

**TSF Soccer Club**  
**Articles of Incorporation / By-Laws**

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**Articles of Incorporation**  
**Of**  
**TSF Soccer Club, Inc.**  
**A Nonprofit Corporation**

**ARTICLE 1 NAME**

This organization formerly known as Tripoli-Sumner United Soccer Club shall now be known as TSF Soccer Club (hereinafter "THE CLUB") and shall be affiliated with the Iowa Soccer Association, (hereinafter "STATE ASSOCIATION") United States Youth Soccer Association (hereinafter "USYSA"), the United States Soccer Federation (hereinafter "USSF"), and the City of Sumner Iowa.

**ARTICLE 2 PURPOSE**

THE CLUB shall develop, promote and administer a youth soccer club for players residing primarily in Tripoli, Sumner and Fredericksburg on behalf of teams, players, coaches, referees, parents and administrators consistent with the bylaws, policies and procedures of STATE ASSOCIATION, USYSA, USSF and the United States Olympic Committee (USOC).

**ARTICLE 3 OFFICES**

The principal office of THE CLUB shall be located in the State of Iowa. The address of the resident agent of THE CLUB required by the State of Iowa Not-For-Profit Corporation Act of said state may be, but need not be, identical with the principal office of THE CLUB. The address of the principal office and the designation of the resident agent may be changed from time to time as authorized by the Board of Directors.

**ARTICLE 4 SEASONAL PLAYING YEAR AND FISCAL YEAR**

The seasonal playing year of THE CLUB shall begin on the first day of September in each year and end on the last day of August in the following year. The Board of Directors shall determine the fiscal year.

**ARTICLE 5 MEMBERSHIP**

THE CLUB will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

5.1 Types of Members/Memberships Membership in THE CLUB is comprised of two types of Members.

1. Members who are Parent(s), Guardians or Representatives of Players
2. Allied Member Organizations

5.2 Members who are Parent(s), Guardians or Representatives of Players

5.2-1 Definition Members who are Parent(s), Guardians or Representatives of a Player(s) registered with THE CLUB.

5.2-2 Adherence to Standards

Each Member who is a Parent(s), Guardians or Representatives of a Player(s) will adhere to the Bylaws, policies and procedures of THE CLUB, and STATE ASSOCIATION, USYSA, USSF and USOC where applicable.

5.2-3 Voting Rights

Members who are Parent(s), Guardians or Representatives of Players that are in good standing with THE CLUB shall have the right to vote at the Annual General Meeting and any special meeting of the membership of THE CLUB. Members who are Parent(s), Guardians or Representatives of Players may attend and vote by proxy.

5.3 Allied Member Organizations

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- 5.3-1 Definition Allied Member Organizations are those sports organizations, which govern programs in, or allied to, soccer as a sport, do not field teams and are not qualified as Members who are Parent(s), Guardians or Representatives of Players. Recognition of an organization by THE CLUB as an Allied Member Organization shall be extended to the governing body of the organization, and not to the general membership or programs of the organization.
- 5.3-2 Adherence to Standards  
Each Allied Member Organization shall retain its autonomy but will adhere to the Bylaws, policies and procedures of THE CLUB, and STATE ASSOCIATION, USYSA, USSF and USOC where applicable.
- 5.3-3 Voting Rights Each Allied Member Organization shall be a non—voting member of THE CLUB.
- 5.3-4 Fees  
The Allied Member shall pay an annual Allied Member fee as established by THE CLUB’S Board of Directors. Allied Member fees shall be due and payable on or before the first day of the current CLUB seasonal year.
- 5.4 Disciplinary
- 5.4-1 The board will handle all disciplinary problems and complaints.
- 5.4-2 If a board member is involved in any disciplinary problem, then a committee will be formed and provide recommendation to the board.
- 5.4-3 All parents, players and coaches will be required to Sign the code of conducts prior to the start of the season.
- 5.6 Membership Meetings
- 5.6-1 Annual General Meeting of Members  
THE CLUB shall have an annual general meeting of its members. The Board of Directors shall determine the date, time and location of that meeting. Written notification by: mail, e-mail, newsletter, or posting at the playing fields of the Club to all Members shall be made at least thirty (30) days prior to the Annual General Meeting.
- 5.6-2 Special Meetings  
The Board of Directors may call a special meeting of the membership at any such time, as the Board of Directors deems necessary. Written notice of the meeting by: mail, e-mail, newsletter, or posting at the playing fields of the Club must be given to all Members at least thirty (30) days in advance of the special meeting.
- 5.6-3 Quorum  
A quorum shall consist of the smaller, ten (10) Members or ten percent (10%) of the total number of Members.
- 5.6-3 Majority Vote Requirement  
Action of the membership shall be by majority vote, unless otherwise provided by these bylaws.

