

# **OPERATING BY-LAWS OF FUSION FC, INC.**

**Last Approved: February 22, 2017**

## ***Article I***

### **OFFICES**

#### **Section 1.1. Location.**

The registered office of Fusion FC, Inc., (“FUSION FC”) shall be at 250 Old Quaker Road, Eppers, PA 17319.

#### **Section 1.2. Other Offices.**

The Board of Directors may, at its discretion, establish and designate such other office locations as it deems appropriate.

#### **Section 1.3. Official Mailing Address.**

For purposes of receiving any mailed notices referenced in these by-laws, the mailing address of FUSION FC shall be P.O. Box 243, Lewisberry, PA 17339-0243. This address may be changed by resolution of the Board of Directors.

## ***Article II***

### **MEMBERSHIP**

#### **Section 2.1. “Member” Defined.**

A person is a “member” of FUSION FC if he or she is one or more of the following:

A registered player who is 18 years of age or older;

A parent or legal guardian of a registered player; or

A person who has filed with the FUSION FC a written declaration of his or her intention to abide by the rules of the FUSION FC, who has paid such membership fee as established by the Board of Directors for registration, and whose membership has been approved by the Board of Directors.

## **Section 2.2. Benefits of Membership.**

**(a) Voting Rights.** A member shall be eligible to vote at the annual meeting of the membership and special meetings of the members.

**(b) Right to be Heard.** A member shall be eligible to be heard at meetings of the Board of Directors, but shall have no vote at such meetings. The Board of Directors may, at its sole discretion, place reasonable limitations on this right to be heard in the interest of conducting an orderly meeting, confining debate to a particular agenda item, avoiding unreasonably repetitive or cumulative debate or keeping the length of the meeting to a reasonable time period.

## **Section 2.3. Responsibilities of Membership.**

**(a) Conduct.** It shall be the responsibility of every member of FUSION FC regardless of whether the member is a player, a parent, a coach, a Director or officer – to conduct himself or herself in a manner consistent with these By-Laws, the policies and procedures adopted by the Board of Directors and the standards of any league, association or organization with which FUSION FC affiliates itself.

**(b) Current Addresses and e-mail Information.** Since notices of meetings and events of FUSION FC may be transmitted to the members by mail and/or e-mail, it shall be the responsibility of each member to apprise FUSION FC of any change in mailing or e-mail address. This information shall be transmitted to the Secretary, or if the Board of Directors so designate, the Registrar.

## **Section 2.4. Membership List.**

**(a) List Required.** The Board shall make and maintain a current alphabetical list of the members of FUSION FC. This list shall be known as the “Membership List,” and shall include the most current mailing address provided by each member, as well as the most current e-mail address provided by each member.

**(b) Availability of List for Inspection.** The Membership List shall be kept on file by the Secretary and shall be available for inspection at reasonable hours upon written request. The Membership List shall also be available for inspection at any meeting of the membership.

**(c) Purpose of List.** The Membership List compiled and maintained by the Board shall be used to provide notices to the membership, whether through regular mail, e-mail or both. As stated in Section 2.3(b) (entitled “current address and e-mail information”), it shall be the responsibility of the member to keep this mailing address and e-mail address information current.

## **Section 2.5. Termination of Membership.**

**(a) Automatic Termination.** A person’s membership shall be automatically terminated as of the date that person no longer meets the definition of “member” set forth in Section 2.1 (entitled “Member’ Defined”).

**(b) Termination for Cause.** A person’s membership may be terminated for cause, in accordance with the “Discipline and Due Process” provisions set forth in Article X. There are many and varied circumstances under which membership might be terminated or discipline administered, and it is not the purpose of this provision to define with precision all of the circumstances under which disciplinary action might be considered. In general terms, a member might be subject to discipline – including termination of membership - for any of the reasons set forth in Section 10.13 (entitled “Defining Misconduct and Determining Appropriate Disciplinary Measures”).

**(c) Procedure for termination for cause.** A person whose membership is being terminated for any of the reasons set forth in the preceding subsection shall be entitled to be heard before the Disciplinary Committee, in accordance with the “Discipline and Due Process” provisions set forth in Article X.

## *Article III*

### **MEETINGS OF MEMBERS**

**Section 3.1. Time and Location of Meetings.** Meetings of the members shall be held at the registered office designated in Section 1.1 (entitled “location”), or at another location determined by the Board of Directors. The time and date of meetings of members shall also be determined by the Board of Directors.

