By-Laws of the Johnston Soccer Club

Approved JanuaryAugust 1814, 20045 by Roll Call No. 20045-0801

Article I
Principal Office

Section 1. Principal Office. The principal office of the Corporation shall be located in Polk County, Iowa.

Section 2. Registered Office. The registered office of the Corporation required by the Iowa Non-Profit Corporation Act to be continuously maintained in Iowa shall be the principal office of the Corporation, but shall be subject to change by resolution of the Board of Directors and the filing of a statement of said changes as required by said Act.

Article II
Definitions

Section 1. Definition of Terms. This section of these By-laws will define terms used within this document.

- **A. Member**. This term refers to custodial parent(s) or guardian(s) of a dues paying or scholarship participant in the Johnston Soccer Club.
- **B. Membership**. This term refers to all Members, as defined above, of the Johnston Soccer Club.
- **C. Officer(s)**. This term refers to all Board of Director positions elected by the Membership. As of the signing of this document, these include the President, Vice President, Immediate Past President, Secretary, Treasurer, Recreation Program Director and SelectCompetitive Program Director.
- **D. Board of Directors**. This term refers to all officers defined above.
- **E. Executive Committee**. This term refers to the President, Vice President, Immediate Past President, Secretary and Treasurer, which shall have the, and may exercise all the power and authorities of the Board of Directors to make decisions between regular Board meetings.
- **F. Director**. This term refers to all Board of Director approved positions either officio (voting) and/or ex-officio (non-voting) added to the Board to assist the Corporation in accomplishing its goals and objectives.
- **G. Board**. This term refers to all officio (voting) Officers and Directors of the Corporation.
- **H. Full Board**. This term refers to the total number of officio (voting) Board Members of the Corporation.
- **I. Parent Coach**. This term refers to an individual appointed by the Club to coach a Recreational team or perform parent-coaching duties on a CompetitiveSelect team.
- **J. Recreational Program**. This term is defined in the Recreational Program portfolio.
- **K. Competitive Select Program**. This term is defined in the CompetitiveSelect Program portfolio.
- **L. Standing Committees**. This term refers to Board appointed committees, which meet on an on-going and regular basis to provide recommendations to the Board.
- **M. Ad hoc Committees**. This term refers to Board appointed committees, which are formed to study and make recommendations to the Board as to a specific issue or event and shall exist for a specified duration.

Article III
Board of Directors

Section 1. Corporate Management. The administration, government, and management of all the business activities, affairs, and property of the Corporation shall be vested in its BOARD OF DIRECTORS. The BOARD may, however, authorize any officer to act on behalf of the Corporation with regard to either general or specific matters.

Section 2. Number and Tenure. The number of DIRECTORS of the Corporation shall be no less than seven (7) and no more than twenty-one (21) individuals, with staggered termination dates, plus ex officio members (without voting privileges). Members of this Board shall be elected by the MEMBERSHIP to a term of two (2) years. The BOARD OF DIRECTORS shall have the authority by majority vote to determine the initial term lengths (one (1) or three (3) years) of each OFFICER to accomplish the desired staggering of said terms.

Each OFFICER shall hold office until the annual meeting of the BOARD in the year in which his or her term expires, and until his or her successor is elected and shall qualify. The President of the Corporation shall remain as an officer for two (2) years immediately following the period he or she served as President of the Corporation.

Section 3. Meetings. The BOARD shall have regular meetings, at least four (4) times per year. The BOARD shall determine the time and place of the regular meetings.

The annual meeting of the BOARD shall be held in November of each year, in which a vote of expired or open OFFICER positions shall be made available to the MEMBERSHIP twenty-one (21) days prior to said meeting for the MEMBERSHIP to vote. The OFFICERS obtaining the majority of the MEMBERSHIP vote shall assume their elected position beginning in January of the next calendar year unless said OFFICER position was open in which that OFFICER shall assume said position at the next schedule BOARD meeting. Special meetings of the BOARD may be called by the President, or must be called by the President at the request of at least two (2) DIRECTORS.