### **ARTICLE 6 BOARD OF DIRECTORS**

#### 6.1 General Authority

The business, property and affairs of THE CLUB shall be managed and controlled by a Board of Directors as from time to time constituted. All authority of THE CLUB shall be vested in a Board of Directors unless specified otherwise in these bylaws. The Board of Directors is responsible for developing and enforcing the bylaws, policies and activities of THE CLUB, including but not limited to decisions affecting membership status and appeals procedures. The Board of Directors may delegate responsibility for day-to-day operations associated with these activities.

#### 6.2 Board Composition

There shall be five (5) Directors of THE CLUB, which number may from time to time be increased or Decreased by resolution adopted by not less than a majority of the Board of Directors, subject to

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the limitation that the Board of Directors shall never be reduced to less than three (3) nor increased to more than seven (7) Directors. Except as otherwise provided in these By-Laws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

### 6.3 Restrictions on Service on Board of Directors

- A. No person convicted of a felony within the previous ten— (10) years may serve as a member of the Board. Notwithstanding the previous sentence, in no event shall a person serve as a member of the Board if he or she has been convicted of a sex crime; a crime involving the sale, manufacture or delivery of a controlled substance; robbery; murder; perjury; burglary or a crime involving the abuse of a child. Any person who is charged with a criminal act shall be suspended from the Board pending outcome of the charges.
- B. Any person missing 4 consecutive regularly scheduled Board meetings or 6 regularly scheduled Board meetings in any preceding 12 months, shall be deemed to have immediately resigned as a member of the Board. Furthermore, the Board may remove or dismiss from office any appointed or elected member of the Board for reasonable cause by due process followed by a two-thirds (2/3) vote of the Board unless otherwise provided in these Bylaws and subject to the rules of STATE ASSOCIATION, USYSA, USOC and USSF.
- C. The authority to determine breaches of duties of care, loyalty or candor shall rest with the Board. Generally, no Board member may financially gain as a result of any activity of the Board, or be associated with any company or organization contracting or doing business or potentially in conflict with THE CLUB in any form, unless the Board member has provided full disclosure and received is authorized, approved or ratified by a majority of non-interested members of the Board.

### 6.4 Meetings

#### 6.4-1 Regular Meetings

The Board shall hold regular meetings at least once each calendar quarter. The President shall determine the date, time, and location of these meetings and give reasonable notice of the meetings. Reasonable notice as it relates to “regular meetings” shall mean not less than seven (7) business days. Such notice shall include but not be limited to the agenda, date, time and place of the meeting. If the meeting is by a means other than in person, the notice shall also include the means by which the membership may observe the meeting.

#### 6.4-2 Special Meetings

Meetings for a special purpose may be called by the President or upon written application by one quarter of the Directors. A minimum twenty-four-hour notice of meetings for a special purpose shall be given and this notice shall state the purpose.

#### 6.4-3 Written Consents In Lieu Of Meetings

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if, prior to such action, a written consent thereto is signed by two-thirds (2/3) of the members of the Board (either on a single document or in counterparts), and such written consent is filed with the minutes of the proceedings of the Board.

#### 6.4-4 Teleconferencing

A Board Member may participate in any meeting by, or conduct any meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

#### 6.4-5 Meeting Minutes

Minutes of all meetings shall be maintained in the corporate minute books.

### 6.5 Quorum and Voting Requirements

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### 6.5-1 Quorum

A quorum, consisting of the majority of the Board, must be present at all times during Board meetings in order to conduct business.

### 6.5-2 Votes

A member of the Board shall have one (1) vote.

### 6.5-3 Vote Required

A majority vote of the Board shall be required for any action of the Board, unless otherwise specified in these Bylaws.

## 6.6 Officers

The Officers of THE CLUB shall consist of the President, Vice President, Secretary, Treasurer and Registrar. Officers shall be elected by vote of the Board of Directors following the Annual General Meeting. All officers of THE CLUB shall be residents of the state of Iowa, unless otherwise specified in these Bylaws.

