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Ames Soccer Club  
PO Box 423  
Ames, IA 50010-0423

## Ames Soccer Club By-Laws

### Article I. Title

This corporation shall be known as the Ames Soccer Club, Inc. (hereafter referred to as the "Club"). It is a non-profit corporation of the State of Iowa.

### Article II. Mission Statement

The Club is founded to foster the development of local youth from Ames and other communities through the sport of soccer. It is dedicated to providing participants with a fun, high-quality soccer experience that encourages sportsmanship and a love of the game through the development of player, coach, referee, and team. Ames Soccer Club will advocate within Ames for the good of the game of soccer. By promoting and working for soccer, we hope to nurture a love of the game in the children of our club and enrich the community of Ames. We hope the skills and knowledge our members learn will endure, allowing our players to continue to enjoy and participate in this global sport throughout their lives.

### Article III. Membership

Section A. Officers and Directors of the Club, coaches, and parents of all players for whom registration and fees have been received or for whom financial assistance is provided shall be considered members of the Club.

Section B. In order to continue membership, members must maintain good standing with respect to payment of all fees due. The Club shall set registration fees. A player is not registered until registration information is received and fees are received or payments agreed to, or financial assistance is approved by the Club President or appointed Financial Assistance Committee.

Section C. The Ames Soccer Club will be affiliated with the United States Youth Soccer Association (USYSA), US Club Soccer, the Iowa Soccer Association (ISA), Iowa Development League (IDL), and the Club Development League (CDL).



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## Article IV. Organization

### Section A. BOARD OF DIRECTORS

1. Members of the Board of Directors (hereafter referred to as the "Board") shall consist of all officers and directors of the Club as described in Section IV(C) and (D) of these by-laws.
2. The Board shall have general supervisory powers to run the affairs of the Club. This includes, but is not limited to, conducting regular business meetings, making recommendations to the membership, and performing other duties as are specified in the by-laws. The Board shall have the authority to hire, evaluate, discipline, and fire any paid professional coach or employee within the Club.
3. The number of Directors of the Club shall be no fewer than seven (7) and no more than thirteen (13) individuals, with staggered termination dates, plus ex-officio members (without voting privileges). New members of the Board shall be elected by the members of the Club to a term of two (2) years. Board election shall take place at the Club's annual meeting each May. The term of office of an officer or director on the Board begins July 1 and ends June 30 or until a replacement is elected by the Board to serve in the position held by the officer or director. Upon the completion of their two year term, a board member may be reelected for additional terms.
4. Upon three (3) consecutive absences from Board meetings, an officer or director may be asked to resign. The Board may remove an officer or director who is no longer in good standing and declare a Board position vacant upon a two-thirds vote after notice to the officer or director of the action for removal. A Board-approved replacement shall assume all responsibilities of that office. A vacancy on the Board may be filled by a majority vote of the Board members at a regular or special meeting of the Board.
5. Any person elected to fill a vacancy created by the loss of a Director shall serve the unexpired term of the Director thus replaced and any Director elected to fill a vacancy created by a new Directorship shall serve for the term designated. At the discretion of the President and with the advice of the nominating committee, certain positions on the Board of Directors may be filled through the appointment of co-Directors. Positions NOT appropriate for this type of staffing would include President, Vice- President, Treasurer, and Secretary. It is understood that if this type of arrangement is made, the two members filling a position would have only one vote on resolutions. They would have other rights and responsibilities of a board member, however.



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## Section B. PROFESSIONAL STAFF

1. The Board will be assisted by the following non-voting Employee Representatives:
  - A. Executive Director. The Executive Director is expected to communicate with Iowa Soccer, the CDL, and any leagues as a liaison to our Club and attend regular Board meetings and any meeting as requested by the President.
  - B. Club Administrator/U11-12 Technical Director
  - C. U13-19 Technical Director(s).
2. Voting Rights of Employee Representative. An Employee Representative may speak on any issue before the Board but does not have voting rights at Board meetings. When employee representatives are appointed members of any Club committees, they may participate and vote on issues specifically related to such appointment before the committee
3. Services of a Certified Public Accountant (CPA)
  - A. The Club shall contract services with a Certified Public Accountant (CPA) to oversee its financial operations, including but not limited to payroll management, payment processing for bills received by the club, and preparation of tax returns and other financial filings.
    - The CPA shall possess the necessary qualifications and expertise to perform their duties effectively, ensuring compliance with applicable laws, regulations, and accounting standards.
    - The CPA shall provide regular reports to the Treasurer presenting an overview of the Club's financial status.
    - The CPA shall ensure compliance with all applicable laws, regulations, and accounting standards in the performance of their duties.



