

BYLAWS OF THE PANTHERS UNITED SOCCER ASSOCIATION

ARTICLE 1 – INTRODUCTION

1.01 DEFINITION OF BYLAWS:

These Bylaws constitute the code of rules the Panthers United Soccer Association adopted for regulating and managing its affairs.

1.02 PURPOSES AND POWERS:

Panthers United Soccer Association (Panthers USA) a Pennsylvania non-profit, non-stock, domestic corporation, has the purposes and powers, as stated in its Articles of Incorporation and whatever powers are or may be granted by the Nonprofit Corporation of Law of 1988 of the Commonwealth of Pennsylvania or any successor legislation.

The primary purpose of Panthers USA is to promote and further soccer on the youth and adult level in and around York County, Pennsylvania.

Notwithstanding anything to the contrary, Panthers USA is organized exclusively for educational and charitable purposes. No part of the net earnings of Panthers USA shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that Panthers USA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes. No substantial part of the activities of Panthers USA shall be the carrying on of propaganda or otherwise attempting to influence legislation, and Panthers USA shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these Bylaws, Panthers USA shall not carry on any other activities not permitted to be carried on by a corporation/organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or corresponding provisions of any future United States Internal Revenue Law.

Upon dissolution of Panthers USA, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of Panthers USA exclusively for the purposes of Panthers USA in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization(s) under Section 501(c) (3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of York County, Pennsylvania, exclusively for such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 2 – MEMBERS

2.01 MEMBERSHIP:

Membership in Panthers USA shall be limited to parents or guardians of children participating as players, all head coaches and assistant coaches, and to any individual who has demonstrated a commitment to Panthers USA.

ARTICLE 3 – DIRECTORS

3.01 DEFINITION:

The Board of Directors is that group of persons vested with the management of the business and affairs of Panthers USA.

3.02 COMPOSITION OF BOARD:

The Board of Directors shall be comprised of at least Fifteen, but no more than thirty, directors, Eight of whom shall be the officers as hereinafter defined. Each travel team is encouraged to have a representative serve on the Board.

3.03 TERMS OF DIRECTORS:

Each director shall serve a one-year term, beginning on August 1st, each year .Directors may serve consecutive terms. Election of the Directors shall take place no later than the July meeting of the Board of Directors.

3.04 PROHIBITION OF COMPENSATION:

Directors and officers shall not be paid compensation for performing their duties.

3.05 VACANCIES ON THE BOARD:

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors will be filled by appointment of a majority of the remaining Board of Directors. The new director appointed to fill the vacancy will serve for the unexpired term of the director he or she is replacing.

3.06 RESIGNATIONS:

A director may resign at any time, giving written notice to the Board of Directors, directed to the President. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

3.07 REMOVAL:

Any director may be removed from office by an act of the Board of Directors for cause deemed sufficient including, but not limited to, a demonstrated lack of commitment to the Association. Any director who fails to attend two consecutive meetings and who failed to notify the President or Secretary of his or her inability to attend the meeting may be removed, by a majority vote of the board of directors. The President or Secretary shall advise the removed director of his or her removal as soon as reasonably possible.

3.08 LOCATION OF DIRECTORS MEETING:

Meetings of the Board of Directors, regular or special, shall be held at such place or places, as the President shall designate.

3.09 ANNUAL OR REGULAR MEETINGS:

Regular meetings of the Board of Directors shall be held on the third Monday of each month, unless the President determines that no meeting is necessary in any particular month or unless the President reschedules the meeting.

3.10 CALL OF SPECIAL BOARD MEETINGS:

A special meeting of the Board of Directors may be called by either the President or by a number constituting at least one-half of the Board of Directors. Notice of such meetings may be given personally, by email, telephone, or first class mail at the direction of the President, or the Secretary if the meeting is being called by the Board.

3.11 WAIVER OF NOTICE:

Attendance of a director at any special meeting of the Board of Directors will constitute a waiver of notice of that meeting, except when the director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

3.12 QUORUM OF DIRECTORS:

A majority of the Board of Directors then serving in office shall constitute a quorum for the transaction of business at any meeting of the Board. The act of the majority of directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless a greater number is required under the provisions of these bylaws.

