

The Washington Federal Triangles Soccer Club

CONSTITUTION and BYLAWS

Adopted February 12, 1995
Modified June 25, 2001, January 28, 2006
Amended January 28, 2012

ARTICLE 1. Name

The name of the organization shall be the Federal Triangles Soccer Club or "FTSC." Within this document, the words "organization" or "Club" shall be used when referring to The Washington Federal Triangles Soccer Club. The Club shall constitute members who enjoy soccer and may be primarily residents of the District of Columbia, Maryland, or Virginia. The principle office of the organization shall be located in Washington, DC.

ARTICLE 2. Purpose

The group is organized exclusively for charitable and educational purposes, 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 (IRC) or the corresponding section of any future federal tax code. The Federal Triangles shall:

- promote the growth of Soccer and foster a sense of community for Gay, Lesbian, Bisexual, Transgender persons and friendly players by providing a venue for the play of Soccer;
- encouraging players at all levels to participate and improve their skills through club-sponsored clinics, workshops and lessons;
- participating in local league play;
- hosting and/or participating in national and international tournaments;
- fostering national and international amateur soccer competitions;
- supporting and developing amateur athletes for said competitions; and
- maintaining membership in the International Gay and Lesbian Football Association (IGLFA).

ARTICLE 3. Club Membership: Associate & Voting Member

Section 1. The Club shall be open to any individual wishing to participate in the practice and play of Soccer on a regular basis, who shall be referred to as an Associate.. An Associate may resign at any time; however the Associate shall not be relieved from any obligations incurred or commitments made prior to the resignation.

Section 2. A Voting Member shall be defined as a Associate or individual who has paid all required fees due up to the time of a vote. Each Voting Member shall have one vote. Voting by proxy will be allowed as long as the individual notifies the Board President five (5) days prior to a vote that they will not be at the meeting as well as designating who their representative will be.

The absent individual will allow their designated representative to speak on their behalf and serve as a representative if the need arises. A Voting Member may resign at any time by giving notice in writing to the President; however the Voting Member shall not be relieved from any obligations incurred or commitments made prior to the resignation.

Section 2.1 A person may be a Associate of the Club but shall not be a Voting Member if they have not paid Club dues.

Section 3 An Associate or Voting Member may be suspended or expelled from the Club for unsportsmanlike conduct. Such conduct shall be defined by the membership, not by the action or inaction of a referee, nor shall it be limited to conduct at games, events or competitions.

Section 3.1 In order to suspend or expel an individual, a formal motion must be brought to the Board no later than one (1) month after the incident of unsportsmanlike conduct referred to in Section 3.1. The Board shall vote at its next regular Monthly.

Section 3.2 During a Club game (e.g. Turkey Bowl), friendly game (e.g., Liberty Bell Classic) or national or international tournament (e.g. NYC Indoor Classic, IGFLA World Championship) the following policies will apply when a Club Member is sent off (red card) by the referee.

Section 3.3 If a player is sent off because (s)he is guilty of violent conduct, as decided by the referee, (s)he will leave the premises immediately. In addition, the player will not be permitted to play in the next two games of this nature (Section 3.2) in which the club participates and in which the player is eligible to play, nor will the player be permitted to play pickup, nor practice with the club for a period of at least two weeks. These sanctions cannot be appealed. The Board cannot waive the implementation of these sanctions without amending the bylaws and changing this paragraph.

Section 3.3.1 If the player is sent off for another reason, (s)he will leave the pitch immediately. Whether or not (s)he is made to leave the premises will be decided by the referee. In addition, the player will not be permitted to play in the next game of this nature (Section 3.2) in which the club participates and in which the player is eligible to play, nor will the player be permitted to play pick-up nor practice with the club for a period of at least one week. These sanctions can be appealed to the Board (or their designates at tournaments) by the offending player. If an appeal is made, the Board (or their designates) must vote. A simple majority of the voting Board (or their designates) is needed to waive the implementation of these sanctions. Prior to each tournament, the Board is required to appoint designates, if necessary, such that any appeals panel will consist of five or more persons.

Section 3.3.2 To allow for maximum participation, if a player is sent off during a Club game or friendly game (Section 3.2) in which no special tournament rules apply, another player may be substituted for the sent-off player after playing down one player for a period of no less than ten minutes. This must be agreed upon by the referee and both teams prior to the commencement of play.