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### Section C. Officers and their Duties and Responsibilities

Officers of the Club shall be elected for a term of two (2) years. The officers of the Club shall be:

#### 1. President

- A. The President shall supervise all activities of the Club and the Board; serve as chairperson at all Club and Board meetings and may appoint chairs of committees, committee members and other representatives as may be required.
- B. The President shall serve as a director and shall call all Club annual meetings and Board meetings or Executive Committee meetings as may be needed, or as required by these by-laws.
- C. The President shall have responsibility for appointment of a nominating committee to present nominations for all officers at the annual meeting of the Club.
- D. The President will be responsible for the management and oversight of paid staff and independent contractors.
- E. The President shall oversee the long-term planning for the Club.
- F. The President, or any other officer of the Club thus authorized, shall execute on behalf of the Club any deeds, contracts, bonds, or other instruments or agreements of any kind which require signature by the Club.

#### 2. Vice-President

- A. The Vice-President shall assume the duties of the President only in the absence of the President and shall perform other duties as may be assigned by the President.

#### 3. Treasurer

- A. The Treasurer shall receive, disburse, and account for all funds of the Club, and keep financial records on all monetary transactions.
- B. Shall maintain a checking account and savings account, with signature authority by the President and the Treasurer.
- C. Shall report on the Club financial status and be prepared to assist in audits of records.
- D. All non-recurring or non-budgeted purchases over \$700 shall be approved by the President.



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- E. All non-recurring or non-budgeted purchases over \$1000 shall be approved by the Board.
  - F. A copy of the Club's financial statements shall be provided to the Executive Committee for review on a monthly basis.
4. Secretary
- A. The Secretary shall record and prepare all minutes of Club and Board meetings to be read at subsequent meetings and shall make all such minutes available for Club members and the Board as appropriate.
  - B. The Secretary shall manage correspondence with any other club or organizations having contact with our Club.
5. Immediate Past President
- A. This director is the person who served as the most recent President of the Club.
  - B. The immediate Past-President also serves as a Club representative to the Hunziker Youth Sports Complex Board of Directors, unless otherwise designated by the President.
  - C. If a vacancy occurs in this the office of Immediate Past President, it shall remain vacant.

#### Section D. Directors and their Duties and Responsibilities

In addition to the Officers of the Club the following Directors shall be members of the Board of Directors:

1. Director of Fields
- A. The Director of Fields shall be responsible for recommendations and approval of improvements and use of all fields, and for maintenance of field equipment.
  - B. And shall serve as the custodian of all field marking equipment owned by the Club.
  - C. The Director of Fields shall be a representative of Ames Soccer Club on the Hunziker Youth Sports Complex (HYSC) Board and will work closely with Club employees to provide the best possible playing conditions on our soccer fields.



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2. Director at Large

- A. This director, or directors, is elected by members or by presidential appointment, with approval of the Board, to allow balanced representation of all players within the Club.
- B. Directors at large will serve on at least one committee.

3. Hunziker Youth Sports Complex Representative

- A. This Director is a person who is serving as a Club representative to the Hunziker Youth Sports Complex Board of Directors.
- B. The President appoints this representative.
- C. There may be more than one person appointed to this position, in order to ensure that Ames Soccer Club fulfills its obligation to provide three (3) representatives to the HYSC Board.

## Article V. Meetings

### Section A. Board of Directors Meetings

- 1. The President will call Board meetings, as necessary. The Board shall meet at least monthly during the regular league season.
- 2. A quorum shall consist of one-half of the voting Officers and Directors, provided that vacant positions on the Board are not counted for purposes of determining the necessary quorum. The majority vote of those members present shall decide motions. The Board member presiding over the Board meeting shall not vote unless necessary to create a majority vote to decide a question before the Board.
- 3. Each board meeting shall include, at a specified time, an open forum at which any club member may speak. At the discretion of the chair, or by motion and approval of the directors, time limits may be imposed upon speakers at this forum.
- 4. Voting. Each member of the Board shall have one vote. No vote shall be cast by proxy. When authorized by the President or three members of the Board, voting may occur by telephone, e-mail, or other reliable methods. When voting takes place outside of a Board meeting, a majority vote of a quorum plus one shall decide motions, except that a meeting shall be called when voting in person is requested by any two or more board members. A minimum of forty-eight (48) hours shall be allowed for voting outside of a meeting.



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5. Board meetings shall be open to the public except that the Board may, upon a two-thirds vote of those Board members present at the meeting, meet in closed session to discuss personnel matters, pending or potential litigation, disciplinary matters, or removal of a Board member.
6. At the discretion of the Board President, each meeting agenda item may be assigned a suggested time limit to facilitate meeting efficiency. Such suggested time-limits may be exceeded at the discretion of the Board.

#### Section B. Annual Meeting

1. The annual meeting shall be held in May or June of each year. One month's notice of this meeting will be given to the membership. The meeting is open to all members of the club.
2. Nomination for Officers and Directors for the forthcoming calendar year shall be presented by the nominating committee. Additional nominations may be made from the floor. Nominees for all offices must have given prior approval for such nomination. The majority vote of those Club members present will govern the election of officers.
3. The presence of a majority of the Board of Directors of the Club shall be required for the transaction of business. A majority vote will decide all motions unless these Bylaws or Parliamentary Authority otherwise require a supermajority.
  - A. The intent of the supermajority requirement is to ensure that any modifications of the Club's procedures or bylaws are subject to a significant level of consensus and agreement among the members.
  - B. A supermajority shall be defined as a vote representing no less than 60% of the total eligible voting members of the Club present at the annual meeting.
  - C. This supermajority requirement applies to any amendments, additions, deletions, or modifications to the existing procedures or bylaws of the Club.