### 6.6-1 President

The President of THE CLUB shall have the following duties and responsibilities:

- A. To oversee and coordinate the activities of THE CLUB, the Board of Director, and designee(s) of the Board of Directors.
- B. To preside at all Board and membership meetings.
- C. To serve (or delegate to other Board members to serve) as an ex-officio member of all THE CLUB' S committees, except the Nominating Committee.
- D. To appoint special or ad hoc committees, subject to Board approval.
- E. To sign money disbursements made in the name of THE CLUB.
- F. To appoint, subject to ratification by the Board, Chairs and other members of all standing committees, except where otherwise provided.
- G. To perform all other duties as shall be necessary to promote and uphold the welfare of youth soccer and to positively affect "the good of the game" within the State of Iowa.

### 6.6-2 Vice President

The Vice President of THE CLUB shall have the following duties and responsibilities:

- A. To assume the duties of the President in the case of the resignation of the President until the next Annual General Meeting following the resignation or during a temporary absence; or during the inability of the President to perform the functions of that office.
- B. To sign money disbursements made in the name of THE CLUB.

### 6.6-3 Secretary

The Secretary of THE CLUB shall have the following duties and responsibilities:

- A. To oversee communication between THE CLUB and its Members to insure that all are kept informed of the activities of THE CLUB.
- B. To maintain the official records of THE CLUB.
- C. To be responsible for recording the minutes of all THE CLUB' S meetings except for committee meetings and to report such actions taken at these meetings to all Club Members.
- D. To be responsible for informing members of meetings, handling correspondence of THE CLUB, and carrying out such other duties as shall be delegated.
- E. To sign money disbursements made in the name of THE CLUB.

### 6.6-4 Treasurer

The Treasurer of THE CLUB shall have the following duties and responsibilities:

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- A. To ensure the sound financial operation of THE CLUB.
- B. To oversee the financial (including budget process) policies and procedures for THE CLUB.
- C. To sign money disbursements made in the name of THE CLUB.
- D. To present a statement of account at every regular meeting of THE CLUB or the Board and at other times when requested by the Board and make a full report at the Annual General Meeting.
- E. To serve as Chair of the Finance Committee.

### 6.6-5 Registrar

The Registrar of THE CLUB shall have the following duties and responsibilities:

- A. To be responsible for the registration of THE CLUB'S members and the certification thereof.
- B. To be responsible for enforcing all State and National Rules, Bylaws, and policies and procedures governing player registration and team assignment.
- C. To be responsible for the storage and maintenance of records of THE CLUB regarding the registration of teams and players within THE CLUB, and ensure the confidentiality of player information.
- D. Inform THE CLUB of the activities of the STATE ASSOCIATION as it relates to tournaments, clinics, rule changes, and other matters of interest to THE CLUB

### 6.6-6 Additional duties and responsibilities filled by members of the Board or by designee(s) of the Board of Directors

- A. Sponsorship Coordinator.  
Coordinate all sponsorships with local businesses. Collect all monies for sponsors and turn in to the treasurer.
- B. Fields Coordinator.  
Manage field issues; Locate, mark and maintain playing and practice fields; Act as liaison with property owner; Submit equipment needs to Equipment Director.
- C. Coaching Coordinator.  
Coordinate educational clinics for CLUB coaches and recreational and travel leagues; Recruit and approve all coaches within the CLUB; Investigate coaching concerns; Sit on disciplinary committee for coaching matters; Schedule state licensing classes;
- D. Referee Coordinator  
Oversee all referee issues; Acquire and assign referees for all scheduled games; Pay referee fees; Provide opportunities for referee courses, both by THE CLUB and licensed programs.
- E. Uniforms.  
Responsible to: Purchase uniforms and equipment, including trophies/awards for the league; Arrange for pictures to be taken and distributed; Ensure uniform fees are collected from teams/players; Order/manage playing equipment. Review Travel uniforms every two years.
- F. Fund Raising.  
Develop and implement sponsorship program; Solicit logo sponsorships on uniforms; Solicit major sponsorships to underwrite CLUB costs, including programs, trophies, and referee expenses; Work with Capital Campaign Committee to raise capital for field development and operation.

### 6.7. Executive Committee

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The officers serve as the members of the Executive Committee. The Board of Directors may authorize the executive committee to act on its behalf from time to time. In such cases, the executive committee will only retain such power of authority as specifically directed by the Board of Directors.

### 6.10 Terms of Office

Directors of THE CLUB shall take office at the close of the meeting at which they are elected by the Membership at the applicable Annual General Meeting, or immediately upon appointment by the Board in order to fill a vacancy. Directors shall serve two-year staggered terms of office.

Approximately one-half (50%) of Directors, in order to provide for staggered terms, will be elected each year. An initial term schedule, approved by the board of directors, will be used to establish staggered terms.

