

**AMENDED BYLAWS OF  
NORTHWEST FC, INC.**

**ARTICLE I: NAME AND ORGANIZATION**

The name of this organization shall be Northwest FC, Inc., (hereinafter referred to as “NWFC”). NWFC shall be organized as a nonprofit corporation under Ohio law and shall be operated as an organization exempt from taxation pursuant to Section 501(c) (3) of the Internal Revenue Code.

**ARTICLE II: OBJECTIVES**

NWFC’s objectives include providing individuals with the opportunity to:

1. Enjoy the sport of soccer;
2. Practice and play together in an atmosphere of teamwork and sportsmanship;
3. Acquire fundamental soccer skills through patient coaching;
4. Improve upon those skills through positive instruction during practice and games;
5. Learn and develop respect for the rules of soccer;
6. Provide a competition base that will introduce young people to the sport of soccer and to give talented and motivated youths the opportunity to move to higher levels of competition; and
7. Promote and encourage the sport of soccer.

NWFC will provide soccer programs primarily for, but not limited to, children in the northwest portion of Franklin County, Ohio.

**ARTICLE III: OFFICERS**

**Section 1. Officers.** The officers of NWFC shall consist of a President, a Vice President, a Secretary, and a Treasurer.

**Section 2. Election of Officers/Eligibility.** Nominations for officers may be taken from the floor during any meeting that an election is to be held. Officers shall be elected by majority vote by the current members of the Board of Trustees in attendance at the annual meeting; such vote shall take place immediately after the election of trustees. To be eligible to serve as an officer, said person must be a member of the Board of Trustees.

**Section 3. Term of Office.** Officers shall serve for two years or until the officer’s term as a Member of the Board of Trustees expires. In the event of resignation, the officer shall serve until a successor is elected. The term of office shall begin at the close of the annual meeting at which an officer is elected. Officers may serve unlimited terms until they resign or are removed from office.

**Section 4. Duties of Officers.** The duties of the officers are as follows:

- a. **President.** The President shall be the chief executive officer of NWFC and shall preside at all meetings of the Board of Trustees. The President shall have such other powers and duties as prescribed by these Bylaws or as may be assigned by the Board of Trustees including signatory powers over all agreements/contracts/policies & the execution of the above listed with the majority approval by the NWFC board.
- b. **Vice President.** The Vice President shall perform such duties as prescribed by these Bylaws or as may be assigned by the Board of Trustees or the President. At the request of the President, or in the President's absence or disability, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of the President.
- c. **Secretary.** The Secretary shall keep the Minutes of all proceedings of the Board of Trustees, and shall make proper record of same, which shall be attested to by the Secretary; the Secretary shall sign all deeds, mortgages, bonds, contracts, notes, and other instruments executed by the President or Vice President on behalf of NWFC requiring the Secretary's signature; the Secretary shall give notice of meetings of trustees; produce on request a certified list of trustees; keep such books as may be required by the Board of Trustees; and to file all reports to states, the federal government. The Secretary shall perform such other duties as prescribed by these Bylaws or as may be assigned by the Board of Trustees or the President.
- d. **Treasurer.** The Treasurer shall cause to be kept adequate and correct accounts of NWFC's assets, liabilities, receipts, disbursements, gains and losses, together with such other accounts as may be required. Upon the expiration of the term of office, the Treasurer shall provide to the successor or to the Board of Trustees all property, books, papers, and money belonging to NWFC that is in the Treasurer's care, custody, or control. The Treasurer shall perform such other duties as prescribed by these Bylaws or as may be assigned by the Board of Trustees or the President.
- e. **Assistant and Subordinate Officers.** Each appointed officer shall hold such office only for the duration necessary to carry out the limited purpose for which the position was created.

**Section 5. Delegation of Duties.** In the temporary absence or incapacity of any officer, or for any reason the Board of Trustees deems sufficient, the Board of Trustees may temporarily delegate one or more of the powers or duties of any officer to another officer or member of the Board of Trustees.

**Section 6. Requirements and Limitations for Holding Office.** Officers shall be elected from among the members of the Board of Trustees. No person may hold more than one office.