The BOARD and EXECUTIVE COMMITTEE shall have the authority to hold closed sessions relating to financial assistance requested from any MEMBER of the Club, Personnel evaluations of all paid employees of the Corporation, disciplinary hearings regarding coaches, parents or player issues or for just cause if voted to hold a closed session by the majority of the BOARD.

Section 4. Qualifications. Members of the BOARD shall be residents of the State of Iowa, adults who are dues-paying members of Johnston Soccer Club.

Section 5. Notice of Meetings. The Secretary of the Corporation shall give notice of the time and place of each meeting of the BOARD by mailing written notice of such meeting to each DIRECTOR at the DIRECTOR'S street or electric address as it appears on the records of the Corporation, at least three (3) days prior to the date set for such meeting. Such notice shall be deemed to have been given when deposited in the United States mail, thus addressed and postage prepaid, or sent with written confirmation electronically. The purpose of any special meeting of the BOARD shall be specified in the notice of such a meeting.

Section 6. Quorum. A majority of all DIRECTORS currently elected and/or appointed to the BOARD shall constitute a quorum for transaction of business.

Section 7. Voting. The affirmative vote of a majority of those present and voting at any meeting at which a quorum is present shall be necessary for the passage of any resolution or other action of the BOARD.

Section 8. Vacancies. Vacancies occurring in the BOARD, and vacancies occurring by reason of an increase in the number of DIRECTORS, shall be filled by vote of the remaining BOARD members. Any person elected to fill a vacancy created by the loss of a Director shall serve the unexpired term of the DIRECTOR thus replaced, and any DIRECTOR elected to fill a vacancy created by a new Directorship shall serve for the term designated.

Section 9. Director Meeting Attendance. A DIRECTOR may have no more than three (3) consecutive absences from BOARD meetings, upon which he or she may be asked to resign. The EXECUTIVE COMMITTEE, as well as provisions for application for leave of absence, can grant special consideration or waivers.

Section 10. Minutes. Written minutes of all meetings of the BOARD shall be kept at the principal office of the Corporation.

Section 11. Compensation. A No DIRECTOR ismay be entitled to receive compensation in the amount of a percentage or fixed rate for services provided to the club upon 2/3rds majority vote of the ENTIRE BOARD for said services. for any service he or she may render to the Corporation. However, with approval of the BOARD, any DIRECTOR may be reimbursed for actual expenses incurred in the performance of duties.Such compensation shall be placed on the Boards' regular agenda and shall be conducted in an open forum for comment from the MEMBERSHIP. The Board Member identified for compensation shall excuse themselves from the meeting for this particular agenda item declaring a conflict of interest and therefore being excused from the vote.

Article IV
Officers

Section 1. Number. The OFFICERS of the Corporation shall be President, Vice-President, Immediate Past-President, Secretary, Treasurer, CompetitiveSelect Program Director and Recreation Program Director, each of who shall be elected by the MEMBERSHIP. The BOARD shall appoint additional officio (voting) and ex-officio (non-voting) DIRECTORS to the BOARD. No person shall simultaneously hold two offices. All DIRECTORS must be members of the Corporation.

Section 2. Term of Office. The term of all OFFICERS and DIRECTORS of the Corporation shall be two (2) years beginning January 1 immediately following the November election. The terms of OFFICERS of the Corporation shall be staggered so that the entire slate of officers is not elected simultaneously. Each OFFICER shall hold office until his or her successor has been duly elected and shall qualify.

Section 3. Removal. The BOARD may remove any DIRECTOR of the Corporation from office and/or BOARD for good cause. A vote of three-fourths ($3/4^{th}$) of the FULL BOARD at any regular meeting or any special meeting called for that purpose, at which a quorum is present and voting, is required. Additionally, the MEMBERSHIP may remove any DIRECTOR of the Corporation from office and/or BOARD for good cause. A vote of three-fourths ($3/4^{th}$) of the MEMBERSHIP at any regular or any special meeting called for that purpose is required. Electronic or voting by proxy is not allowed.

Section 4. Vacancy. Vacancies among the DIRECTORS of the Corporation shall be filled by the BOARD or, if the filling of any such vacancy cannot be postponed until the time of the next meeting of such DIRECTORS, by the EXECUTIVE COMMITTEE. Any officer elected to fill a vacancy shall serve for the unexpired term of the DIRECTOR being replaced.