### 6.11 Vacancies

Vacancies during the term of any Director shall be filled by appointment by the President, subject to ratification by a majority vote by the Board. However, the Vice President shall fill a vacancy in the Office of the President and the Board will then elect a new Vice President. Any person appointed to fill a Director vacancy shall serve for the balance of the term of the vacating Director.

### 6.12 Nominations and Elections

Each year at the Annual General Meeting, all Directors positions needing to be filled will be elected in accordance with these Bylaws. The Nominating Committee shall present a list of proposed candidates for each position to the members at least 30 days prior to the Annual General Meeting of the membership. The Nominating Committee shall prepare a ballot of Directors for consideration by the members at the Annual General Meeting, which shall include at least one (1) name for each position to be filled. Any Member in good standing may make additional nominations for each position from the floor. The elections of Directors shall occur at the Annual General Meeting by secret ballot. Each Director shall be elected by a majority vote of those members present and voting, provided that a quorum of members is first determined to be present.

### 6.13 Committees

THE CLUB shall have standing committees and may establish special committees. The Board President shall appoint all standing and special committee chairs, subject to Board approval, except that the Treasurer shall serve as the chair of the Finance Committee. The Chair of the committee may select the other members of the committee. The Chair of the committee serves at the pleasure of the President of THE CLUB. THE CLUB has the following standing committees.

#### A. Finance Committee

The Treasurer is chair of the Finance Committee, which includes three (3) other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. The Board must approve any major change in the budget. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public. The Finance Committee will also recommend the selection of the outside auditor and oversee the relationship with the auditor, including responding to the auditor's recommendations.

#### B. Nominating Committee

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The Nominating Committee will consist of four (4) Board members and is responsible for the preparation of priorities for Board composition. The Committee will meet with prospective Board members, recommend candidates to the Board, recommend a slate of officers to the Board, conduct orientation for new Board Members, and suggest non—Board members for special committees formed by the Board.

The Board may create special committees or task forces as needed for the effective oversight of THE CLUB'S operations.

### **ARTICLE 7 NONLIABILITY/INDEMNIFICATION**

To the extent not inconsistent with the laws of the State of Iowa, every person (and the heirs estate, representatives of such person) who is or was a Director, executors, administrators and personal officer of paid staff of THE CLUB shall be indemnified by THE CLUB as provided in the act. No director, officer, employee, volunteer or member of THE CLUB shall as such, be liable on its debts or obligations and no director, officer, member or other volunteer shall be personally liable as such, for any claim based upon an act or omission of such person performed in the discharge of such persons' duties except (1) for any breach of the duty of loyalty to THE CLUB, (2) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (3) for any transactions from which such person derive an improper personal benefit. Except for any prohibition against indemnification specifically set forth in these Articles or in Chapter 504A, Code of Iowa, at the time indemnification is sought, THE CLUB shall indemnify any person who is or was a director, officer, employee, member or volunteer of THE CLUB, or any such person who, while a director, officer, employee, member or volunteer of THE CLUB, is serving or has served, at the request of THE CLUB, as a director, officer, partner, member, manager, trustee, employee, volunteer, or agent of another corporation, partnership, limited liability company, joint venture, trust, other enterprise, or employee benefit plan to the fullest extent possible, against expensed, including attorney fees, judgements, fines, settlements and reasonable expenses, actually incurred by such person relating to their conduct as a director, officer, employee, member or volunteer of THE CLUB, or as a director, officer, partner, trustee, employee or agent of such other corporation, partnership, joint venture, trust, other enterprise or employee benefit plan except that the mandatory indemnification required by this sentence shall not apply (1) to a breach of such persons duty of loyalty to THE CLUB, (2) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (3) for any transaction from which such person derived an improper personal benefit. The foregoing right of indemnification shall also inure to the benefit of any such indemnified person's heirs, executors, personal representatives and administrators.

### **ARTICLE 8 PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order Newly Revised*, most recent edition, shall govern THE CLUB in all cases where they are not inconsistent with these Bylaws and any special rules of order THE CLUB adopt, as well as State law.