ARTICLE 4 – OFFICERS

4.01 NUMBER OF OFFICERS:

The officers of Panthers USA shall be the following eight (8) positions:

1. President
2. Vice-President / Boys Travel
3. Vice-President / Girls Travel
4. Vice-President / Intramural
5. Director of Coaching
6. Secretary
7. Treasurer
8. Registrar

4.02 ELECTION OF OFFICERS:

Each officer shall be elected annually by the Board of Directors, no later than the July meeting of the Board of Directors.

4.03 PRESIDENT:

The President is the chief executive officer of Panthers USA, and will, supervise and control the affairs of Panthers USA. The President will perform all duties incident to the office and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

If the President is unable to act, an Executive Committee member will perform all duties and exercise all powers of the President. The President shall appoint an executive committee member to perform the duties during his or her absence. If for any reason, the President is unable to select a replacement for said absence, the Executive Committee will select a member to handle the duties as outlined above.

4.04 VICE-PRESIDENTS:

The Vice-President / Boys Travel Soccer shall perform all duties prescribed to him or her by the Board of Directors and shall be primarily responsible for the operation of the boys travel and recreation teams.

The Vice-President / Girls Travel Soccer shall perform all duties prescribed to him or her by the Board of Directors and shall be primarily responsible for the operation of the girls travel and recreation teams.

The Vice-President / Intramural shall perform all duties prescribed to him or her by the Board of Directors and shall be primarily responsible for the operation of the intramural soccer program. This will include, but is not limited to, selection of coaches, establishing training methods, and scheduling fields and games.

4.05 DIRECTOR OF COACHING:

The Director of Coaching shall perform all duties prescribed to him or her by the Board of Directors and shall be responsible primarily for the, education, and supervision of Coaches within Panthers USA.

4.06 SECRETARY:

The Secretary will keep detailed records of all meetings of the Board of Directors, be the custodian of the corporate records, including copies of the reports of the Treasurer, give all notices as are required by these Bylaws, and, generally, perform all duties incident to the office of Secretary and any other duties that may be required by these Bylaws, or which may be assigned by the Board of Directors.

4.07 TREASURER:

The Treasurer will have charge and custody of all funds of Panthers USA, shall deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Panthers USA's properties and business transactions, render reports and accountings to the Directors, as required by the Board of Directors. The Treasurer will perform generally all duties incident to the office of Treasurer and any other duties as may be required by these Bylaws or which the Board of Directors may assign.

4.08 REGISTRAR:

The Registrar shall maintain records of Panthers USA, as required by the travel and recreational leagues, as sanctioned by the State / National affiliations their membership resides. He or she shall have the responsibility for ensuring that all matters regarding players' registration and related paperwork are done on a timely basis.

4.09 APPOINTED OFFICERS:

The Board of Directors may appoint other officers to perform such duties as are assigned to them by the Board. Such appointed officers shall hold their offices subject to the review of the Board. Appointive officers must be on the Board of Directors.

4.10 REMOVAL OF OFFICERS:

The Board of Directors may remove any officer elected or appointed to office whenever in its collective judgment the best interests of Panthers USA will be served.

4.11 VACANCIES:

A vacancy in any office for any reason may be filled during any meeting of the Board of Directors in the manner prescribed in the Bylaws for election or appointment to the office. Such vacancy shall be filled for the unexpired portion of the term.

ARTICLE 5 – COMMITTEES

5.01 DEFINITION OF COMMITTEES:

Panthers USA may have certain committees, which shall include the following:

1. Executive Committee,
2. Judiciary Committee,
3. Nominating Committee.

Panthers USA may include such other committees as the Board of Directors may from time to time hereinafter establish for try-outs, coaches selection, referee training, website design and maintenance, fundraising, pictures, and special events, like Springettsbury Township Saturday-in-the-Park.

Each committee shall have and exercise some prescribed authority of the Board of Directors in the management of this Association, However, no committee will have the authority of the Board to affect any of the following:

1. Fill vacancies on the Board;
2. Adopt, amend, or repeal Bylaws;
3. Amend or repeal any resolution of the Board;
4. Act on matters committed by Bylaws or resolution of the Board to another committee on the Board.