### **Section 3.2. Advance Notice of Meetings.**

**(a) Contents of Notice.** The Board shall provide the members at least 5 days’ advance notice of the date, time and location of the annual meeting of the members, or of any special meeting of the members. The notice shall also include a description of the purpose of the meeting and a general description of the business to be discussed or acted-upon at that meeting.

**(b) Method of Delivering Notice.** This notice shall be adequate if each member is forwarded notice in one or more of the following ways:

Using mailing addresses, e-mail addresses and/or telephone numbers from the Membership List referenced in Section 2.4 (entitled “Membership List”);or

By dissemination through newsletter or other mailing forwarded to a member at the mailing address for that member appearing on the Membership List; or

By e-mail transmission to a member at the e-mail address for that member appearing on the Membership List; or

By direct personal communication to a member; or

By telephonic communication to a person or recording device at a telephone number for that member appearing on the Membership List.

### **Section 3.3. Quorum of the Membership.**

Twelve or more members, including at least nine Directors, shall constitute a quorum of the membership. If less than a quorum is present at a meeting of the members, no business may be presented or transacted, except as follows:

*(1) If the meeting is the annual meeting of the members held for the purpose of electing Directors, those members present may adjourn the meeting to a time, place and location agreeable to the majority of the members present, at which time the members shall elect the Directors if a quorum of the membership is present. This adjournment may not be for a period of more than 15 days. The adjourned meeting may be reconvened without providing the entire membership the notice otherwise required under Section 3.2 (entitled “Advance Notice of Meetings”).*

*(2) If the meeting is a special meeting of the membership, those members present may adjourn the meeting to a time, place and location agreeable to the majority of the members present, at which time – provided a quorum of the membership is present - the members shall address the business described in the advance notice for the adjourned meeting. The adjourned meeting may be reconvened without providing the entire membership the notice otherwise required under Section 3.2 (entitled “Advance Notice of Meetings”).*

### **Section 3.4. Voting by the Membership.**

**(a) One Member – One Vote.** Each member shall have a one vote with respect to any question put to a vote at a meeting of the members. Where a single vote is conducted to fill more than one Director position, each member shall have the same number of votes as the number of Director positions to be filled, but may not vote for a single candidate more than once.

**(b) Majority Vote; Exception.** Where a quorum is present at a meeting of the members, the vote of a simple majority of the members present shall decide any question brought to a vote at the meeting. The sole exception to this requirement shall be where a single vote is conducted to fill more than one Director position. When this occurs, the candidate receiving the highest number of votes shall be elected to the first open Director position, the candidate with the second-highest number of votes shall be elected to the second open Director position, the candidate with the third-highest number of votes shall be elected to

the third open director position - continuing in this pattern until all vacant Director positions are filled.

### **Section 3.5. Annual Meeting of the Members.**

**(a) Required Meeting.** The Board of Directors shall call the annual meeting of the members. This meeting shall be held in January of each calendar year.

**(b) Purpose of Annual Meeting of the Members.** The annual meeting of the members shall be held for the purpose of electing the Directors of FUSION FC. Although other business may also be conducted at that annual meeting, this shall be limited to the general subjects set forth in the agenda for the meeting and summarized in advance notice for the meeting provided the membership by the Board. This advance notice is described in Section 3.2 (entitled "Advance Notice of Meetings").

**(c) Nominating Procedures to be established by Directors.** The Directors shall establish a fair and reasonable procedure pursuant to which persons may be nominated as candidates for the position of Director. Only candidates nominated in accordance with such a procedure will be eligible for election to the position of Director.

**(d) Voting Procedure; Written Ballots Required in Votes to Fill Director Positions.** The voting for Directors of FUSION FC shall be conducted by written ballot. Voting on all other questions shall be by show-of-hands. In order to constitute a valid written ballot, the ballot must clearly identify the voting member and the person or persons for whom the member casts his or her ballot. Incomplete or illegible ballots will not be counted.

**(e) Procedure in the Event the Board of Directors Fails to Call the Annual Meeting of the Membership.** If the Board of Directors fails to call the annual meeting of the members within 13 months of the previous annual meeting of the members, any member may call the meeting.

### **Section 3.6. Special Meetings of the Members.**

**(a) Calling a Special Meeting.** A special meeting of the members may be called for any purpose other than those regulated by statute or the articles of incorporation. A special meeting of the members may be called by the following:

The President of FUSION FC;

The Board of Directors; or

- 70 or more members, where those members reduce their request to writing, include an agenda for the special meeting, sign the document and deliver it to the Secretary.