Section 3.3.3 During a "league" game (e.g. WISL, WAWSL, Arlington, MCRDL etc), there will be no required sanctions above and beyond those set forth by the league itself.

Section 3.3.4 If a player is sent off in any game, regardless of the reason, the Board will be required to review the circumstances that led to the referee's decision at the next Board meeting, so that the incident is at least documented (via that meeting's minutes), if not formally acted upon. To facilitate that discussion/process, a formal written report from the referee will be requested in situations where a player is sent off in order for it to be available prior to the next Board meeting. The Board is required to invite the player in question to the Board Meeting so that (s)he is aware that this discussion will take place and so that (s)he can be present for the discussion if (s)he so chooses.

ARTICLE 4. Meeting of Members

Section 1. Annual General Membership Meeting: The board will set the date and time of the Annual General Membership meeting ("Annual Meeting") usually near the beginning of the calendar year. This forum will be the time in which the new board of directors will be selected from the Membership and voted on. Notice for the Annual Meeting shall be not less than ten (10) days before the meeting.

Section 1.1 The Club shall have an Annual General Membership meeting at least annually. The President will call these meetings and may also call additional meeting when major Club issues need to be discussed.

Section 1.2 Quorum: Fifteen (15%) percent of the Voting Members (as defined Article 3, Section 2) shall constitute a quorum for Annual General Membership Meetings.

Section 2. Special Meetings: Any members of the Board of Directors or 25% of Voting Members may request a special meeting to be held. The Special Meeting Notice must set forth with specificity the purpose of the meeting and only that purpose may be conducted at the meeting.

Section 3. Monthly Meetings: The Board of Directors will meet monthly to discuss the issues of the club and resolve any issues that may evolve. These meetings are open to all members and any participant in the club may request they have an item put on the agenda. At such meetings only the Board of Directors votes shall count for decision making purposes.

Section 4. Notice: Notice of each Special or Monthly Meeting shall be given to each Voting Member by announcement; effort will be made to provide notice in a timely manner with a goal of at least one (1) week- but no shorter than two (2) days notice. Meeting notices may be transmitted via e-mail and may from time to time be published on the Club's website.

Section 5. Participation: Officers may participate in any meeting(s) through telephone or video conference if he/she is unable to attend in person.

ARTICLE 5. Finances

Section 1. The Club's fiscal year shall coincide with the calendar year, unless the Board shall establish a different time. Fees may be assessed on a yearly or seasonal basis according to a schedule approved by the Executive Board. If deemed necessary, the board may assess a player fee to those individuals who are participating in club events who are not members. These costs will help defer/defray the expenses of the event.

Section 2. Whereas, the Club recognize that a member's financial situation may occasionally prevent him or her from paying; and whereas, the Club do not wish to discourage a member in such a situation from playing; the Club may request that a minimum contribution is made in lieu of the full fee, waive the fee or provide the fee from the accounts of the organization; in the event this occurs that member for purposes of voting shall be considered a Associate.

Section 3. The dues and player fees described in Section 1 shall be applied to Club expenses incurred in the administration and operation of the Club. These expenses may include, but are not limited to, equipment purchases, field charges, and tournament fees. In general the money collected from dues shall not be used to pay for personal expenses such as housing and transportation expenses incurred through participation in tournaments; excluding the Award Program detailed below in Section 3.1. Members who expend funds which have been authorized by the Board may be reimbursed for those expenses.

Section 3.1 Award Program: The Club may establish an Award Program upon approval of 2/3rd vote of the Board to fund Members who may be experiencing an economic hardship which prevents them from participating in a national or international tournament. The Board may establish the particulars for this Award Program at a later time, but it may not expend more than \$250.00 per awardee for this program and prospective awardees must meet the eligibility criteria set forth by the Board. The eligibility criteria shall include, but is not limited to: a written request submitted to the Board which demonstrates an economic hardship or need, an explanation why the prospective awardee wishes to participate in tournament, a likely breakdown of itemized costs, and how they anticipate raising at least half of the funds necessary for the trip. If the Board accepts the prospective awardee's application, then the awardee must provide evidence of the funds raised before the Board will issue the award; the award may only be used for housing and/or transportation expenses.