**Section 7. Removal of Officers.** The Board of Trustees may remove any officer at any time, with or without cause, by a two-thirds vote. Removal from office does not constitute removal from the Board of Trustees unless the vote clearly designates inclusion of removal from both office and the Board of Trustees.

**Section 8. Vacancies in Office.** A vacancy in any office, however created, shall be filled by majority vote by the Board of Trustees at its next meeting or as soon as an acceptable nominee has been selected. The elected officer shall serve the remaining term for that office until the next annual meeting. Completing more than one-half of an officer's term of service constitutes completing a full term.

#### **ARTICLE IV: BOARD OF TRUSTEES**

**Section 1. Number of Trustees.** The number of voting members of the Board of Trustees shall be 7, including the President, Vice President, Secretary and Treasurer. The remaining trustees shall each be assigned to oversee a specific functional area as follows:

- a. Trustee – Grievance Committee Representative
- b. Trustee – Recreation program Representative
- c. Trustee – Communications Representative

**Section 2. Election of Trustees.** Nominations for trustees may be taken from the floor during any meeting that an election is to be held. Trustees shall be elected by majority vote by the current members of the Board of Trustees in attendance at the annual meeting. When the election of trustees takes place the functional area each candidate is slated to fill shall be specified in advance of voting. Except for when circumstances require it, no more than four trustee positions shall be replaced in a given year.

**Section 3. Term of Trustees.** Trustees shall serve for two years or until a successor is elected. A trustee's term of office shall begin immediately upon being elected. Trustees may serve unlimited terms until they resign or are removed from office.

#### **Section 4. Powers of the Board of Trustees.**

- a. **General Powers.** Without prejudice to the general authority conferred by or implied in the preceding section, the trustees, acting as a Board, shall have the authority to:
  - i. increase or decrease the number of trustees, by majority vote, as it deems necessary to carry out the objectives of NWFC:
  - ii. create, by majority vote, such offices and appoint such subordinate officers and assistant officers as it deems necessary to carry out the objectives of NWFC; Communications/marketing, Sponsorship, Tournament selection, Camp coordination
  - iii. remove or suspend, by two-thirds vote, with or without cause, subordinate officers and assistant officers;

- iv. hire or retain, by majority vote, such managers, agents, contractors, or employees as the Board deems advisable to carry out the objectives of NWFC and to determine their duties and fix their compensation;
- v. terminate at their discretion, by two-thirds vote, with or without cause, any manager, agent, contractor, or employee;
- vi. require any officer, trustee, manager, agent, contractor, or employee of NWFC to furnish a bond for faithful performance in such amount with such surety or sureties as the Board may approve; and

**Section 5. Duties of Trustees.** No trustee, including any officer, shall have any responsibility for preparing, filing, paying, or supervising the preparation, filing, or paying of any returns or reports required by the Internal Revenue Service, or any state or local taxing authority, or required by the Employees Retirement Income Security Act. Each trustee shall be responsible for overseeing the overall operations of NWFC. It is expected that the trustees will contribute their time to support the activities of NWFC beyond the time devoted to attending Board meetings. Each trustee is expected to perform or to direct and oversee the work necessary in a particular functional area.

**Section 6. Delegation of Duties.** In the temporary absence or incapacity of any trustee, or for any reason the Board of Trustees deems sufficient, the Board of Trustees may temporarily delegate one or more of the powers or duties of any trustee to another member of the Board of Trustees.

**Section 7. Removal of Trustees.** The Board of Trustees may remove any trustee at any time, with or without cause, by a two-thirds vote.

**Section 8. Vacancies in Trustee Positions.** A vacancy in any office, however created, shall be filled by majority vote by the Board of Trustees at its next meeting or as soon as an acceptable nominee has been selected. The trustee shall serve the remaining term for that office until the next annual meeting. Completing more than one-half of a trustee's term of service constitutes completing a full term.

## **ARTICLE V: MEETINGS**

**Section 1. Annual Meeting.** The annual meeting of the Board of Trustees shall be held on the first Sunday of June or at such other time and place as the board may designate so long as the meeting takes place before July 1st and shall be for the purpose of electing officers and trustees, conducting regular business, and any other business that may arise. The annual meeting shall be open to the public.