**(b) Secretary's Responsibility with respect to Special Meetings called by the Membership.** If 70 or more members request a special meeting in accordance with

subsection (a), the Secretary shall schedule a special meeting to occur within 60 days of receiving the request. The Secretary shall determine the date, time and location for the special meeting. If the special meeting is not held within that 60-day period, the petitioning members may call the special meeting.

**(c) Purpose of Special Meeting of the Members.** A special meeting of the members shall be limited to the general subjects set forth in the agenda for the meeting and summarized in advance notice for the meeting provided the membership by the Secretary. This advance notice is described in Section 3.2 (entitled “Advance Notice of Meetings”).

**(d) Voting Procedure: Written Ballots Required in Votes to Fill Director Positions.** The voting for Directors of FUSION FC shall be conducted by written ballot. Voting on all other questions shall be by show-of-hands. In order to constitute a valid written ballot, the ballot must clearly identify the voting member and the person for whom the member casts his or her vote. Incomplete or illegible ballots will not be counted.

**(e) Procedure in the Event the Board of Directors Fails to Call the Annual Meeting of the Membership.** If the Board of Directors fails to call the annual meeting of the membership within 13 months of the previous annual meeting of the membership, any member may call the meeting.

#### *Article IV*

### **DIRECTORS**

#### **Section 4.1. Composition of the Board of Directors.**

The Board of Directors shall be comprised of eleven (11) Directors. A person must be a member of FUSION FC in order to be a Director.

#### **Section 4.2. Term of Office.**

**(a) Term Length.** Each Director shall be elected to serve a three-year term, and shall serve beyond that term until a successor is elected by the membership.

**(b) Number of Consecutive Terms.** A Director may serve only two consecutive terms, and until a successor is elected by the membership. If a Director is elected to fill a portion of an unexpired term, that Director may serve that unexpired term and two consecutive full terms beyond that, and until a successor is elected by the membership. A person may not be elected to a Director’s position until a period of at least 11 months has lapsed from the last date that person held office as a Director.

**(c) Removal from Office for Non-attendance.** If a Director fails to attend three consecutive meetings of the Board of Directors, that Director may be removed from office by vote of the remaining Directors. The voting Directors may consider any

extenuating circumstances surrounding the absences in deciding whether to remove a Director for non-attendance.

### **Section 4.3. Filling Vacancies on the Board of Directors.**

The Board of Directors may – by majority vote of the Directors though less than a quorum – fill any unexpired Director position until the successor is either elected at a special meeting of the members duly called for that purpose or at the next annual meeting of the members, whichever occurs first.

### **Section 4.4. Duties of the Board of Directors.**

**(a) General Duties.** The business and affairs of FUSION FC shall be managed by the Board of Directors, which may exercise all powers of the corporation to do such lawful acts and things as are not by statute or by the articles of incorporation or these By-Laws directed or required to be exercised and done by the members.

**(b) Compensation of Agents, Contractors or Employees.** The Board of Directors shall fix the salaries or compensation of any agent, contractor or employee of FUSION FC.

### **Section 4.5. Meetings of the Board of Directors.**

**(a) Initial Meeting.** The first meeting of each newly-elected Board of Directors may be held at the same place and immediately after any meeting of the members at which a Director is elected, and no notice need be given the newly-elected Director of the meeting.

**(b) Regular Meetings.** Regular meetings of the Board of Directors may be held at a time, date and location agreeable to *either*:

A majority of a quorum of the Board of Directors at a meeting of that Board; *or*

Every member of the Board of Directors by unanimous written consent.

**(c) Notice of Meetings.** Notice of the time, date and location of a regular meeting of the Board of Directors shall be given to each Director at least 24 hours before the meeting, or some lesser time if given with the written consent of the Director receiving the late notice. This notice may consist of a single notification that the regular meetings of the Board of Directors will be held on a particular date each month, at a particular time and location. Notice shall be by one or more of the following methods:

By dissemination through newsletter or other mailing forwarded to a Director at the mailing address for that Director appearing on the Membership List;

By e-mail transmission to a Director at the e-mail address for that Director appearing on the Membership List; or

By direct personal communication to a Director; or

By telephonic communication to a person or recording device at a telephone number for that Director appearing on the Membership List.

**(d) Special Meetings.** Special meetings of the Board of Directors *may* be called by the President. Special meetings *shall* be called by the President or Secretary upon the written request of 2 or more Directors. Each Director shall be provided at least 24 hours advance

notice of the special meeting, or some lesser time if given with the written consent of the Director receiving the late notice. The notice need not state the general nature of the business to be conducted at the special meeting.