Section 4. Fundraising proceeds may be applied to player expenses incurred through participation in tournaments provided that the Club defines the purpose of the fundraiser as such.

Section 5. The Club may receive and accept property, whether real, personal or mixed, by way of gift, bequest or devise, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with the purposes of the Club.

All financial matters of the Club should be handled through an account opened in the name of the Club. All checks must be signed by an officer of the Board (specifically any of the following: Treasurer, President, Vice President or Immediate Past President) whose name

appears on the authorized signature card submitted to the banking institution handling the checking account.

Section 6. No part of the net earnings of the organization nor net receipts shall inure to the benefit of, or be distributable to the members, officers or other private persons, 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 Article 2 above.

Section 7. 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 8. Notwithstanding any other provision of these articles, 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.

Section 9. The Club shall not make any loans to members.

ARTICLE 6. The Board of Directions & Officers

Section 1. The Board of Directors (“The Board”) must act in good faith or at least what is reasonably believed to be the best interests of the Club, they must act with reasonable care, and must disclose all material information not already known unless legally prohibited. Officers have the same duties as the Board and must inform a superior Officer or the Board if they or another Officer has or is likely to breach a duty to the Club or commit a material violation of the law.

Section 1.1 The Board must have at least three (3) directors and two (2) Officers. The Board shall consist of the following Officers: President, Vice President, Treasurer, Communications Officer, Membership Coordinator/Registrar, Historian, two (2) At-Large Representatives, and Immediate Past President. Any Voting Member may hold an office.

Section 2. The Board shall have the authority to act on all matters concerning the Club, unless otherwise directed in these Bylaws, between Monthly meetings.

Section 3. The Board will serve on a volunteer basis and will not receive compensation for the time required to carry out their duties.

Section 4. The Board may adopt standards or governance policies for efficiency and/or compliance with laws and regulations. The Board shall also be responsible ensuring legal compliance.

Section 5. Excluding the Immediate Past President, the Officers shall be elected at the annual meeting of the Club. Their term of office shall begin at the close of officer elections. Their term of office shall end when a successor has been chosen. A Voting Member may hold no more than two (2) offices simultaneously. Should an Office become vacant (due to death, resignation, removal, or some other legal cause), the President may appoint an At-Large Representative or appoint a Voting Member to act in that Office until the Club's next Annual meeting, at which time the membership shall elect a replacement. In the event that there are simultaneously two (2) Officer vacancies the President may call a Special Meeting to elect replacements.

Section 6. Any Officer may be removed from office for the best interest of the Club would be served by, for non-performance of duties, has been declared of unsound mind by final court order, has been convicted of a felony, has been found by a final court order to have breached a duty as a Director, or does satisfy the requirements for qualifications as a Director by using the same procedure for expelling members, described in Article 3, Section 3.1 of this document.

Section 7. Officers serve during their respective term until a new Board is elected or the Officer resigns, is removed, or is unable to serve for any reason whatsoever.

Section 8. Any Officer may resign at any time by notifying the President in writing or notifying the Board. Resignations shall take effect at the time specified therein, no acceptance of such resignation shall be necessary to make it effective; Officers shall continue the work of the Club until the effective date including transitioning their duties to the President's appointee or newly elected Officer.

ARTICLE 7. Officer Duties

Section 1. The President shall preside over all meetings; have the authority to appoint committee chairs as long as they are board members; in the event they are not board members the person may serve as chair of an advisory committee; appoint officers and call for Special meetings as described in Article 6, Section 2; execute financial instruments; serve as an ex-officio member of all committees; coordinate practice leaders; appoint a coach and/or team captain as tournament and league play requires, and shall have overall accountability and responsibility for the affairs of the Club as well as to ensure the Club's compliance with applicable laws and regulations. The President shall coordinate communications between regular business meetings. Undertake leadership in various projects as determined by the Board.

Section 2. The Vice-President shall assist in the duties of running the Club and shall assume the duties of the President during those times when the President is not in attendance. Additionally, the Vice President shall also undertake leadership in various projects as determined by the President or the Board.