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### **ARTICLE 9 AMENDMENTS TO BYLAWS AND THE CONSTITUTION**

- A. Any proposed amendments of THE CLUB'S Bylaws or Constitution shall be submitted in writing to the Board at least sixty (60) days prior to the membership meeting at which the proposed amendments will be submitted for a vote.
- B. Notice of any proposed Bylaw amendment must then be given to Members at least thirty (30) days prior to any Annual General Meeting membership meeting called or held to consider such proposed amendment. In order to adopt the proposed Bylaw, two—thirds (2/3) of the votes cast at said meeting must vote in favor of the proposed modifications.
- C. Any proposed Bylaw or Constitutional amendment which is approved in accordance these bylaws will become effective on the date specified by the Board in the notice given to members, or at such later date as the Board may propose at the time of the vote (but not earlier) taken by the Members, or unless as otherwise adopted by amendment and approved at the time of the vote by the Members.

### **ARTICLE 10 EXEMPT STATUS**

Any and all assets of THE CLUB are permanently dedicated to exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws). THE CLUB shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends to its members, Directors, officers or persons having a private interest in the activities of THE CLUB, except that THE CLUB shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

No substantial part of the activities of THE CLUB shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and THE CLUB shall not participate in, or intervene in (including the publishing or distribution or statements) any political campaign on behalf of any candidate for public office. In the event THE CLUB is dissolved, the Board shall pay, satisfy and discharge all liabilities and obligations of THE CLUB or make adequate provisions therefore and distribute all remaining assets of THE CLUB to an organization or organizations engaged in activities substantially similar to those of THE CLUB and organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws).



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## ARTICLE REVISION HISTORY

<b>DATE</b>	<b>NAME</b>
December 18, 2018	Kimberlea Baker
March 27, 2018	Kimberlea Baker
July 2, 2012	Monica Schneider

Kimberlea Baker

Registrar

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Print Title/Role

  
\_\_\_\_\_  
Signature

December 18, 2018

\_\_\_\_\_  
Date

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**TSF Soccer Club Board**

Board of Directors								
Role	Name	Address	City	State	Zip	Phone	TSF Email	Active Date
President	Matt Kelly	507 W 6th St	Sumner	IA	50674	563-920-8045	Matt_Kelly@iowasoccerlive.org	2018 July
Vice President	William Grimes	213 S Division St	Sumner	IA	50674	319-238-1306	William_rimes@iowasoccerlive.org	2018 July
Secretary	Raquel Gitch	1210 N Walnut St	Sumner	IA	50674	319-404-3433	Raquel_Gitch@iowasoccerlive.org	2018 July
Treasurer	Jennifer Bremner	1123 Navaho Ave	Sumner	IA	50674	319-239-4010	Jennifer_Bremner@iowasoccerlive.org	2016 Sept
Registrar	Kimberlea Baker	19186 160th St	Sumner	IA	50674	563-422-8697	Kim_Baker@iowasoccerlive.org	2017 Nov
Interim Uniforms Coordinator	Kimberlea Baker							2019 Feb
Interim Coaching Coordinator	Kimberlea Baker							2019 March

Other Members & Committee Roles								
Role	Name	Address	City	State	Zip	Phone	TSF Email	Active Date
Fields Coordinator	William Grimes	213 S Division St	Sumner	IA	50674	319-238-1306	William_rimes@iowasoccerlive.org	2018 Jan
Fields Coordinator Assistant	Adam Reeves		Tripoli	IA	50676	319-415-5305	Adam_Reeves@iowasoccerlive.org	2018 July
Other Member	Nick Burwell		Sumner	IA	50674	319-368-8543	nburwell_23@hotmail.com	2018 July
Referee Coordinator	Kimberlea Baker	19186 160th St	Sumner	IA	50674	563-422-8697	Kim_Baker@iowasoccerlive.org	2016 Sept
Registrar Assistant	Amanda Burwell		Sumner	IA	50674	309-256-6648	Amanda_Burwell@iowasoccerlive.org	2018 July
Registrar Liason	Amanda Miller	2038 Midway Ave	Tripoli	IA	50676	319-290-0389	Amanda_Miller@iowasoccerlive.org	2018 July
Risk Management Coordinator	Kimberlea Baker	19186 160th St	Sumner	IA	50674	563-422-8697	Kim_Baker@iowasoccerlive.org	2017 Nov
Sponsorships								
Sponsorships Assistant	Raquel Gitch	1210 N Walnut St	Sumner	IA	50674	319-404-3433	Raquel_Gitch@iowasoccerlive.org	2018 July
Sumner City Liason	Curtis Behrens		Sumner	IA	50674	319-327-1913	sumnerparkandrec@gmail.com	2018 March

## BOARD REVISION HISTORY

DATE	NAME
March 10, 2019	Kimberlea Baker
July 29, 2018	Kimberlea Baker
March 27, 2018	Kimberlea Baker
July 2, 2012	Monica Schneider