officers of the Club shall take place subsequent to the annual election of the Executive Board of Directors and in no event later than the month of May following the Executive Board of Directors election. The election of the Officers of the Club shall be noticed no less than 30 days prior to the election date. The following process shall be conducted to elect the Officers of the Club and shall be done so publicly and in full view of all in attendance at the Executive Director Board Meeting at which the Officer election takes place:

- a. Any member of the most recently elected Executive Board of Directors and any holdover Executive Board of Director members may nominate any such Executive Board of Director members, including themselves, for any Officer position. Outgoing Executive Board of Director members may not make any nomination nor vote for any incoming Officer position.
- b. The election of Officers shall take place in the following order: President, Vice President; Secretary; Treasurer.
- c. An Officer shall be elected by simple majority vote. Should there be a tie, the immediate past President shall cast the tie breaking vote.

### Section 4.2: Duties and Scope of Authority

#### 4.2.1 President

The President shall:

- a. Be the principal officer of the Club and supervise all of the business affairs of the Club;
- b. When present, preside at all meetings of the membership and Executive Board of Directors;
- c. Sign any instrument which the Executive Board of Directors has authorized to be executed;
- d. Serve or appoint an individual as liaison between MISO and the Club;
- e. Serve or appoint an individual as liaison the between HYSA (or any other soccer association) and the Club;
- f. Establish committees and appoint committee chairpersons to administer programs of the Club.
- g. Prepare a written agenda for each meeting and making it available to all members of the Executive Board of Directors or Board as appropriate to the meeting.
- h. Submit a written report at the last Annual General Meeting (AGM) held during his/her term of office. This report should include, but is not limited to, the overall status of the Club including its financial standing as well as the accomplishments and shortfalls of administration of Club programs and efforts taken to meet the mission/purpose/goals.

#### 4.2.2 Vice President

The Vice President shall:

- a. In the absence of the President, or in the event of the president's inability to act, perform the duties of the President;
- b. Perform other duties as may be assigned by the President or the Executive Board of Directors.

#### 4.2.3 Secretary

The Secretary shall:

- a. Keep the minutes of all meetings of the Executive Board of Directors and of the general membership;
- b. Duly give all notices for general membership meetings in accordance with these Bylaws;
- c. Be custodian of all Club correspondence;
- d. During meetings, advise the meeting as to the presence of a quorum;
- e. Perform other duties as may be assigned by the president or the Executive Board of Directors.
- f. Record, prepare, distribute and maintain a permanent written record of the minutes of the meetings of the Executive Board of Directors, the AGM, other meetings of the Board and special meetings called by the President.
- g. Furnish each member of the Executive Board of Directors and Officer a current copy of the By-Laws and policies when he/she assumes that position.
- h. Notify all members of the Executive Board of Directors and the Board of respective meetings at least one week in advance.
- i. Conduct roll call at all meetings and maintain a record of attendance.

#### 4.2.4 Treasurer

The Treasurer shall:

- a. Have charge and responsibility for all funds of the Club;
- b. Receive moneys due and payable to the Club and disburse moneys due and payable by the Club;
- c. Deposit moneys in the name of the Club in a bank selected by him/her and approved by the Executive Board of Directors;
- d. No later than March 1 of each calendar year, submit a budget to the Executive Board of Directors for their consideration and acceptance or amendment for the upcoming fiscal year;
- e. Obtain and maintain the Club's non-profit federal tax identification number and prepare and file appropriate tax documents as required by law;
- f. Prepare a full financial report for the Executive Board of Directors on a semi-annual basis for Executive Board of Directors meetings at the end of the fall and spring seasons;
- g. Provide monthly updates on Club income and expenses and other reports as required;
- h. Perform other duties as may be assigned by the President or the Executive Board of Directors.

#### **ARTICLE 5: RULES OF ORDER**

Within reason, proceedings of the Club shall be conducted according to "Robert's Rules of Order."

#### **ARTICLE 6: RULES and REGULATIONS**

The Executive Board of Directors shall approve and adopt rules, regulations, policies and procedures as necessary to govern the Club.

#### **ARTICLE 7: DISSOLUTION**

The Club can be dissolved by a majority vote of the Executive Board or Directors. In the event of dissolution any assets or funds of the Club, after payment of all liabilities, shall be distributed to a nonprofit, group or association dedicated, in part or in entirety, to the betterment of soccer or distributed to a local school or schools with soccer programs.

#### **ARTICLE 8: AMENDMENTS**

The By-Laws of the Club may be adopted, amended or repealed by a vote of the majority of the members of the Executive Board of Directors present at any duly called meeting. The notice of such a meeting shall be issued at least fourteen (14) days prior to the meeting and shall clearly state that a purpose of the meeting is to consider the adoption or amendment or repeal of the By-Laws. Copies of the proposed amendments shall be mailed to each member of the Executive Board of Directors before this meeting.

Approved By-Laws or amendments to the By-Laws shall take effect immediately following the meeting at which the Executive Board of Directors took such action.

The Articles of Incorporation may likewise be amended, contingent on the State's acceptance of such an amendment. The 14-day notice requirement can be waived by unanimous approval of the Executive Board of Directors.