

BYLAWS OF THE TWIN BOROS SOCCER CLUB, INC.
Amended and Restated as of January 12, 2023

ARTICLE I: ESTABLISHMENT

Section 1. Name of Organization

The name of the organization is The Twin Boros Soccer Club, Inc. (the “Club” or the “Organization”).

Section 2. Registered Address

The registered office address shall be as shown in paragraph 2(a) of the Articles of Incorporation, as amended. Such address may be changed at the discretion of the Board of Directors (the “Board”) in accordance with these bylaws and applicable law.

Section 3. Fiscal Year

The Club shall operate on a calendar year basis commencing on the 1st day of January and terminating on the 31st day of December, unless the Board otherwise so designates by majority vote.

ARTICLE II: CORPORATE PURPOSE

Section 1. Nonprofit Purpose

The Club is organized and operated exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

The specific purpose of the Club shall be to develop, promote, and administer the game of soccer for youth under nineteen (19) years of age. The goals of the Club shall be to inspire athletic interest, promote the values of fair play and sportsmanship, stimulate the physical and mental health benefits of athletic pursuits, and raise community awareness concerning the value of youth sports in enhancing lives and fostering a sense of community. The Club shall serve the communities of Oakmont and Verona and contiguous communities in the eastern suburbs of Allegheny County, Pennsylvania.

ARTICLE III: LIMITATIONS ON ACTIVITIES

Section 1. Political Activities

No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. General Tax-Exempt Entity Prohibitions

Notwithstanding any other provision of these Bylaws, the Organization shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax

code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV: MEMBERSHIP AND PARTICIPATION

The Organization shall have no “members” as defined in 15 Pa. C.S.A. § 5103. The exercise of organizational powers and the management of the affairs of the organization shall be vested exclusively in the Board of Directors. Participation in Club sponsored activities shall be open to all residents of Oakmont, Verona, and the neighboring communities in the eastern suburbs of Allegheny County, Pennsylvania. The Organization will not discriminate against any individual on the basis of race, creed, religion, age, gender, sex, sexual orientation, or national origin.

ARTICLE V: AFFILIATION

The Organization shall be an affiliate of the PA West Soccer Association (“PA-West”), a state association of the United States Soccer Federation (“USSF”).

ARTICLE VI: GOVERNANCE

The Organization shall be governed by its Articles of Incorporation (as amended), Bylaws, Conflict of Interest Policy (incorporated by reference and attached hereto as APPENDIX B), Codes of Conduct (incorporated by reference and attached hereto as APPENDIX C), and any ancillary policies as adopted from time to time by the Board.

The Organization shall adhere to the governing documents, bylaws, policies, requirements, and authority of PA-West, USSF, the United States Youth Soccer Federation (“US Youth Soccer”), and the Federation Internationale de Football Association (“FIFA”) as applicable in all matters pertaining to interstate, regional, national, and international competition or in other competitions sponsored by PA West.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. Definition and Authority

The Board of Directors (the “Board”) is the duly appointed group of persons (“Directors”) vested with the management of the business and affairs of the Organization subject to the Articles of Incorporation, these Bylaws, and all applicable law.

The Board of Directors shall be comprised of the Executive Board members as defined in Article VII.4 and ex officio, non-voting members (“Associate Directors”), as defined in Article VII.5. The number of Directors shall be determined from time to time by resolution of the Board.

Section 2. Qualifications and Appointment

Directorship shall not be denied to any person on the basis of race, creed, religion, age, gender, sex, sexual orientation, or national origin. Directors shall be approved to serve two (2) year terms at the Annual General Meeting by majority vote of Executive Board members present and voting. No vote on new Directors shall be held unless a quorum of the Executive Board is present.

Section 3. Responsibilities and Duties

In addition to the applicable provisions expressly stated in these Bylaws, members of the Board of Directors shall adhere to and comply with all Club policies and all applicable laws, including state and federal law applicable to nonprofit and tax-exempt entities. All Directors shall annually review and execute a copy of the Twin Boro Soccer Club Board Member Agreement (“Board Member Agreement”) at the Annual General Meeting or as soon as practical following their appointment to the Board.

Section 4. Executive Board

The seven member Executive Board shall consist of five officers: President, Vice-President, Treasurer, Secretary, and Registrar, and two at-large members. Voting rights are vested exclusively in the Executive Board. The President shall serve as the chairperson of the Executive Board.

Executive Board members are elected for two-year terms by unanimous vote of the previous Executive Board members present at the Annual General Meeting (or at a meeting called for such purpose). Executive Board member elections shall be held during the Annual General Meeting or as soon as practical thereafter. Executive Board member terms shall expire after the Annual General Meeting or upon the election of new Executive Board members, whichever occurs later, unless they resign or are removed in accordance with these bylaws.