Section 5. President. The President shall be the chief officer of the Corporation, the President of the BOARD and the President of the EXECUTIVE COMMITTEE. The President shall preside at all meetings of the BOARD, and the EXECUTIVE COMMITTEE. The President shall oversee the long-term planning for the Corporation. As directed by the BOARD and EXECUTIVE COMMITTEE, the President shall have general charge of the business of the Corporation, shall keep the BOARD and EXECUTIVE COMMITTEE fully informed, and shall freely consult with them concerning the affairs of the Corporation. The President, or any other officer of the Corporation thus authorized, shall execute on behalf of the Corporation any deeds, contracts, bonds, or other instruments or agreements of any kind, which require signature by the Corporation. The President shall perform such other duties as are assigned by the Articles of Incorporation or as may from time to time be required by the BOARD or by the EXECUTIVE COMMITTEE.

Section 6. Vice President. In the event of the absence, disability or death of the President, the Vice President shall perform the duties of the President, with all of the President's powers and subject to all restrictions upon the President, until such time as the President is again able to serve. The Vice President shall provide the

management oversite of the paid staff, both employees and contractors. The Vice President shall also attend the regularly scheduled Greater Des Moines Junior Soccer League meetings The Vice President shall also review the monthly financial statements from the Treasurer for accuracy and accountability and shall perform such other duties as may be assigned by the President, the BOARD, or the EXECUTIVE COMMITTEE.

Section 7. Immediate Past President. The Immediate Past President shall remain an officio (voting) officer of the BOARD for two (2) years following his or her term as President. The Immediate Past President shall chair the Disciplinary Committee of the Corporation.

Section 8. Secretary. The Secretary shall prepare and give notice of the time and place of each meeting of the BOARD by mailing written notice of such meeting to each DIRECTOR at the DIRECTOR'S street or electric address as it appears on the records of the Corporation, at least three (3) days prior to the date set for such meeting. The Secretary shall also prepare the Corporations agenda and record the minutes of the BOARD and EXECUTIVE COMMITTEE meetings.

The Secretary shall in general perform all other duties incident the office of Secretary and such other duties as may be assigned by the President, the BOARD, or the EXECUTIVE COMMITTEE.

Section 9. Treasurer. The Treasurer shall sign any deeds, mortgages, bonds, contracts, or other instruments or agreements of any kind, which require signature by the Corporation. The Treasurer shall have charge and custody of, and be responsible for all funds and securities of the Corporation.

Annually, and at other times as may be required by the BOARD, and EXECUTIVE COMMITTEE, the Treasurer shall render a statement of the accounts of the Corporation. The Treasurer shall also cause to be entered regularly, on the books of the Corporation kept for that purpose, full and accurate entries of all moneys received and paid out by the Corporation, which books shall be open for inspection by the BOARD and/or the EXECUTIVE COMMITTEE. A copy of the Corporations financial statements shall be provided to the Vice President for review on a monthly basis.

The Treasurer shall in general perform all other duties incident the office of Treasurer and such other duties as may be assigned by the President, the BOARD, or the EXECUTIVE COMMITTEE.

Section 10. CompetitiveSelect Program Director. The CompetitiveSelect Program Director shall be the Chairperson of the CompetitiveSelect Steering Committee and serve as the primary conduit between the BOARD and the parents and participants within the COMPETITIVESELECT PROGRAM.

The CompetitiveSelect Program Director shall in general perform other duties as may be assigned by the President, BOARD, or EXECUTIVE COMMITTEE.

Section 11. Recreation Program Director. The Recreation Program Director shall be the Chairperson of the Recreation Program Steering Committee and serve as the primary conduit between the Board of Directors and the parents and participants within the RECREATION PROGRAM.

The Recreation Program Director shall attend and represent the Corporation at monthly meetings of the Greater Des Moines Junior Soccer League and in general perform other duties as may be assigned by the President, BOARD, or EXECUTIVE COMMITTEE.

