

**CONSTITUTION AND BYLAWS OF
JACKSON FUTBOL CLUB**
(f/k/a Northeast Jackson Soccer Organization, Inc.)

AMENDED, RESTATED AND ADOPTED EFFECTIVE May 16, 2005

ARTICLE I - NAME:

The name of the organization shall be "Jackson Futbol Club." Hereafter, the organization may be referred to as the "corporation" or "JFC."

ARTICLE II - PURPOSE:

The purpose of JFC shall be the development of a recreational program for the population served by this organization through the promotion, development, and regulation of an organized soccer program. The corporation is organized and operated exclusively for educational purposes and to foster national and international sports competition as described in Section 501(c) (3) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law. In the event of dissolution of the corporation, the residual assets of the corporation will be turned over to the United States Soccer Federation, an organization which itself is exempt as an organization described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding section of any prior or future laws.

ARTICLE III - TERRITORY:

Territory served by JFC shall include the entire area within the northeast section of the City of Jackson, Mississippi, bordered by High Street on the South, State Street on the West, and the city limits on the East and North. However, JFC may allow participation of players from other geographic areas to the extent consistent with Mississippi Youth Soccer Association rules.

ARTICLE IV - AFFILIATION:

The corporation shall be affiliated with the Mississippi Youth Soccer Association and the United States Youth Soccer Association of the United States Soccer Federation, and shall be an integral part of these organizations, and shall at all times recognize the authority, rules and laws of these bodies.

ARTICLE V - BOARD OF OFFICERS:

The corporation shall be organized, administered, and operated by ten (10) voting officers and one (1) alternate officer, the Treasurer, who shall vote in the absence of the Director of Finance. These officers shall be the sole members of this organization. These officers may be referred to as the "Board of Officers" or the "Board." The Board of Officers shall include the following voting officer positions:

A. President

- B. Vice President of Division I
- C. Vice President of Division II
- D. Vice President of Division III
- E. Vice President of Micro Soccer
- F. Past President
- G. Director of Finance
- H. Secretary
- I. Director of Fields, Property and Equipment
- J. Director of Sponsorships

In addition, in the absence of the Director of Finance, the Treasurer may attend and vote at meetings of the Board in lieu of the Director of Finance.

ARTICLE VI – VOTING BY OFFICERS:

In all matters which are presented to the Board, each officer entitled to vote shall have the right to cast one vote. Multiple offices may be held by one person but in that instance such person shall have the right to cast only one vote. Voting in all matters except where designated herein will be determined by a majority vote. There shall be no proxies, and an officer must be physically present to cast his/her vote at a meeting of the Board of Officers.

ARTICLE VII - ELECTION OF OFFICERS:

Officers (other than the Treasurer and Past President) shall be elected by the existing Board at the Annual Business Meeting held in May of each year, and at any meeting during the year if a vacancy occurs as specified in Article XII. The Treasurer is appointed by the Director of Finance. The then current President shall accede to the office of Past President. The then current President-Elect, if any, shall accede to the office of President. If there is no President-Elect, the office of President shall be elected like all other offices to be elected. Officers shall serve until the next Annual Business Meeting to be held in May of each year, or until their successors are duly elected and qualified.

The Election of Officers shall be conducted at the May meeting of the Board of Officers. A slate of nominations shall be presented to the Board of Officers by the Nominating Committee. Additional nominations may be made by any voting officer in attendance. The nominations from the floor shall start with the President's office and proceed down the list of officers in the order presented in Article V of the Constitution and Bylaws. In addition, the Nominating Committee shall nominate one of the officers (which may include the current President) to serve in the dual capacity of President-Elect, said officer to serve as President in the following year.

Before an individual is nominated, the Nominating Committee or the nominating officer, as applicable, shall have obtained the nominee's consent that, if elected, such individual will serve in the position. At the end of the nomination period for each voting office, a written secret ballot will be conducted of all voting officers present.

The nominee with the greatest number of votes will be declared elected, if such nominee receives

at least 4 votes. If a tie occurs for most votes, those nominees will be considered eligible for a second ballot, and further ballots, if necessary until one nominee receives the greatest number of votes, but never less than 4 votes. If no nominee receives 4 votes, the two individuals receiving the most votes will be eligible for a second ballot. If ties do not permit the selection of just two individuals, all individuals who tied for the two highest votes received shall also be eligible for the second ballot.