At-large members of the Executive Board shall be appointed by majority vote of the Executive Board to serve one year terms as Operating Committee Coordinators during the Annual General Meeting or as soon as practicable thereafter. An officer may concurrently serve as an Operating Committee Coordinator upon unanimous approval of the Executive Board.

Section 5. Associate Directors

Associate Directors are non-voting members of the Board of Directors. Each Associate Director shall be appointed by majority vote of the incoming Executive Board to serve a one year term as either (1) the Coordinator of an Operating Committee not otherwise chaired by an Executive Board member or (2) an Associate Treasurer, Associate Registrar, or any future associate role established by majority vote of the Executive Board. Committee and other Associate Director appointments shall occur during the Annual General Meeting or as soon as practicable thereafter to fill vacancies as they arise.

Section 6. Compensation

Members of the Board of Directors shall not receive any compensation for their service as Directors.

Section 7. Confidentiality and Self-Dealing

All information retained by the Club pursuant to the registration and participation of players shall be kept in the strictest of confidence and shall not be disclosed, sold, or transferred in any way to any unaffiliated individual or entity, except as required by PA-West to facilitate participation in Club sponsored activities or related PA-West authorized events.

Directors shall not discuss or disclose information about the Organization, including but not limited to information about Organization activities, deliberations, volunteers, or participants to any person or entity unless such information is already a matter of public knowledge, such person or entity

has a need to know, or the disclosure of such information is in furtherance of the Organization's purposes.

Directors shall use discretion and good business judgment in discussing the affairs of the Organization with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Organization. Public statements purporting to represent the official policy, position, or opinion of the Organization shall be made in accordance with ARTICLE XII, Section 1, Public Statements.

No Director shall use confidential information gained by reason of being a member of the Board of Directors for personal gain.

Section 8. Conflicts of Interest

The Organization shall have a Conflict of Interest policy consistent with the Sample Conflict of Interest Policy of the Internal Revenue Service. The Organization's Conflict of Interest Policy is incorporated by reference and attached hereto as APPENDIX B.

Section 9. Vacancies and Succession

In the event of the resignation or removal of the President, the Vice-President shall assume the duties of the vacant office for the balance of the term. In the event of the resignation or removal of any other member of the Executive Board, the vacant office shall be filled as soon as practicable by unanimous vote of the remaining members of the Executive Board, though less than a quorum.

All other vacant Board of Director positions shall be filled as soon as practicable by majority vote of the Executive Board, though less than a quorum. Each person appointed to fill such vacancies shall serve for the balance of the unexpired term.

Vacancies created by resolution to increase the size of the Board or to add new associate or committee roles shall be filled as soon as practicable by majority vote of the Executive Board, though less than a quorum.

Section 10. Resignation

Any Director can resign at any time by delivering a written resignation to the President of the Board or to the Secretary. Resignations of Directors shall become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date.

Section 11. Removal

Any Director may be removed at any time, with or without cause, at any meeting of the Board of Directors properly called in accordance with the terms of these Bylaws upon a vote of the incumbent Executive Board with at least five (5) Executive Board members voting in favor of removal. The Director subject to removal shall not be eligible to vote on the removal motion. If, due to vacancy, the Executive Board consists of fewer than 5 members eligible to vote on a removal motion, a Director may only be removed by unanimous vote of the incumbent Executive Board. Each member of the Board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An

officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

ARTICLE VIII: OFFICERS

Section 1. Roster of Officers

The Organization shall have a President, Vice President, Secretary, Treasurer, and Registrar, each of whom shall serve as members of the Executive Board.

Section 2. Selection and Removal

All officers shall serve two (2) year terms. Officers shall be elected by the incumbent Executive Board at the Annual General Meeting or as soon as practical thereafter. Officers shall remain in office until their successor has been selected. The Offices of President, Vice-President, Treasurer, Secretary, and Registrar must be held by separate individuals, except that subject to Board approval by majority vote, the same person may hold the offices of Vice-President and Treasurer or the offices of Secretary and Treasurer.

Any officer elected or appointed to office may be removed by the Board whenever in their judgment the best interest of the Organization will be served.

Section 3. President

The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board. The President shall preside at all Board meetings and direct the activities and operations of the Club in accordance with these Bylaws and the actions of the Executive Board. The President shall execute all written contracts, obligations, or instruments on behalf of the Club except as otherwise provided by these Bylaws or pursuant to duly authorized action of the Board. The President shall attend all PA West required meetings, or appoint a representative to attend the same in his or her absence.