**Section 2. Regular Meetings.** The regular meetings of the Board of Trustees shall be held on such dates and at such times and places as the Board may designate and shall be open to the public.

**Section 3. Special Meetings.** Special meetings may be called by the President, or in the President's absence, the Vice President, Secretary, or Treasurer, in that order depending on

availability, or a majority of the trustees. Except in the case of emergencies, at 10 days notice shall be provided and the purpose of the meeting shall be stated therein. Special meetings may be closed to the public.

**Section 4. Location.** All meetings of the Board of Trustees shall be held at such place, within or without the State of Ohio, as the Board may decide.

**Section 5. Notice.** Except as otherwise provided for above, written notice of any meeting of the Board of Trustees shall be mailed to each trustee, addressed to the trustee's residence or usual place of business, at least 10 days before the scheduled date of the meeting. In the alternative, notice may also be sent by electronic mail, or be given to the trustee personally or by telephone at least 10 days before the scheduled date of the meeting. However, if the date of the ensuing meeting was set in open session of the previous meeting, no formal notice is required.

**Section 6. Mode.** Board meetings, or any committee thereof, may be held through any communications equipment if all persons participating can hear each other, and participation in such a meeting shall constitute presence at such meeting.

**Section 7. Quorum.** A majority of the total authorized number of trustees shall constitute a quorum for purposes of transacting business at a Board meeting, provided that whenever less than a quorum is present at the time and place appointed for any meetings of the Board, all of those present may adjourn from time to time, without notice other than by announcement at the meeting. An affirmative vote of a majority of those trustees present at a meeting shall be necessary to take action unless a higher percentage of votes are required by these Bylaws

**Section 8. Action without Meeting.** Pursuant to Ohio Revised Code Section 1702.25, or any similar statute later enacted, any action which may be authorized or taken at a Board meeting may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the trustees which writing or writings shall be filed with or entered upon the records of NWFC. The action must incorporate written proxies and become part of the Board Minutes at the next scheduled Board meeting.

## **ARTICLE VI: COMMITTEES**

**Section 1. Grievance Committee.** A standing committee which shall be led by a Trustee to be named, shall consist of no less than three rotating members of the Board of Trustees shall be formed to respond to issues brought to the attention of any member of the Board of Trustees, in the nature of a grievance related to the operations of NWFC.

If the matter to be considered by the Grievance Committee involves misconduct by a player, a coach, a parent of a player, or a trustee, the Grievance Committee is empowered to take no action, issue a letter of reprimand, suspend or to permanently terminate that person's association with NWFC.

If a person has been issued a letter of reprimand, has been suspended or has had their association with NWFC permanently terminated, that person shall have the right to appeal such adverse action to the Ohio South Youth Soccer Association as per the policies of the Ohio South Youth Soccer Association

**Section 2. Other Committees.** The President or Board of Trustees may establish an ad hoc or permanent committee and may authorize the delegation to any such committee of any of the powers of the Board of Trustees, other than the authority to fill vacancies among the trustees or in any committee of the trustees, and may define the extent to which such powers may be delegated, in order to conduct the business of or to carry out the objectives of NWFC. No notice of a meeting of any committee shall be required, however, the committee when appointed must report by a written notice to Board members at the Board meetings or upon request.

## **ARTICLE VII: PROGRAMS**

**Section 1.** NWFC shall support various programs of soccer in order to afford as many different opportunities for youth to become involved with the sport as possible. Such programs shall include:

- a. **Recreational.** The focus of the recreational program shall be on promoting fun, the enjoyment of meeting new friends, and playing in a safe and educational environment. Teams are coached by parent volunteers.
- b. **US Club Soccer league.** The purpose of the local US Club Soccer league shall be to provide access for youth to participate at an upper recreational level. This league offers a more competitive environment than the recreational program. Teams joining the club as an intact team can participate in this league for one soccer year (Fall and Spring). If a team joins in the Spring they are intact for the spring only. After this soccer year is complete the players enter into the select process to join a USYSA team. Teams are coached by parent volunteers. For an exception to the process a formal request must be submitted in writing to the board.
- c. **Select.** The focus of the select program shall be on providing access to a higher-level soccer environment, through participation in a USYSA member leagues Participation in this program is through try-out selection. Duly licensed trainers will be provided to teams in this program.