Section 12. Appointment of Additional Directors. The BOARD shall have the authority to appoint and eliminate, by majority vote various officio (voting) and ex-officio (non-voting) DIRECTOR positions. As of the signing of this document, these positions include; Registrar U5-U10 officio (voting), Registrar U11-U19 officio (voting), Director of Fields officio (voting), Referee Assignor officio (voting), Director of Referees officio (voting), Director of Coaching and Developmentes ex-officio (non-voting), Director of Scores officio (voting),

Director of Fundraising officio (voting), Director of Concessions officio (voting) and Director of Volunteers officio (voting).

Article V
Executive Committee

Section 1. Interim Management. There shall be an EXECUTIVE COMMITTEE composed of the President, Vice President, Intermediate Past President, Secretary and Treasurer. Between meetings of the BOARD, the EXECUTIVE COMMITTEE shall have and may exercise all the power and authorities of the BOARD, except as limited by the Iowa Non-profit Corporation Act.

The EXECUTIVE COMMITTEE shall have the power of the BOARD to act in an emergency which requires immediate action and to bind the Corporation by such action between meetings of the BOARD, to perform such other functions to the extent provided by the BOARD, and to study and make recommendations to the BOARD on matters to be considered by the BOARD; except that the EXECUTIVE COMMITTEE shall not have authority to amend the Corporation's Articles of Incorporation, to adopt a plan of merger or consolidation, to recommend the sale, lease, exchange or other disposition of substantially all of the assets of the Corporation, or to amend these By-Laws.

Section 2. Meetings. The EXECUTIVE COMMITTEE shall meet at the call of the President, who shall also call a meeting of said Committee upon the request of any two (2) members of said Committee.

Section 3. Quorum. A majority of the members of the EXECUTIVE CCOMMITTEE shall constitute a quorum for the transaction of business.

Section 4. Voting. The affirmative vote of a majority of those present and voting at a meeting at which a majority of the members of the EXECUTIVE COMMITTEE is present shall be necessary for the passages of any resolution or action.

Section 5. Reports to Directors. The BOARD shall be advised as to any action taken by the EXECUTIVE COMMITTEE, and shall be so advised at the meeting of the BOARD next occurring after any action is taken by the EXECUTIVE COMMITTEE.

Article VI
Committees

Section 1. Committees. The BOARD will establish and maintain committees to assist in the general operation and long-range planning of the Corporation.

Committee Chairs shall be appointed by the President of the BOARD and approved by the BOARD unless otherwise specified as a part of Article IV of these By Laws. Each committee chair is responsible for appointing committee members, with the approval of the President of the BOARD. Membership to committees may be drawn from the BOARD and the MEMBERSHIP at large.

Section 2. Terms of Office. Each member of a committee shall continue until the next calendar year January meeting of the BOARD and until his or her successor is appointed, unless the committee shall be sooner terminated or unless such member resigns from such committee, or unless such member shall otherwise cease to act.

Section 3. Board Nominating Committee. The committee shall consist of no fewer than three (3) members of the BOARD. The Board Nominating Committee shall be appointed by the BOARD President and shall be responsible for nominating OFFICERS for the BOARD OF DIRECTORS.

The Board Nominating Committee shall present a slate of OFFICERS for election at the annual meeting. The report of the Board Nominating Committees shall be filed in the office of the Corporation at least twenty-one (21) days prior to the date of the annual meeting and distributed to the MEMBERSHIP with respect to the

OFFICERS. Each nominee shall be given the opportunity to prepare a single sided one-half page biography in 12pt. print size and submitted to the Board Secretary thirty (30) days prior to the established election date. A slate of OFFICER positions with said bios shall be used as the ballot for the MEMBERSHIP. A majority vote of the MEMBERSHIP present for an individual candidate shall constitute the elected OFFICER.

Section 4. Finance Committee. The Chair will be the Treasurer of the BOARD. The committee will consist of no fewer than three (3) members as appointed by the Committee Chair with concurrence of the BOARD, but need not be members of the BOARD. The Finance Committee is responsible for developing and reviewing fiscal procedures and an annual budget, in consultation with staff and BOARD members. The BOARD must approve the budget and all expenditures must be within budget. The BOARD or EXECUTIVE COMMITTEE must approve any material change **(amounts that exceed one thousand ($1,000.00) dollars)** in the budget.