5.02 APPOINTMENT OF COMMITTEES:

The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may authorize the creation of one or more committees and delegate to these committees the specific and prescribed authority of the Board of Directors in the management of Panthers USA.

However, the creation of such committees will not operate to relieve the Board of Directors, or any individual director, of any of their respective responsibilities.

The President shall appoint the chairperson and other individuals to serve on the various committees authorized by the Board of Directors.

5.03 EXECUTIVE COMMITTEE:

The Executive Committee shall consist of the President, the three Vice-Presidents, the Secretary, the Treasurer, the Registrar, and the Director of Coaching. In the event that one board member holds two executive committee offices, the board will vote an at large director to the executive committee at the July meeting of the Board. The President shall be the chairman of the Executive Committee.

The President or any two other members of the Executive Committee may call a meeting of the Executive Committee. The President or other persons calling the meeting shall give notice to each member of the Executive Committee of the date, time, place and purpose of the meeting at least two days before the scheduled meeting. Five members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof.

The Executive Committee shall act only in the interval between meetings of the Board of Directors and shall, except to the extent otherwise provided herein or determined by the Board of Directors, have all authority of the Board of Directors other than the authority to fill the vacancies in the Board of Directors or amend the Bylaws.

The Executive Committee shall keep full and complete records of all meetings and actions, which shall be reported to and open to inspection by the Board of Directors.

At each meeting of the Executive Committee, all questions and business shall be determined by a majority vote of those present.

5.04 JUDICIARY COMMITTEE:

The Judiciary Committee's responsibility shall be to investigate any conduct of any coach alleged to be contrary to the philosophies or Bylaws of Panthers USA.

The Committee, which shall consist of five directors, who shall be appointed on a case by case basis by the President, shall thoroughly and impartially conduct the investigation of any coach when directed to do so by the President after consulting with the Executive Committee.

In the event the President or one of the members of the Executive Committee is the subject of a complaint, that person shall not be involved in the decision of whether to direct that the Judiciary Committee undertake an investigation.

Following its investigation, the Judiciary Committee shall report its findings and recommendations to the Board of Directors for appropriate action.

5.05 NOMINATING COMMITTEE:

Annually, at or before the June meeting, the President, with the advice and consent of the Board of Directors, shall appoint a Nominating Committee. The Nominating Committee shall consist of three directors. The Nominating Committee shall present to the Board of Directors its nominations for the Board of Directors no later than the July meeting. Any other Director may nominate additional nominees at the July meeting.

ARTICLE 6 – OPERATIONS

6.01 FISCAL YEAR:

The fiscal year of Panthers USA will be the calendar year.

6.02 EXECUTION OF DOCUMENTS:

CHECKS:

Annually, in August, the President and Treasurer shall execute the Bank Resolution for check signing authority, who alone, shall have such authority. Except for normal operating expenses, no checks shall be written for any amount over three hundred dollars without Board approval.

CONTRACTS:

Contracts, leases or other instruments executed in the name and on behalf of the Organization shall be signed by the Secretary and countersigned by the President and will have attached copies of the resolutions of the Board of Directors, certified by the Secretary, authorizing their execution.

GOVERNMENT:

Annually, in August, the President shall file the Notice of the Officers with the Commonwealth of Pennsylvania Department of State.

RANZINGER AGREEMENT

Panthers USA's use of the soccer field on the property of American Hydro Corporation is subject to the conditions of the Stipulated Zoning Decision and Settlement Agreement, dated June 28, 2001, and Hellam Township Zoning Case # 01-003. The Agreement between Panthers USA and Kathryn Ranzinger limits the use of the field, as follows:

March 1 - June 15:	Saturdays 9:00 a.m. to 1:00 p.m. Sundays 12:00 noon to 8:00 p.m.
August 1 - November 15:	Saturdays 1:00 p.m. to 8:00 p.m. Sundays 12:00 noon to 8:00 p.m.

Default and breach of the agreement will result in permanent forfeiture of field utilization at the property of American Hydro Corporation.