#### **Section 4.6. Quorum for Meetings; Official Action.**

**(a) Quorum.** A majority of the Directors in office shall be necessary to constitute a quorum of the Board of Directors. If a quorum is not present at a meeting, the meeting shall be terminated or adjourned. Notice of the continuation of the adjourned meeting shall be given in accordance with the requirements of Section 4.4 (entitled “Meetings of the Board of Directors”).

**(b) Official Action *with* Meeting.** The acts of a majority of the Directors present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors. The sole exception occurs when the Board of Directors seeks to establish a committee, in which case the affirmative votes of a majority of the Directors in office is required to establish the committee.

**(c) Official Action *without* Meeting.** Any action which may be taken by the Board of Directors may be taken without convening a meeting if the Directors in office unanimously consent to the action, produce a writing setting forth the action taken and acknowledging this consent, and file this writing (whether in a single document or multiple documents) with the Secretary.

#### **Section 4.7. Designation of Committees.**

**(a) General Authority.** The Board of Directors may, by resolution passed in accordance with the requirements of Subsection 4.5(b) (entitled “Official Action with Meeting”), designate one or more committees as needed.

**(b) Disciplinary Committee.** The Board of Directors shall appoint a Disciplinary Committee, having the Vice President for Soccer Programs as its chairperson. The other members of the Disciplinary Committee shall be appointed in accordance with the “Discipline and Due Process” provisions set forth in Article X.

**(c) Ways and Means Committee.** The Board of Directors shall appoint a Ways and Means Committee, having the Vice President for ~~Facilities and~~ Finance as its chairperson

and the Treasurer as a member. The Ways and Means Committee shall be comprised of at least five (5) persons. The general purpose of the Ways and Means Committee shall be to oversee the financial operations of FUSION FC including, but not limited to, arranging for the preparation of budgets, arranging for required financial statements and ensuring that audits are performed.

## *Article V*

### **OFFICERS**

#### **Section 5.1. Board of Directors to Elect Officers.**

The Board of Directors shall elect the Officers of FUSION FC from among the Directors. This election shall occur immediately after the annual meeting of the members. Should any office become vacant for any reason prior to the next annual meeting of the members, the Board of Directors shall meet and vote to fill that vacancy.

#### **Section 5.2. Officers.**

**(a) Designated Officers.** The Officers of FUSION FC shall be as follows:

President

Vice President – Competitive Boys

Vice President – Competitive Girls

Vice President – Recreational

Vice President – Facilities

Vice President – Finance

Secretary

Treasurer

**(b) Discretion to Elect Additional Officers.** The Board of Directors may choose such other agents as it deems necessary to meet the needs of FUSION FC, and may – by resolution – assign these persons authority and duties as the board of Directors deems necessary and consistent with the purposes and objectives of FUSION FC.

#### **Section 5.3. Terms of Office.**

The term of office for each position described in Section 5.2 (entitled “Officers”) shall be from the date of election to the next annual meeting of the members. A Director may

serve no more than 2 consecutive terms in the same office except where the best interests of FUSION FC, as determined by a majority vote of the general membership will be served with a longer term. If a Director is elected to fill a portion of an unexpired term, though, that Director may serve the unexpired term and 2 consecutive full terms in the same office. A Director must allow at least 11 months to lapse from the end of a term as an officer before that Director may again be elected to that same officer position. The term of office for each Board member shall be staggered so that officers shall serve no more than 4 years in the same office and the elected Board shall determine the length of term of each newly elected Board member. The term for office Vice President-Competitive Girls and the Vice-President – Competitive Boys shall not run concurrently and in implementing these changes, one Vice-President shall have a three year term and the other Vice-President shall have a two year term.

#### **Section 5.4. Removal of Officers.**

Any officer or agent may be removed from office at any time by the vote of at least 7 Directors.

#### **Section 5.5. Duties of Officers.**

**(a) The President.** The President shall:

Be Chief Executive Officer of FUSION FC;

Shall be the principal executive officer of the corporation;

Preside at all meetings of the members and Directors;

Have general and active management of the business of the corporation

Ensure that orders and resolutions of the Board of Directors are carried into effect;

Execute bonds, deeds, mortgages and other contracts on behalf of FUSION FC, except where required or permitted by law to be otherwise signed and executed, and except where the execution thereof shall be – by resolution of the Board of Directors – expressly delegated to some other officer or agent of the corporation; and

Provide guidance to club members concerning the rules and regulations of FUSION FC.