The newly elected voting officers shall take office immediately following such meeting and be responsible for the conduct and administration of the soccer program for the subsequent Fall and Spring seasons.

ARTICLE VIII - OFFICERS: DEFINITIONS AND RESPONSIBILITIES:

A. PRESIDENT

The President shall have the overall responsibility for the conduct and administration of this organization and shall be responsible for the following:

1. Serve as Chairman of the Board of Officers.
2. Be responsible for liaison with the Mississippi Youth Soccer Association (MYSA), including, but not limited to, serving as delegate to the MYSA Annual General Meeting.
3. Serve as Chairman of the Executive Committee.
4. Serve on the following other committees:
 - a. Operations and Discipline Committee;
 - b. Finance Committee;
 - c. Long Range Planning Committee; and
 - d. Nominating Committee.

B. VICE PRESIDENT OF DIVISION I

The Vice President of Division I shall perform the following duties:

1. Serve as chairman of the Division I Operations Committee.
2. Be the liaison between the Board and the Division I Operations Committee.
3. Ensure that all Division I teams are in compliance with applicable rules of JFC and MYSA.
4. Work with the Vice President of Division II when overlapping players are involved.
5. Serve on the following other committees:
 - a. Operations and Discipline Committee;
 - b. Long Range Planning Committee; and
 - c. Facilities Management Committee.

C. VICE PRESIDENT OF DIVISION II

The Vice President of Division II shall perform the following duties:

1. Serve as chairman of the Division II Operations Committee.

2. Be the liaison between the Board and the Division II Operations Committee.
3. Ensure that all Division II teams are in compliance with applicable rules of JFC and MYSA.
4. Work with the Vice President of Division I and the Vice President of Division III when overlapping players are involved.
5. Serve on the following other committees:
 - a. Operations and Discipline Committee;
 - b. Long Range Planning Committee; and
 - c. Facilities Management Committee.

D. VICE PRESIDENT OF DIVISION III

The Vice President of Division III shall perform the following duties:

1. Serve as chairman of the Division III Operations Committee.
2. Be the liaison between the Board and the Division III Operations Committee.
3. Ensure that all Division III teams are in compliance with applicable rules of JFC and MYSA.
4. Work with the Vice President of Division II when overlapping players are involved.
5. Serve on the following other committees:
 - a. Operations and Discipline Committee;
 - b. Long Range Planning Committee; and
 - c. Facilities Management Committee.

E. VICE PRESIDENT OF MICRO

The Vice President of Micro shall perform the following duties:

1. Serve as chairman of the Micro Operations Committee.
2. Be the liaison between the Board and the Micro Operations Committee.
3. Ensure that all Micro teams are in compliance with applicable rules of JFC and MYSA.
4. Serve on the following other committees:
 - a. Operations and Discipline Committee;
 - b. Long Range Planning Committee; and
 - c. Facilities Management Committee.

F. PAST PRESIDENT

The Past President shall serve as an advisor to the Board and shall be responsible for the following:

1. Registration.
2. Friends of JFC.
3. Coordinate tournaments among divisions and MYSA filings and correspondence.
3. Serve as chairman of the Operations and Discipline Committee.
4. Serve on the following other committees:

- a. Finance Committee;
- b. Long Range Planning Committee; and
- c. Nominating Committee.

G. DIRECTOR OF FINANCE

The Director of Finance shall perform the following duties:

1. Maintain all financial books and data relating to the organization sufficient for preparing tax returns.
2. Make monthly financial reports to the Board.
3. Prepare an annual budget, with the input of the Board.
4. Issue letters of credit on an annual basis.
5. Serve as Chairman of the Finance Committee.
6. Serve on the following other committees:
 - a. Executive Committee;
 - b. Sponsorship Committee; and
 - c. Long Range Planning Committee.

H. SECRETARY

The Secretary shall perform the following duties:

1. Maintain records of filings and correspondence with MYSA.
2. Prepare minutes of Board meetings.
3. Assist the Treasurer and Director of Finance with maintenance of financial records, tax returns, etc.
4. Serve as Chair of the Nominating Committee.
5. Serve on the following other Committees:
 - a. Executive Committee; and
 - b. Operations and Discipline Committee.