#### Section C. Special Meetings

The President or any three members of the Board may call a special meeting of the Board for a specific purpose that cannot reasonably wait until the next regularly scheduled Board meeting. Notice sent to all Board members shall include the topic to be discussed at the special meeting.



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#### Section D. Parliamentary Authority

The rules in Robert's Rules of Order (12th edition) shall govern the Club in all meetings for which applicable and to the extent they are consistent with these by-laws or any other special rules which the Club may adopt.

#### Section E. Order of Business

The order of business for Board and Club meetings shall be as follows:

1. Roll Call
2. Minutes of last meeting
3. Officers and/or Committee Reports
4. Unfinished Business - Old Business
5. Proposals - New Business
6. By-law changes (if applicable)
7. Election of Officers or Directors (if applicable)
8. Open Forum - Comments for the Good of the Club
9. Adjournment

#### Article VI. Committees

##### Section A. Authority

The Board of Directors is authorized to form committees to provide recommendations and assist the Board in conducting the purposes of the organization. All committees shall have a minimum of three members, one of whom shall be designated as Chair of the Committee.





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## Section B. Standing Committees

### 1. Executive Committee

The Executive Committee shall consist of the Officers of the Club (President, Vice-President, Treasurer, Secretary, and Immediate Past-President). The President shall be the Chair of the Executive Committee and may call meetings of this committee. The Executive Committee shall have the power of the Board to act in an emergency which requires immediate action and to bind the Club by such action between meetings of the Board, to perform such other functions to the extent provided by the Board, and to study and make recommendations to the Board on matters to be considered by the Board; except that the Executive Committee shall not have the authority to amend the Club's Articles of Incorporation, to adopt a plan of merger or consolidation, to recommend the sale, lease, exchange or other disposition of substantially all of the assets of the Club, or to amend these By-Laws.

#### a. Meetings

Meetings shall be held at the call of the President, who shall also call a meeting of said Committee upon the request of any two (2) members of said Committee.

#### b. Quorum

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

#### c. Voting

The affirmative vote of a majority of those present and voting at a meeting at which a quorum of the members of the Executive Committee is present shall be necessary for the passage of any resolution or action.

#### d. Notification of the Board

The Board shall be advised as to any action taken by the Executive Committee and shall be so advised at the meeting of the Board next occurring after any action is taken by the Executive Committee.



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## 2. Nominating Committee

The Nominating Committee shall consist of three Board members appointed by the President. The Vice-President shall be a member and serve as Chair of the Nominating Committee.

## Section C. Special Committees

Special Committees may be appointed by the President for any purpose.

## Article VII. FISCAL YEAR

The fiscal year of the Club shall be from July 1 of any year through June 30 of the same calendar year.

## Article VIII. BY-LAWS CHANGES OR AMENDMENTS

Section A. The Ames Soccer Club, at either the annual meeting or a Board meeting, may make changes or amendments to these by-laws by a majority of the voting membership of the Board then in attendance.

Section B. Proposed changes or amendments to the by-laws must be submitted electronically to the Secretary of the Club two weeks before the meeting at which they are to be considered. The Secretary shall read the changes at the meeting. The changes shall be voted on as written and read by the Secretary.

Section C. Changes or amendments approved shall be effective immediately and no change shall be retroactive.

## Article IX. CLUB RECORDS

Confidentiality of Club records. Computer database information will be for ISA, Iowa Soccer League (ISL), Club Development League (CDL), US Club Soccer, and Club use only. Persons or organizations wishing to obtain the names of players shall submit a request in writing for such names to the Board.

A. The Club policy is to distribute names of coaches, players, officers, and referees only when it would not be detrimental to those individuals and only when it would be educational or beneficial and in the interest of the betterment of our soccer program.

B. Names of players, coaches, officers, or referees shall not be distributed for commercial solicitation purposes.



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#### Article X. NON-PROFIT STATUS - DISSOLUTION

The Club is not organized for pecuniary profit, nor shall it have any power to issue certificates or stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, trustee or individual. The balance, if any, of all money received by the Club from its operation, after payment in full off all debts and obligations of the Club of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purpose or purposes of the Club, as more particularly set forth herein above. Upon the dissolution of the Club, the Executive Board shall, after paying or making provisions for the payment of all of the liabilities of the Club, dispose of all of the assets of the Club in such manner, or to such organizations or organizations under Section 501(c)(3) of the Internal Revenue Code, as the disposed of by the District Court of the County in which the principal office organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes, provided further that in its dissolution, go or be distributed to any member or individual either for the reimbursement of any sums subscribed, donated or contributed by such member or individual, or for any other purpose.

Board approved (June 2016)  
Revised (Sept 2019)  
Revised (September 20, 2023)