In general the President shall perform all duties incident to the office of the President and such other duties as shall be prescribed by the Board of Directors from time to time including, inter alia, attendance at such league, association, and other meetings as the Board may deem to be in the best interests of the corporation.

**(b) VP Competitive Boys.** The Vice President – Competitive Boys shall supervise and control the corporation's competitive programs of boys' play. In consultation with the

President and Director of Coaching, this Vice-President shall participate in the selection competitive teams and coaches for boys play. This Vice-President shall be responsible for the placement of corporation teams in the appropriate leagues and divisions and in general shall do whatever is necessary to assure the success of the boys' competitive programs. In general, the Vice President – Competitive Boys shall perform all duties incident to the office of Vice President – Competitive Boys and such other duties as may be prescribed by the Board of Directors from time to time, inter alia, attendance at such league, association and other meetings as the Board may deem to be in the best interests of the corporation. The Vice President – Competitive Boys or Vice President – Competitive Girls, shall be first and second in line to perform the duties and exercise the powers of the President in the absence or disability of the President, with whichever VP – Competitive having the greater membership being first and the other VP-Competitive being second.

**(c) VP Competitive Girls.** The Vice President – Competitive Girls shall supervise and control the corporation's competitive programs of girls' play. In consultation with the President and Director of Coaching, this Vice-President shall participate in the selection competitive teams and coaches for girls play. This Vice-President shall be responsible for the placement of corporation teams in the appropriate leagues and divisions and in general shall do whatever is necessary to assure the success of the girls' competitive programs. In general, the Vice President – Competitive Girls shall perform all duties incident to the office of Vice President – Competitive Girls and such other duties as may be prescribed by the Board of Directors from time to time, inter alia, attendance at such league, association and other meetings as the Board may deem to be in the best interests of the corporation. The Vice President – Competitive Boys or Vice President – Competitive Girls, shall be first and second in line to perform the duties and exercise the powers of the President in the absence or disability of the President, with whichever VP – Competitive having the greater membership being first and the other VP-Competitive being second.

**(d) VP Recreational.** The Vice President – Recreational shall supervise and control the corporation's recreational programs for boys and girls play. In consultation with the President and Director of Coaching, this Vice-President may appoint such age group coordinators as may be necessary to assure the success of the recreational program. Along with the President and Director of Coaching, this Vice-President shall participate in the selection of recreational coaches, the scheduling of games for recreational play, and in general do all things necessary to assure the success of the recreational programs.

**(e) VP Facilities.** The Vice President – Facilities shall:

Perform the duties and exercise the powers necessary to maintaining and improving the lands, facilities and equipment of FUSION FC in accordance with the instructions of the Board of Directors; and

Perform such other duties as the Board of Directors may prescribe or the President may delegate.

**(f) VP Finance.** The Vice President – Finance shall:

Perform the duties and exercise the powers of the President in the absence or disability of the President and the Vice Presidents – Competitive (Boys and Girls);

Chair the Ways and Means Committee;

Supervise and coordinate fundraising efforts, concession stand operation, field rentals, tournament rentals, sales of uniforms and similar functions relating to the facilities or finances of FUSION FC; and

Perform such other duties as the Board of Directors may prescribe or the President may delegate.

**(g) The Secretary.** The Secretary shall:

Attend all meetings of the Board of Directors and the membership and record the votes of the corporation and the minutes of all meetings and transactions in a book to be kept for that purpose;

Reproduce and distribute copies of all meeting minutes to each member of the Board of directors;

Maintain a chronological filing, properly indexed, of all official meetings of FUSION FC; and

Perform such other duties as may be prescribed by the board of directors or the President, under whose supervision the secretary shall be.

**(h) The Treasurer.** The Treasurer shall:

Have custody of FUSION FC's corporate funds;

Keep full and accurate accounts of receipts and disbursements in books belonging to the corporation;

Deposit all moneys and other valuable effects in the name and to the credit of FUSION FC in such depositories as shall be designated by the Board of Directors;

Disburse the funds of FUSION FC as may be ordered by the Board of Directors, taking proper vouchers for such disbursements;

Serve on the Ways and Means Committee;

Render to the President and the Directors, at regular meetings of the board of Directors, an account of all his or her transactions as treasurer

and the financial condition of FUSION FC;

Open the financial books of FUSION FC to an auditing committee for review;

If required by the Board of Directors, give FUSION FC a bond in such sum, and with such surety or sureties as may be satisfactory to the Board of Directors, for the faithful discharge of the duties of his or her office and for the restoration to FUSION FC, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his or her control belonging to FUSION FC;

Develop and recommend the necessary financial controls to adequately protect and safeguard FUSION FC's assets;

Organize and coordinate an annual budgetary process to be followed each year, and assist committees with preparation of budget requests; and

Prepare an annual financial report to be submitted to the Board of Directors and the membership as described in Section 8.1 (entitled "Annual Financial Report to Members").