Section 4. Vice President

The Vice President shall perform the duties of the President in the absence or unavailability of the President. If the office of the President shall become vacant, the Vice President shall hold the office of President until the position can be appointed by the Executive Board in accordance with these Bylaws.

Section 5. Secretary

The Secretary will keep minutes of all meetings of the Board, will be the custodian of the corporate records, will give all notices as are required by law or these Bylaws, and generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws.

Section 6. Treasurer

The Treasurer will have charge and custody of all funds of the Organization, will oversee and supervise the financial business of the corporation, will render reports and accountings to the Board as required by the Board, and will perform in general all duties incident to the office of Treasurer and such other

duties as may be required by law, by the Articles of Incorporation, or by these Bylaws or which may be assigned from time to time by the Board. The Treasurer will oversee reporting and compliance in accordance with applicable state and federal law, including federal tax law.

Section 7. Registrar

The Registrar shall coordinate and oversee the registration of all players

ARTICLE IX: MEETINGS

Section 1. Time and Place

Board meetings shall be held at least four times each year and shall include an Annual General Meeting. Meetings, regular or special, may be held at any residence, place of business, or other location as determined by the President in consultation with the Board.

Subject to applicable law, any meeting may be held by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other, provided the meeting is called in accordance with the terms of these Bylaws. Participation in a meeting by teleconference or other electronic technology shall constitute presence in person at the meeting.

Section 2. Annual General Meeting

The Annual General Meeting shall be called by the incumbent President, with the concurrence of the Board, and shall be held within 15 days of the start of the calendar year at the latest. The agenda for the Annual General Meeting shall include among other items the appointment or re-appointment of Directors, the election of Executive Board members as necessary, a review of Board member duties and responsibilities, and the execution of Annual Board Member Agreements.

Section 3. Special Meetings

Special Meetings of the Board may be called by:

- a. at least two-thirds of the Board,
- b. the President, or
- c. the Secretary upon the written request of at least two-thirds of the Board.

Section 4. Notice and Waiver of Notice

Notice of the Annual General Meeting shall be given to each Director in writing not less than ten (10) days prior to the scheduled date. Notice of all other Board meetings shall be given to each Director in writing no less than two (2) days prior to the meeting. Attendance by a Director at any meeting of the Board will constitute a waiver of notice of such meeting except where such Director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened.

Section 5. Quorum

A meeting of five (5) incumbent Executive Board members, present and in good standing (not counting vacancies) shall constitute a Quorum for the conduct of business. At Board meetings where a quorum is

present, a majority vote of the Executive Board shall constitute an act of the Board unless a greater number is required by the Articles of Incorporation or any provision of these Bylaws.

Participation in a meeting by teleconference or other electronic technology shall constitute presence in person for purposes of determining whether a quorum is present.

Voting by proxy shall not be allowed, except that to the extent authorized by applicable law, the Executive Board may act by unanimous written consent.

Section 6. Parliamentary Procedures

Except as otherwise provided in these Bylaws, the rules contained in the Handbook on Parliamentary Procedure (“Robert’s Rules of Order”) shall govern the meetings of the Board.

Section 7. Informal Action

Waiver of Notice. Whenever any notice is required to be given under applicable law, the Articles of Incorporation (as amended), or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice.

Action by Consent. Any action required by law or under the Articles of Incorporation (as amended) or by these Bylaws, or any action which otherwise may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all directors in office, and filed with the secretary of the Organization.

ARTICLE X: OPERATING COMMITTEES

Section 1. Appointment of Committees

The Board may from time to time designate and appoint one or more standing committees as it sees fit. Such committees shall have and exercise such prescribed authority as is designated by the Board. A list of Operating Committee Coordinator and Associate Director positions, including descriptions of their responsibilities, is attached hereto as APPENDIX A.

ARTICLE XI: OPERATIONS

Section 1. Fiscal Year

The fiscal year for this Organization will be the calendar year, unless the Board otherwise so designates by majority vote.

Section 2. Inspection of Books and Records

All books and records of this Organization may be inspected by any Director for any purpose at any reasonable time on written demand.

Section 3. Registration Fees

Registration fee amounts shall be set annually at the Annual General Meeting, taking into consideration the most recent average cost per player as determined by the Treasurer. The Treasurer shall determine the average cost per player every two years. Financial assistance in the form of registration fee waivers shall be made available to eligible participants as determined by the Registrar in consultation with the Board on a case by case basis.

Section 4. Execution of Documents

Except as otherwise provided by law, checks, drafts, and orders for the payment of money of this Organization shall be signed by the President or the Treasurer or other Executive Board member designated and duly authorized by resolution of the Board. Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Organization shall be signed by one or more persons who have been authorized and directed to do so by the Board. No contract shall be valid unless it is authorized or ratified by a properly adopted resolution of the Board.