Section 3. The Treasurer shall collect fees required for Club business; keep an accurate record of the Club's bank account(s), trust companies, or other depositories; prepare and execute financial instruments/documents and submit all government required financial forms to ensure compliance with all laws and regulations; assuring the accuracy and integrity of the Club's

financial information, and advise on fundraising activities. The Treasurer shall also undertake leadership in various projects as determined by the Board.

Section 4. The Communications Officer shall keep an updated roster and mailing list of all members; send out club news and information to club contacts and members at regular intervals; manage Club publicity and public affairs; be the point-of-contact for other Soccer teams around the country/globe; and maintain the over-all content of the website and social network websites where necessary including publishing such information provided by Historian regarding team standings and Club events. . The Communications Officer may undertake leadership in various projects as determined by the Board.

Section 5. The Membership Coordinator/Registrar Officer shall be the point of contact for all people who are new to the Club and may request information about becoming a Member. The Registrar Officer shall also keep an updated roster and contact list(s) of all members; maintain a list of rosters of all league teams financially tied to the Club (either use Club uniforms or get Club to front league fees), noting captains and coordinators for each as well as verify Members on each team and ensure all team-members have paid their league fees; maintain a list of referees associated with the Club; and maintain an inventory of Club uniforms and queue of future orders. Registrar shall also ensure the good financial standing of all league teams financially tied to the Club as well as act as a liaison between the Board and team leadership. Undertake leadership in various projects as determined by the Board.

Section 6. The Historian shall record the highlights and motions of each Board meeting, seeing that such documents are distributed to Board and any Voting Member in attendance as well as seeing that Communications Officer publishes it to Club's Website as soon as practicable. The Historian shall be the keeper of the bylaws and a history of the Club. Historian shall create an annual report of Club activities to be presented and distributed at Annual Meeting; the report shall consist of various items (photos/videos, results, awards etc.) from Club activities, Club communications, and Club website. Historian shall keep and archive historical records of the significant moments in the history of the Club including lists of past Board members and the anniversaries of club events (e.g. Turkey Bowl, Rehoboth, Women's Indoor Tournament, etc.) and may undertake leadership in various projects as determined by the Board.

Section 7. The two (2) At-Large Board members shall represent the interests of the Voting membership and attend to other duties as prescribed by the Board; they may be appointed by the President to a vacancy on the Board pursuant to Article 6, Section 2. At-Large Board Members may undertake leadership in various projects as determined by the Board.

Section 8. The Immediate Past President shall serve as an advisor and provide continuity to the Board. The position shall be filled by the immediate predecessor to the newly-elected President. The Immediate Past President shall serve for a minimum of one (1) year, but may be reappointed by the President as deemed necessary. The Immediate Past President shall be responsible for seeing to the transition of the Board to newly elected Officers following elections. The transition may include such responsibility as: preparing documentation to the bank to notify them of the change to the Officers authorized on the account to the elected President & Treasurer; over-seeing memorandum and other documents are created detailing

processes/recommendations/statuses from past Officers to newly elected Officers; establishing a list of websites with user-names and passwords to permit access for new Officers; and transitioning any other equipment, materials, or assets to newly elected Officers. The Immediate Past President may execute financial instruments and may undertake leadership in various projects as determined by the Board.

Section 9. Any Officer may propose governance policies for the Board's consideration.

ARTICLE 8. Administration and Operations

Section 1. The Club shall have regular Monthly meetings as specified in Article 4. The President will call these meetings and may also call additional meetings when major Club issues need to be discussed.

Section 2. Five (5) Officers shall constitute a quorum for Monthly meetings.

Section 3. The Club shall have regular pick-up games at least once a week, weather permitting. The Club may also set up practice sessions and clinics as desired throughout the year.

Section 4. Any Voting Member of the Club may request in writing to the President or Treasurer giving five (5) business days notice to inspect the accounting records, any financial reports, policies, organizational documents (including but not limited to these Bylaws), or any copies of documentation submitted to the U.S. government which are not nor contain privileged information, work-product, or communications (as defined in the Federal Rules of Evidence).

Section 4.1 Pursuant to IRC the Club's filings with the Internal Revenue Service are open to public inspection. The Club upon a written request from a non-Member, an Associate, or the public at large (and their payment for reasonable copying and shipping charges) may provide copies of those filings. Voting Members may also inspect Club records as long as five (5) days written notice is given; the notice must be done in good faith and state the proper purpose. These copies shall be governed by the previous clause dealing with privileged information.