**Section 2. Insurance.** NWFC shall purchase and maintain insurance on behalf of any person who is or was an officer, trustee, or volunteer of NWFC, or is or was serving at the request of NWFC as a director, officer, trustee, employee, agent, or volunteer of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not NWFC would have to power to indemnify the person against liability under this Article.

## **ARTICLE VIII: COACHES**

Coaches must meet the following requirements: fundamental knowledge of the sport, have the appropriate Coaching Certificates pertaining to the requirements of the league they are involved in, basic knowledge of first aid, leadership, sportsmanlike qualities and have completed all the necessary required courses and background checks. If there are more coaching candidates than available coaching positions, the final decision shall be the responsibility of the NWFC Board. The coaches will be evaluated and chosen in the following manner:

1. Coaches will submit their qualifications in writing to the Coaching Coordinator for consideration.
2. The Coordinator will then compile the candidate's qualifications and present them with recommendations to the NWFC Board for review, discussion, and vote.
3. The Coordinator will then notify the coaches of the decision.
4. When at all possible and warranted, a head coaching candidate that is not chosen as a head coach will be offered an assistant coaching position.
5. Each season, all coaches must be approved by the NWFC Board by majority vote.

## **ARTICLE IX: FISCAL YEAR**

The fiscal year shall end on the 30<sup>th</sup> day of June in each year.

## **ARTICLE X: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern NWFC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board of Trustees may adopt.

## **ARTICLE XI: GIFTS TO THE CORPORATION**

Gifts, grants, devises, and bequests to NWFC shall be used by the Board of Trustees to further the purpose of NWFC as the Board of Trustees shall determine. If, however, a gift, grant, devise or bequest is made to NWFC and accepted by it for a specific purpose not consistent with the purposes of NWFC, then such gift, grant, devise or bequest shall be used by the Board of Trustees, less a reasonable allocation for overhead and expenses, solely and exclusively for such specific purpose.

## **XII: FUNDRAISING**

Fundraising may be conducted by the club or by individual teams. All fundraising event requests must be submitted in writing to the Board of NWFC. The event may not take place unless there is written approval from the Board of NWFC – this may be in form of an email from one of the Officers. An officer is not approving their own fund raiser. All funds received from the fundraising activity, must be documented and turned into the Treasurer within 72 hours of the event.

### **ARTICLE XIII: EXECUTION OF INSTRUMENTS**

The Board of Trustees except as otherwise provided herein, may authorize any officer or agent of NWFC to enter into any contract or execute and deliver any instrument in the name of and on behalf of NWFC and such authority may be general or confined to specific transactions. Unless so authorized, no Trustee, officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose in any amount.

### **ARTICLE XIV: AMENDMENT OF BYLAWS**

These Bylaws may be amended or repealed at any regular meeting of the Board of Trustees by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting and such notice includes a general description of the proposed changes. A special committee may be appointed to submit a revised set of bylaws as a substitute for these Bylaws by majority vote of the Board of Trustees.

### **ARTICLE XV: POLICIES AND PROCEDURES**

The Board of Trustees shall establish and maintain policies and procedures for the daily and seasonal operation of NWFC. Such policies and procedures shall be subject to adoption and may be amended by majority vote of the Board of Trustees.

### **ARTICLE XVI: DISSOLUTION**

Upon dissolution of the Corporation, assets shall be distributed for one of more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government or for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Franklin County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.



Adopted by the Board of Trustees and effective this 3<sup>rd</sup> day of March 2019

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Tim Phlegar, President and  
Trustee

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Kevin Cross, Vice-President  
and Trustee

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Dave Brill, Treasurer and  
Trustee

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Katie McQuade, Secretary  
and Trustee

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Tom Gordon, Trustee

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Nate Van Steinvort, Trustee

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Sam Ullum, Trustee

Adopted date 3/3/2019