## *Article VI*

### **FIXING THE RECORD DATE**

#### **Section 6.1. Record Date.**

The record date for the determination of the members entitled to notice and to vote in annual or special meetings of the members shall be the Membership List (referenced in Section 2.4, entitled "Membership List") 60 days before the meeting, unless revised by resolution of the Board of Directors. The record date for determining members for any other purpose shall be the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

## *Article VII*

### **TEAMS AND REGISTRATION**

#### **Section 7.1. CPYSL Rules and Regulations Apply.**

Coaches, players, members and spectators at games shall be subject to the rules and regulations of the Central Pennsylvania Youth Soccer League ("CPYSL") and FUSION FC.

#### **Section 7.2. Age Group Coordinators.**

The appropriate Vice President may, with the approval of the Board of Directors, appoint Age Group Coordinators, who shall be responsible for making coaching assignments for group. Conflicts shall be resolved by the Age Group Coordinator and at least 2 Directors who are not involved in the dispute.

### **Section 7.3. Finality of Player Placement.**

Where the corporation establishes teams in accordance with these by-laws and any applicable policies adopted by the Board of Directors, any determination as to placement of an individual player on a particular team may only be altered by a vote of six (6) or more of the Directors.

## *Article VIII*

### **GENERAL PROVISIONS**

#### **Section 8.1. Annual Financial Report to Members.**

At each annual meeting of the members the Board of Directors shall present to the membership a financial report, the contents of which are prescribed in the Nonprofit Corporation Law of 1988 at 15 Pa.C.S.A. Section 5553 (or any successor act or provisions), a copy of which shall be filed with the minutes of the annual meeting of the membership.

#### **Section 8.2. Rules of Order for Meetings.**

The rules contained in the current edition of “Roberts Rules of Order” shall govern the meetings of the Board of Directors and the members, unless they are inconsistent with any special rules of order the Board of Directors may adopt.

#### **Section 8.3. Resolution of Inconsistencies or Conflicts between By-Laws and applicable laws or the Articles of Incorporation of FUSION FC.**

If any provision of these By-Laws, or portion thereof, is inconsistent with or in conflict with the Articles of Incorporation of FUSION FC, the Nonprofit Corporation Law of 1988 (15 Pa.C.S.A. Section 5101 *et seq.*) or its successor statutes, or any other applicable State or Federal Law, that provision or portion shall be considered as having no effect and the requirements of the inconsistent or conflicting Articles of Incorporation or statute shall control.

#### **Section 8.4. Checks and Notes.**

All checks or demands for money and notes of FUSION FC shall be signed by such officer or officers as the Board of Directors may from time to time designate.

#### **Section 8.5. Fiscal Year.**

The fiscal year of FUSION FC shall be the calendar year.

### **Section 8.6. Indemnification.**

FUSION FC shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (including actions by or in right of FUSION FC to procure a judgment in its favor) by reason of the fact that he or she is or was a representative of FUSION FC or is or was serving at the request of FUSION FC as representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees, judgments, fines and amounts paid in settlement actually or reasonably incurred, upon a determination in the specific case that such indemnification is proper in the circumstances because he or she has met the standard of conduct applicable under section 5741 (relating to third-party actions) or 5742 (relating to derivative and corporate actions) of the Nonprofit Corporation Act of 1988 (or any successor act or provisions), and under section 8361 *et seq.* of the Directors Liability Act of 1986. FUSION FC may purchase and maintain insurance for the purpose of indemnification on behalf of any and all persons to the full extent permitted under section 5747 of the Nonprofit Corporation Act of 1988 (or any successor act or provisions).

## *Article IX*

### **AMENDMENTS**

**(a) Amendment Options.** These By-Laws may be altered, amended or repealed by a vote of 2/3 of the members present at any annual or special meeting duly convened after notice to the membership of that purpose, or by a vote of 6 of the Directors in office at any regular or special meeting of the Board of Directors duly convened, subject always to the power of the membership to change such action by the Directors. The Board of Directors may not amend these By-Laws unless the specific amendment being considered was introduced at the meeting of the Board of Directors immediately preceding the meeting at which the amendment is to be voted upon.