Section 5. Principle Office: The Club shall maintain an office within the District of Columbia but it may be moved from time to time in accordance with filing the correct paperwork to comply with the rules and regulations of the District of Columbia.

Section 5.1 Books and Records must be maintained at the Principle Office. These materials include: Articles of Incorporation, Bylaws, Minutes (for the last 3 years), Communications to members generally and financial statements (for the last 3 years), Names and business addresses for the Directors, the most recent biennial report, IRS Form 990 (for the last 3 years) as well as DC Forms 1023 or 1024 (if applicable), and a list of Voting Members.

Section 6. Registered Agent: The Registered Agent is the person who is able to serve as the Club representative for purposes of notification and serve of legal proceedings. The Club may

designate or change its Registered Agent from time to time by giving notice to the appropriate DC agency. The Registered Agent may notify the Club and appropriate DC agency of any change in address; the Registered Agent may also resign as long as that person informs the President in writing and files the necessary paperwork with the appropriate DC agency.

ARTICLE 9. Committees

Section 1. The President, with the guidance of the Board, may create, as necessary, committees to carryout special tasks. These tasks may include, but are not limited to, publicity, fundraising, field search, tournament participation, team newsletters, and participation in community events.

ARTICLE 10. Parliamentary Authority

Section 1. Except where otherwise provided for in these Bylaws, parliamentary procedure shall be conducted in accordance with the most recent edition of Robert's Rules of Order.

ARTICLE 11. Amendments to Bylaws

Section 1. These Bylaws may be amended at any Special Meeting or Annual meeting by a 2/3 vote of the Voting Members present and voting. The amendment must be submitted in writing to the Board at least one week prior to any meeting at which the vote shall take place.

Section 2. In the event that any portion of these Bylaws or amendment is rendered invalid by an act of government, those portions hereof which are not affected by such legislation shall remain in full force and effect until and unless altered or repealed in accordance with these Bylaws.

ARTICLE 12. Dissolution

Section 1. The Club may be dissolved upon a majority vote of the Annual General Membership Meeting or The Club will be automatically dissolved if the Voting Members falls beneath three (3) Voting Members.

Section 2. Upon the dissolution of the Club after paying or making provisions for payment of all liabilities of the Club, the Board of Directors shall take the remaining assets and distribute 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, to such organization(s) which may best fulfill the purposes of the Club or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE 13. Indemnification

Section 1. The Club shall indemnify any person named or threatened to be named a party to a proceeding by reason of the fact that such person is or was a member of the Board, an Officer, an employee or agent/volunteer.

Section 2. The individual(s) named or threatened to be named a party to a proceeding must give written notice to the President within but no later than five (5) days after the date such person has been notified through service of process. Notification shall include a copy of all documentation and information as is reasonably available to the individual(s) regarding the proceeding.

Section 3. Indemnification shall be limited to reasonable expenses incurred in connection with the proceeding. Reasonable expenses (including reasonable attorneys' fees and costs) shall include statement(s) detailing time and expenses and shall be delivered to the Club within five (5) days after receipt by the individual(s). Advances may be made for the indemnification of Directors and/or Officers.

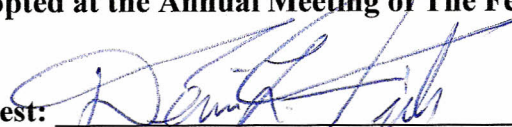
Section 4. The Club shall not indemnify any individual(s) in a proceeding if the indemnitee:

- a) did not conduct himself or herself in good faith,
- b) did not reasonably believe that his or her conduct was in the best interests of the Club,
- c) was not reasonably informed,
- d) had a conflict of interest
- e) there was a sustained failure to devote, attention or inquire about the organizations affairs,
- f) received an improper benefit, or
- g) in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

However, the Club must indemnify any officer or director successful in the defense of any proceedings for reasonable expenses incurred.

Section 5. In the event that the Club funds have been exhausted, then the indemnification of the individual(s) shall cease.

These bylaws were approved at a Monthly Meeting of the Board of Directors and were adopted at the Annual Meeting of The Federal Triangles Soccer Club on January 28, 2012.

Attest:  _____, Board President
Dennis Fish