Section 5. CompetitiveSelect Steering Committee. The Chair will be the CompetitiveSelect Program Director. The committee shall consist of the Parent Coaches or their designee within the SELECTCOMPETITIVE PROGRAM. The SelectCompetitive Steering Committee is responsible for exploring and evaluating means of developing and enhancing the technical and tactical abilities of the select players within the Corporation and recommending to the BOARD a philosophy for said program.

Section 6. Recreation Steering Committee. The Chair will be the Recreation Program Director. The committee shall consist of the Parent Coaches or their designee within the RECREATION PROGRAM. The Recreation Steering Committee is responsible for exploring and evaluating means of developing and enhancing the technical and tactical abilities of the recreational players within the Corporation and recommending to the BOARD a philosophy for said program.

Section 7. Disciplinary Committee. The committee shall be chaired by the Immediate Past President or as appointed by the BOARD and consist of the CompetitiveSelect Program Director and Recreation Program Director. Actions from this committee shall be presented to the BOARD in closed session and shall remain confidential and unavailable to the MEMBERSHIP.

Section 8. Other Committees. The BOARD may also designate other standing (on-going) or ad hoc (special) committees that do not exercise BOARD authority. Members of each such committee may be DIRECTORS and must be MEMBERS of the Corporation, except as otherwise provided. The President of the Corporation shall appoint the members thereof, subject to approval of the BOARD. The BOARD may remove any member of a committee whenever, in its judgment, the best interest of the Corporation shall be served by such removal.

Article VII
Membership

Section 1. Membership. Membership to Johnston Soccer Club as defined in Article II of these By-laws. For voting purposes within the guidelines of these By Laws, each household shall be granted one vote regardless of the number of children participating in the Corporation.

There shall be no restriction to membership of the Corporation by reason of race, color, creed, religion, or gender. Members of the Corporation shall be entitled to vote at the annual meeting for the OFFICER positions whom terms have expired at said time and date.

Article VIII
Professional Staff

Section 1. Professional Coaches. The BOARD shall have the authority to hire, evaluate, discipline and fire any paid professional coach or employee within the Corporation. The CompetitiveSelect and Recreation Program Directors shall be responsible for obtaining written evaluations from the CompetitiveSelect Steering and Recreation Steering Committees. The Co-chairs shall in conjunction with a three-member Evaluation

Committee appointed by the President of the BOARD and approved by the BOARD, shall submit their recommendations to the BOARD in closed session regarding compensation and performance evaluation of said paid professional coaches and Corporation employees.

Section 2. Corporation Employees and Contractors. The BOARD shall have the authority to hire, evaluate, discipline and fire any paid Corporation employee or Independent Contractor of the Corporation. A special contract and compensation review committee appointed by the President of the BOARD and approved by the BOARD, shall submit their recommendations to the BOARD in closed session regarding compensation and performance of said paid employees and independent contractors of the Corporation.

Article IX
Gifts

Section 1. Approval of Gifts. All gifts offered to the Corporation, other than non-restricted cash or marketable securities for any special purpose or subject to any restrictions, must be accepted and approved by the BOARD of the Corporation prior to acceptance.

Section 2. Designation of Gifts. Gifts to the Corporation may be designated either as gifts for operating purposes or as capital funds. If the donor makes no such designation, any such gift shall be used as the BOARD determines.

Section 3. Tax Status. Under no circumstances shall any gift be accepted by the Corporation which would in any way invalidate or endanger the tax-exempt status of the Corporation, under either Iowa law or federal law, or which would endanger the status of the Corporation as an organization. Contributions are tax deductible.

Article X
Parliamentary Authority

Section 1. Robert's Rule of Order, Revised. Robert's Rule of Order, Revised, shall govern the transaction of business at all meetings of the BOARD, except as limited by the Corporation's Articles of Incorporation, these By-Laws or adopted procedural rules by the BOARD.

Article XI
Amendments to By-Laws

The BOARD shall have the power to alter, amend, or repeal the By-Laws and adopt new By-Laws at any regular or special meeting of the BOARD by a majority vote of the FULL BOARD, provided twenty-one (21) days prior notice of the nature of the proposed amendment is given to the MEMBERSHIP for comment and discussion.