**(b) Prohibition.** Notwithstanding subsection (a), the Board of Directors shall not adopt a By-Law on any subject which is committed exclusively to the membership as described in the Nonprofit Corporation Law of 1988 (15 Pa.C.S.A. Section 5101 *et seq.*).

## *Article X*

### **DISCIPLINE AND DUE PROCESS**

#### **Section 10.1. Rationale.**

FUSION FC exists to promote good sportsmanship, "Fair Play", player safety, player development and the spirit of the Laws of the Game. FUSION FC is dedicated – first and foremost – to the well-being of the young persons involved in its teams and programs.

This Article describes the procedures pursuant to which FUSION FC will administer discipline, and affords those facing discipline notice and an opportunity to be heard.

### **Section 10.2. Composition of the Disciplinary Committee.**

The Disciplinary Committee shall consist of the President , two disinterested members appointed by the Board of Directors, the Age Group Coordinator and – if the violation of conduct involves parents – the team coach. The President may appoint a designee to act in his or her stead.

### **Section 10.3. Responsibilities of the Disciplinary Committee.**

The Disciplinary Committee will investigate violations of conduct. Where sufficient evidence of violations exist, as determined by the Disciplinary Committee, specific penalties will be issued by that Committee. Hearsay evidence is not considered sufficient evidence.

### **Section 10.4. Common Sense and Fairness.**

Common sense and fairness shall be the guide in decision-making by the Disciplinary Committee.

### **Section 10.5. Complaint Procedure.**

**(a) Complainant.** Any person may request the Disciplinary Committee to investigate an incident of alleged misconduct and – if misconduct is found – to take disciplinary action.

**(b) Initiating a Complaint.** A person seeking Disciplinary Committee review of an alleged incident of misconduct shall – within 10 days of knowledge of the incident giving rise to the complaint – deliver a written complaint to a member of the Board of Directors, a member of the Disciplinary Committee or to the mailing address set forth in Section 1.3 (entitled “Official Mailing Address”). The complaint shall:

- Identify the complainant by name, address, telephone number and e-mail address;
- Provide a detailed and objective explanation of the conduct giving rise to the complaint;
- Provide as many names and telephone numbers of witnesses to the incident as are in the possession of the complainant; and
- Request Disciplinary Committee review of the incident.

### **Section 10.6. Initial Contact.**

The Disciplinary Committee shall – within 7 days of receiving a written complaint seeking Disciplinary Committee review of an alleged incident of misconduct – contact all

parties involved to announce the initiation of formal disciplinary consideration and to inform all concerned of the “Discipline and Due Process” provisions set forth in this Article.

#### **Section 10.7. Investigation.**

The Disciplinary Committee shall investigate any complaint of alleged misconduct. The investigation shall include face-to-face or telephonic interviews of the complainant and any persons who would be subject to disciplinary action if the complaint is well-founded. It shall also include interviews of witnesses, to the extent practicable. The investigation may proceed without the cooperation of the complainant or the subject of the investigation. The Disciplinary Committee may, at its discretion, provide affected persons notice and opportunity for an evidentiary hearing. It is anticipated that such hearings will be rather infrequent and that the majority of investigations can be completed through the interview process described above.

#### **Section 10.8. Deliberation and Decision.**

Once the Disciplinary Committee has completed its investigation, it shall review the evidence before it, deliberate and render a decision as to the appropriate disciplinary action, or non-action, in keeping with this Article. The decision shall be rendered as promptly as possible, but no later than 30 days after receipt of the complaint.

#### **Section 10.9. Notice of Decision.**

A decision of the Disciplinary Committee shall be in writing, and shall be mailed to both the complainant and the subject(s) of the disciplinary action, or non-action, no later than 30 days after the receipt of the complaint. The decision directed to the complainant shall be hand delivered or sent certified mail, return receipt requested. The decision shall also be communicated to other interested persons (e.g., a coach where a parent of a player is the subject of disciplinary action).

#### **Section 10.10. Right to Appeal; Procedure.**

A person who is subject to a disciplinary action by decision of the Disciplinary Committee is entitled to due process, and may appeal the decision to the Board of Directors by a written appeal notice delivered to either of the following within 5 days of receipt of the Disciplinary Board’s decision:

A member of the Board of Directors; or

.A member of the Disciplinary Committee.