Section 5. Loans to Management

The Organization will make no loans to any of its Directors or Officers.

Section 6. Private Inurement

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article Third hereof.

ARTICLE XII: RISK MANAGEMENT

Section 1. Public Statements

Authority to Make Statements. No person, except for the President is authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of the Organization, without first having obtained approval of the Board.

Limitation on Statements. Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation, or opinion of the Organization, shall first make it clear that he or she is representing the Organization. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by the Organization. He or she shall not at the same time present any statement purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.

Section 2. Codes of Conduct

The Executive Board shall maintain Codes of Conduct, attached hereto as APPENDIX C, applicable to all participant players, parents. The Codes of Conduct and any proposed amendments shall be approved by unanimous vote at the Annual General Meeting. Violations of the Codes of Conduct shall be addressed pursuant to the Hearing and Appeals procedures in Article XII, Section 4.

Section 3. Certifications and Participant Safety

Volunteer Certifications and Safety Compliance. The Organization prioritizes the safety and wellbeing of its participants and volunteers.

- a) All Directors, coaches, and volunteers must submit and maintain current certifications as required by law. Specifically, all Directors and coaches must submit an application to Kidsafe or supply the Organization with current Act 34 and 35 documents from the Commonwealth of PA.
- b) All Board of Director Members and Coaches agree to always have a second adult with them at all times in the presence of children.

Directors, coaches, and other volunteers who fail to submit and maintain certifications as required by the Organization or otherwise required by law shall be prohibited from engaging in any Organization activities.

Safety Standards. The Organization will adhere to the following safety standards for all games and practices:

- a) All goals shall be anchored at all times.
- b) Fields shall be checked for debris and uneven playing surface prior to use. Debris shall be cleared before use; playing surface issues shall be given to the Field Manager and activity moved away from the dangerous area.
- c) All Twin Boros Soccer Club teams will keep a med kit with them at all practices and games.

Section 4. Disciplinary Hearings and Appeals

Participant players, coaches, and parents who violate any provision of the Organization's Codes of Conduct shall be subject to disciplinary action as described in the applicable Code of Conduct. Individuals subject to disciplinary action pursuant to the Organization's Codes of Conduct have the right to request a hearing and the right to appeal any decision of the hearing panel pursuant to the procedures described in this section.

Hearing Procedures: All hearings shall be heard by a three- member-hearing panel comprised of Board of Directors members, appointed by the President, with the unanimous approval of the Executive Board. The accused shall be notified in writing as to the date, time, location and reason for the hearing, as well as all evidence to be presented against them in accordance with USSF Bylaw 701. Notice shall be provided by certified mail no less than 14 days prior to the scheduled date. The accused shall have the right to present evidence in defense, use the help of counsel, and confront their accuser. The decision of the hearing panel shall be mailed by certified mail within 10 days of the hearing date. The decision should include all evidence considered and the reasoning for the decision.

Appeal Procedures: Appeals of disciplinary matters shall be made in writing by certified mail to the Executive Board within 10 days upon receipt of the findings of the hearing panel. The Executive Board must schedule the appeal hearing within 30 days of receipt of the appeal. The appeal hearing must afford all parties involved the same privileges as outlines in the disciplinary hearings section of this item. The findings of the appeal hearing shall be mailed by certified mail within 10 days of the hearing date.

The decision should include all evidence considered and the reasoning for the decision. All decisions of the Executive Board will be final.

Appeals of non-disciplinary decisions shall be heard by the Executive Board. The appeal must be made in writing by certified mail to the Executive Board. The letter should include the reason for the appeal and any evidence believed to be relevant to issue at hand. A hearing shall be scheduled within 30 days of receipt of the appeal; issues that are subject to a deadline must be dealt with prior to that deadline. The appeal hearing must allow all parties to present evidence on their behalf. The finding of the appeal hearing shall be mailed by certified mail within 10 days of the hearing date. The decision should include all evidence considered and the reasoning for the decision. All decisions of the Executive Board will be final.

ARTICLE XIII: AMENDMENTS

Section 1. Articles of Incorporation

The Articles of Incorporation may be amended in accordance with these Bylaws and applicable law.

Section 2. Bylaws

The Board may alter, amend, suspend, or repeal these Bylaws at any regular or special meeting called for that purpose, except as restricted by state or federal law. Proposals for amendment or repeal must be made in writing and submitted to the Executive Board thirty (30) days prior to consideration at any meeting.

ARTICLE XIV: DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose as permitted under applicable law. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

APPENDIX A
Twin Boro Soccer Club Organizational Structure

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APPENDIX B
Conflict of Interest Policy

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APPENDIX C
Codes of Conduct

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