JOHNSTON SOCCER CLUB

By: _____
Douglas C. Romig, President

Attest:

_____ _____

Jeff SmahaTodd Cook, Secretary Date

JOHNSTON SOCCER CLUB BOARD
PROCEDURAL RULES
Approved January 18, 2004 by Roll Call No. 2004-02
Approved August 14, 2005 by Roll Call No. 2005-0801

Part I. General Provisions

Rule 1. Scope of Rules. These rules shall govern the conduct of the Johnston Soccer Club Board ("Board"), a decision making board appointed by the Membership of the Johnston Soccer Club, and shall be interpreted to insure fair and open deliberations and decision making.

Rule 2. Parliamentary Procedures Waived. Except as specifically required by these rules, the Board shall not use any formal points of parliamentary order, personal privilege, parliamentary inquiry or other technical forms.

Rule 3. Matters Not Covered. Any matter of order or procedure not covered by these rules shall be referred to the President, who shall decide the matter, with the assistance and advice of the Board's Immediate Past President if necessary, in conformity with the purpose of these rules in a fair and expeditious manner. The decision of the President may be reversed by a majority vote of the Board if not in conflict with the By Laws or Articles of Incorporation referred to in Rule 4.

Rule 4. Interpretation. These rules are intended to supplement and shall be interpreted to conform to applicable statutes of the Johnston Soccer Clubs' By Laws.

Part II. Time and Place of Meeting

Rule 5. Regular Meetings. Regular meetings of the Board shall be held on the firstsecond Sunday of each month following the Greater Des Moines Junior Soccer Club meetings held on the second Tuesday of each month at a time to be designated by the Executive Committee in a place accessible to the general public**,** usually at 7:00 p.m. at the conference room of the Okoboji Grill located at 8481 Birchwood Court, Johnston, Iowa, 50131. When the Board meeting falls on a legal holiday, then the meeting shall be held on a date and a time as determined by the Executive Committee. The Board may, by resolution, continue or postpone any regular meeting to another date and time, or may cancel a meeting. All meetings shall be open to the Membership with the exception of closed session meetings as defined in the Corporations adopted By Laws.

Rule 6. Special Meetings. Special meetings may be called by the Board President or at the request of two (2) Directors. A call for a special meeting shall be filed with the Secretary in written form. The call for the special meeting shall specify the day, hour and subject or tentative agenda of the meeting and shall be posted on the Johnston Soccer Clubs website.

Rule 7. Quorum. A majority of all elected and/or appointed officio (voting) members currently appointed to the Board shall constitute a quorum for transaction of business. A lesser number may discuss but not take action on any item until a quorum is present.

Part III. Agenda

Rule 8. Preparation of Agenda. Prior to each regular Board meeting, the Executive Committee shall prepare an agenda that contains all items the Board anticipates acting upon or receiving at the meeting. All agenda items requiring action will be identified as such on the agenda. The written agenda and packets of supporting information for agenda items or brief summaries of the agenda items will be sent to Board members prior to the date of the meeting.

Rule 9. Posting of Agenda. A copy of the agenda shall be posted on the Johnston Soccer Clubs' website within a minimum of forty-eight (48) hours of said meeting.

Part IV. Members

Rule 10. Attendance. Each Board member must attend at least seventy-five percent (75%) of the regularly scheduled meetings in a given calendar year. Each Board member is expected to attend each meeting in its entirety. If a Board member's attendance is not in compliance, it is the responsibility of the President to request guidance from the Board regarding recommendations to the Board of Directors. Each Board member should notify the Board Secretary prior to the meeting in the event he or she must be absent from a Board meeting.

Rule 11. Conflict of Interest. Each Board member shall comply with the provisions outlined below regarding conflicts of interest. In particular:

A. A Board member cannot participate in discussion of an issue in which the member has a direct financial interest or an interest as defined below at a Board meeting or a Committee meeting or an Executive Committee meeting.

B. A Board member cannot vote on any issue in which the member has an interest as defined below.

C. A Board member cannot participate in selection or award or administration of a contract if the member has an interest as defined below.