#### **Section 10.11. Review by the Board of Directors.**

**(a) General.** The Board of Directors will hear an appeal of a decision of the Disciplinary Committee at the date, time and place of its next regularly scheduled meeting, if the appeal notice is received 10 days or more before that scheduled meeting. If the appeal notice is received *less* than 10 days before the next scheduled meeting, the Board of Directors may, at its discretion, elect to hear the appeal at the meeting *following* the next regularly scheduled meeting.

**(b) Board of Directors' Options.** The Board of Directors may *affirm* the disciplinary action taken by the Disciplinary Committee or modify that action by imposing a less-severe disciplinary sanction or a more-severe disciplinary sanction. In other words, *an appeal of a Disciplinary Committee decision may result in the Board of Directors imposing a disciplinary sanction that is more severe than that originally imposed by the Disciplinary Committee.*

### **Section 10.12. Voting; Notice of Decision.**

The Board of Directors shall conduct a hearing and decide discipline matters by a simple majority vote. This decision will be reduced to writing and mailed to the person subject to the disciplinary action within 3 days of the meeting at which the decision is made.

### **Section 10.13. Defining Misconduct and Determining Appropriate**

#### **Disciplinary Measures.**

**(a) General.** It is not the purpose of this Article to identify all of the types of misconduct upon which disciplinary action might be taken. In general, though, FUSION FC may – whether through its Disciplinary Committee or the Board of Directors – take reasonable disciplinary action against any person who does one or more of the following:

-Engages in assaultive or intimidating behavior, or conduct that otherwise harms or endangers the health or safety of any player, referee, member of FUSION FC or spectator;

-Provides a bad example to the young persons involved in FUSION FC teams and programs;

-Engages in actions that would, if known, tend to subject the good name of FUSION FC to disrepute or scandal;

-Violates the Standards of Conduct of any League, Association or Organization with which FUSION FC associates itself;

- Engages in unsportsmanlike activity in connection with any activity or event in which FUSION FC is involved or associated; or

- Engages in any other activity, not identified above, which works against FUSION FC's objectives of promoting good

sportsmanship, "Fair Play", the safety of FUSION FC players and their opponents, player development and the spirit of the Laws of the Game.

**(b) Specific Incidents of Misconduct and Recommended Progressive Penalties.** The Board of Directors may – but need not – establish recommended progressive penalties for specific violations of conduct, to guide the Disciplinary Committee. The policy may identify specific violations and prescribe ranges of appropriate disciplinary actions, and may impose progressively more-severe disciplinary measures for repeated violations.

#### **Section 10.14. Clarifications.**

**(a) Carry-over of Sanctions.** Disciplinary actions or consequences not fulfilled in the current season, due to timing, will carry-over to the next season until satisfied.

**(b) FUSION FC Interests.** These consequences and penalties apply to any member of FUSION FC at any time and are not confined to games, playing fields, practice sessions, meetings, etc.... These consequences and penalties remain effective for any time, place, circumstances or location when and where the interests of FUSION FC are involved.

**(c) Probation.** All coaches, spectators and officials are subject to probation due to repeated or multiple warnings or cautions, or where deemed appropriate by the Disciplinary Committee.

**(d) Infractions by Coaches under Probation.** A coach under probation will be placed on suspension for any of the above infractions.

**(e) Effect of Suspension.** Any member of FUSION FC under suspension may not attend or participate in any game, practice, event or function of FUSION FC.

**(f) Expulsion.** A coach under expulsion is out of FUSION FC indefinitely. An expelled coach may not act in any coaching, managerial or supervisory capacity with respect to any FUSION FC team. Reinstatement (after expulsion) may only be made after favorable review by the Disciplinary Committee.

**(g) Cumulative Misconducts.** Repetitive instances of warnings, cautions, game ejections, yellow cards or red cards will result in the determination of formal disciplinary actions by the Board of Directors – including expulsions.

**(h) Recusal of Directors.** In the event that a Director of FUSION FC is involved in the investigation or consideration of any disciplinary action by the Disciplinary Committee, that Director may not participate in the deliberation or vote of the Board of Directors with respect to a review of the Disciplinary Committee's decision.

**(i) “Warnings” and “Cautions.”** For purposes of this document, a “Warning” shall consist of a verbal notice of infraction and a “Caution” shall consist of a written notice of infraction.

**(j) Criminal Prosecutions and/or Civil Proceedings.** Penalties, disciplinary actions and decisions of the Disciplinary Committee or the Board of Directors do not exclude, prohibit or limit FUSION FC, any member of FUSION FC or any other person from pursuing civil or criminal legal action against the offender based upon the same conduct bringing about that penalty, disciplinary action or decision.