The President of the Board of Directors shall be the liaison to Ms. Ranzinger in administering the Agreement. Annually, in January, the President shall provide contact information to Ms. Ranzinger, by certified mail, return receipt requested.

6.03 BOOKS AND RECORDS:

Panthers USA will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board of Directors and various committees.

The Secretary will keep a register, giving the name, address of each director and the original or a copy of its Bylaws, including amendments to date..

6.04 INSPECTION OF BOOKS AND RECORDS:

All books and records of Panthers USA may be inspected by any director for any purpose at any reasonable time.

6.05 CONTRACTS:

The Board of Directors may enter into any contract or execute and deliver any instrument in the name of and on behalf of Panthers USA and such authority may be general or confined to specific instances.

6.06 LOANS:

Except for items being purchased in the ordinary course of business, no loans shall be contracted on behalf of Panthers USA and no evidences of indebtedness shall be issued in its name unless

authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. Panthers USA shall make no loans to any of their directors or officers.

6.07 DEPOSITS:

All funds of Panthers USA otherwise employed shall be deposited from time to time to the credit of Panthers USA in such banks, trust companies or their depositories as the Board of Directors may select.

6.08 PANTHERS USA LOGO:

The Panthers USA logo is the trademark of the Panthers United Soccer Association. The trademark may be registered. Regardless of registration, the use of the logo shall have prior written authorization by resolution of the Board of Directors. Anyone desiring to use the logo shall first notify the Board of Directors of the intended use, either in writing or in person before the full Board. The Board shall review and vote on such request no later than the next regularly scheduled board meeting. In authorizing the use of the logo, the Board may attach such conditions and requirements on the use thereof as the Board may deem appropriate.

6.09 CLUB FUNDRAISERS:

Panthers USA may, from time to time, conduct fundraisers in the manner determined appropriate by the board. All revenues generated there from shall be considered the property of Panthers USA and shall be used exclusively for club purposes. Under no circumstances shall any such revenues inure to the private benefit of any individual.

Team Fundraisers.

Subject to such policies as the board may from time to time adopt, each team shall be permitted to engage in its own fundraisers; provided, however, that all such fundraisers comply with the following:

The Team shall provide advance written notice of the fundraiser to the board for approval;

If the Team intends to sell merchandise in connection with the fundraiser, such merchandise will be purchased from the club, not outside vendors, for a price that is uniformly applied to all teams;

The team will maintain detailed accounting records of the fundraiser, accounting for the revenues generated from the fundraiser and the expenditures thereof;

The team will provide copies of such accounting to the board by the end of the year;

The team will clearly disclose to the public that the fundraiser is for the benefit of the team, not the club;

No part of the revenues shall be used for the personal benefit of any coach or other individual;

Revenues shall be used solely to defray the expenses of maintaining the team;

Revenues not used during the current year may be used in subsequent years;

If a team has excess revenues at the time it ceases to be a member of the club, all such excess revenues shall be turned over to the club and used for club purposes.

Each team recognizes that it has a duty to safeguard the integrity of the club and the team, and that it will handle fundraisers in the interests of the team and the club.

Any team that violates the terms of these provisions, and any individual associated with the team that violates the terms of these provisions shall be subject to such disciplinary action as the board deems appropriate, which may include suspension and/or expulsion from the club.

ARTICLE 7 – AMENDMENT

7.01 MODIFICATION OF BYLAWS:

The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, to the extent allowed by law, is vested in the Board of Directors, which can be done at any regular meeting of the Board, provided it is on the agenda and has been made available to the Board at least 2 consecutive regular monthly meetings.

Adopted this 17th day of October 2011

Jeff Nelson
President

ATTEST:

George Hatchard
Secretary

AMENDMENT SUMMARY

DATE	SECTION	CHANGE DESCRIPTION
11/98	4.01 / 4.04 / 5.03 3.03 / 4.02 4.07	Increase the number of Vice-President positions from two to four. Election date for the Directors to December from January To change the league affiliations. & to correct various typographical errors
12/99	6.09 6.10	Registering Club Logo and Guidance for use Club and Team Fundraisers
10/11	Many	Major over haul to modernize by-laws