D. A Board member has an interest when the Board member or any member of his or her immediate family or his or her partner or any organization which employs, or is about to employ, the Board member, any member of his or her immediate family, or the Board member's partner has a financial or other interest in the firm or contractor selected for award. This interest may be real or apparent. An example of an "other interest" is membership on the board of a non-profit agency or public entity that is applying for and/or is selected for award of funds or other contract.

E. The contractor in these situations includes the agency, public entity, firm or person applying for and/or selected to receive the funds or contract.

F. A Board member cannot solicit or accept any gratuities, favors, money, rebates or anything of monetary value from contractors, potential contractors or parties to sub-agreements.

In the event that a Chair of a Committee has a conflict as to any item or issue before the Committee, another member of the Committee shall preside while that item or issue is under discussion and shall present information on behalf of the Committee at the Board meeting. In the event a Board member has a conflict as defined above that member may choose to leave the meeting room while that item or issue is being discussed.

Part V. Officers

Rule 12. Officers. The officers of the Corporation shall be President, Vice President, Immediate Past President, Secretary, Treasurer, CompetitiveSelect Program Director and Recreation Program Director and such other officers as identified in Article IV. Section 12 of the Johnston Soccer Club By-laws or as deemed necessary by the Board. The President, Secretary and Recreation Program Director shall be elected by a majority vote of all members of the Corporation in November of each odd-numbered year and shall serve for two years. The Vice President, Treasurer and CompetitiveSelect Program Director and any other officers shall be elected in the same manner in November of each even-numbered year and shall serve for two (2) years.

Rule 13. Vacancy. In the event a vacancy occurs in any office for any reason, the Board shall, as soon as reasonably possible, nominate and elect a member to serve in that office until the next regular election of officers.

Rule 14. Nominating Committee. The President shall appoint a Nominating Committee of three persons at least two months prior to a regular election of officers. Members of the nominating committee may be nominated to fill any office. The Nominating Committee shall report its proposed nominations for officers twenty-one (21) days prior to the regular November meeting.

Rule 15. Election of Officers. Officers shall be elected in November and take office in January.

Rule 16. Duties of Officers. The President shall preside at all meetings of the Board and shall be, ex officio, a non-voting member of all committees. The Vice President shall exercise the powers and perform the duties of the President in his or her absence for the duration of the absence or incapacity of the President or for the duration of the meeting. Other officers shall exercise such powers and perform such duties as assigned by the Board of Directors.

Rule 17. Executive Committee. An Executive Committee consisting of President, Vice President, Immediate Past President, Secretary and Treasurer shall be a standing committee.

Part VI. Conduct of Meetings

Rule 18. Roll Call. Before proceeding with the business of the Board, the Recording Secretary shall call and/or record the roll of members present, and enter those names in the minutes. The Recording Secretary shall determine the presence of a quorum as required by the adopted By-laws and these rules.

Rule 19. Call to Order. The President or Vice President shall call the meeting to order at the appointed hour. In the absence of the President or Vice President, the Immediate Past President shall call the meeting to order and serve, as the temporary presiding officer.

Rule 20. Presiding Officer. The President shall be the presiding officer at all Board meetings. If the President is absent or unable to preside, the Vice President shall preside. If both the President and Vice President are absent, the Immediate Past President shall serve as the President pro tempore to preside at that meeting.

Rule 21. Control of Discussion. The presiding officer shall control discussion of the Board on each Agenda item to assure full participation in accordance with these rules. Each Board member's comments must be directed to the subject under consideration. The presiding officer shall rule on such comments.

Rule 22. Presiding Officer's Right To Enter Into Discussion. The President or other presiding officer may enter into any discussion to limit the discussion or affirm its direction.

Rule 23. Limit on Remarks. Each Board member shall limit his or her remarks to a reasonable length. The Board at any meeting may establish a maximum length.

Rule 24. Presiding Officer's Right to Speak Last. The presiding officer may speak last to close debate and to sum up the discussion.

Rule 25. Closing Debate. The presiding officer shall close discussion on any item with the concurrence of a majority of the Board. However, a call for a vote to close discussion will take precedence.

Part VII. Membership Participation

Rule 26. Manner of Addressing the Board. A person other than a Board member desiring to address the Board shall state his or her name, address, and group affiliation (if any).

Rule 27. Time Limit on Member's Remarks. Members shall be limited to three (3) minutes speaking time per item, unless the presiding officer grants additional time with Board concurrence. Total Member input on any subject under Board consideration can be limited to a fixed duration by the presiding officer. A majority vote of the Board may extend or limit the time duration under this rule. Board members may ask questions following a Member's remarks and these questions and answers are not subject to the fixed time limit. Board members may also ask questions of other members in the audience with permission of the presiding officer. However, the questions shall be germane to the subject under consideration and the answers shall be concise and responsive.

Rule 28. Remarks to be Germane. Member comments must be directed to the subject under consideration. The presiding officer shall rule on such Member comments. Any person making impertinent, or slanderous remarks or comments directed negatively at individuals may be barred by the presiding officer from further comment before the Board during the meeting, and, if appropriate from future participation.

Part VIII. Board Action

Rule 29. Motion Required. An officio (voting) member of the Board shall move all action requiring a vote.

Rule 30. Motion to Reconsider. A motion to reconsider can only be made by a Board member who was on the prevailing side in the original action or by a Board member absent at the time of the original action. The sponsoring of the reconsideration of a matter by the President or other presiding officer has the effect of a motion to reconsider.

Rule 31. Motion to Amend. No motion shall be made while any other motion is pending, except a motion to amend, or other subsidiary motion, made to assist the Board in disposing of a motion, which shall take precedence over the motion on the floor.

Rule 32. No Motions by Presiding Officer. The presiding officer shall not make a motion.

Rule 33. Call for Vote. At the conclusion of debate the presiding officer shall call for a vote; however, a majority of the Board may call for a vote at any time.

Rule 34. Separate Consideration. Except as otherwise required by these rules each Agenda item shall be voted upon separately and each separate vote of each Board member shall be recorded by the recording secretary.

Rule 35. Recording Names of Members Making Motions. The recording secretary shall record the name of the Board member making each motion, second and shall record, by roll call, the vote of each officio (voting) Board member.

Part IX. Miscellaneous

Rule 36. Suspension of Rules. These rules or any part hereof, may be suspended, changed or modified by a two-thirds majority of the Board.

Rule 37. Presentations to Other Entities. Only the President or the President's designee shall represent the Board on an issue before any other entity or agency. Any other Board member who addresses a public forum, or the media on an issue upon which the Board has taken or is considering action shall make it clear that he or she is not representing the Board.

Part X. Committees

Rule 38. Establishing Committees. The Board may establish both standing and ad hoc committees as needed.

Standing committees shall meet regularly and shall make recommendations to the Board as to various areas, including, but not limited to, the select and recreational programs of the Corporation.

Ad hoc (special) committees may be established from time to time, as the Board deems necessary to study and make recommendations to the Board as to specific issues or events and shall exist for a specified duration.

Rule 39. Conduct of Committees. Committee members shall be selected by the Committee Chairperson and approved by the President of the Board.

Standing Committees shall operate under guidelines or rules approved by the Corporation By-Laws or as directed by the Board of Directors. These shall include a method of conducting meetings, selecting presiding officers and recording minutes. The presiding officers need not be Board members. Minutes of Committee meetings shall be submitted to the Recording Secretary within fourteen (14) days following each Committee meeting.

Each Special Committee shall operate as deemed appropriate for its particular mandate and duration.

Part XI. Authority of Board

Rule 40. Board Action. No officer, member, or committee shall independently bind the Board to an action unless expressly authorized to do so; and the Board shall in any way recognize no such action unless so authorized.

Rule 41. Board Rules and Policies. The Board may adopt rules and policies, such as the manner of providing notice to the Membership on certain matters to be considered and acted upon by the Board.

Part XII. Amendments To Procedural Rules

Rule 42. Amendments. The Board shall review these Procedural Rules every two years to recommend any necessary amendments. Amendments may be made by approval of two-thirds majority of the Full Board at a regular Board meeting if notice of the proposed amendment was provided to each Board Member at the previous Board meeting.

JOHNSTON SOCCER CLUB

By: _____
Douglas C. Romig, President

Attest:

_____ _____
Jeff SmahaTodd Cook, Secretary Date