I. DIRECTOR OF FIELDS, PROPERTY AND EQUIPMENT

The Director of Fields, Property and Equipment shall perform the following duties:

1. Oversee and/or accomplish irrigation, over seeding, appropriate fertilizing, proper mowing, appropriate aerating, maintenance of overall turf quality (weed, disease and insect control and repair of worn areas such as in front of goals), lining of fields as needed, and bush hogging property as needed.
2. Be responsible for overseeing and/or accomplishing the maintenance, upkeep and repairs of all maintenance equipment.
3. Determine when the fields are open and/or closed for play and practice.
4. Keep current inventory of all field maintenance equipment.
5. Be responsible for upkeep and repairs to all buildings, fences, entrance gates, and parking lots.

6. Be responsible for overseeing and/or accomplishing procurement of portable restrooms and cleaning and maintaining supplies for portable and permanent restrooms.
7. Be responsible for the maintenance, control, storage, and care of all non-field maintenance equipment (i.e., nets, goals, corner flags, kickboards, bleachers, lights, benches).
8. Be responsible for the purchase and storage of paint supplies for use in upkeep to goals and buildings and for lining of fields.
9. Oversee contracted construction projects on property.
10. Coordinate work activities for Coach's workdays.
11. Keep current inventory of all equipment and property.
12. Chair the Facilities Management Committee.
13. Serve on the following other Committees:
 - a. Long Range Planning Committee

J. DIRECTOR OF SPONSORSHIPS:

The Director of Sponsorships shall perform the following duties:

1. Develop corporate and institutional fund raising program to meet operating and capital needs of JFC.
2. Maintain correspondence and relationship with corporate sponsors.
3. Conduct annual fund raising drive and/or events.
4. Supervise all marketing and public relations issues.
5. Serve as chairman of the Sponsorship Committee.
6. Serve on the following other committees:
 - a. Long Range Planning Committee

K. PRESIDENT-ELECT

The Nominating Committee shall nominate, and the Board shall elect, one officer to serve as President-Elect, who shall, in conjunction with the duties of his/her other office, perform the following duties:

1. Serve as the assistant to the President and fulfill the duties of the President in his/her absence.
2. Serve as delegate to the MYSA Annual General Meeting if the President is unable to do so.
3. Prepare to assume the duties of President after the next Annual Business Meeting.
4. Serve as Chairman of the Long Range Planning Committee.
5. Serve on the following other committees:
 - a. Nominating Committee.

ARTICLE IX - GOVERNMENT:

This organization shall be governed by its Constitution and Bylaws and the various rules and regulations promulgated by the Board of Officers. It shall further be regulated by the MYSA, USYSA, and USSF to the extent of their Constitutions, Bylaws and rules and whose provisions

take precedence over these provisions if a conflict arises.

ARTICLE X - AUTHORITY:

The Board of Officers shall have exclusive authority to amend the Constitution and Bylaws or to establish rules relative to the conduct of the soccer programs sponsored by this organization. Such authority shall be absolute in that any youth, parent, coach, referee, or any other individual may be barred from the soccer fields or JFC or from participating in this organization's soccer programs by direction of the Board of Officers.

ARTICLE XI - MEETINGS:

The Annual Business Meeting shall be held on the first Monday of May each year. Regularly scheduled meetings will be held on the first Monday of each month, (if the first Monday is a holiday, or if rescheduling is otherwise necessary, then the meeting shall be on the second Monday) or at such other times as is decided upon by the President. A special meeting may be called at any time by the President or by the written request of at least two members of the Board of Officers; and said special meeting shall be called by giving at least three days prior written notice, specifying the reason or reasons for said meeting, to all members of the Board of Officers. A quorum for any meeting shall be a majority of the sitting voting officers. A quorum for any committee meeting shall be majority of the committee members. Within a month after the Annual Business Meeting there shall be held an Annual Leadership Conference

ARTICLE XII - AMENDMENTS:

Amendments to the Constitution and Bylaws may be made at any business meeting of the Board of Officers by a 2/3 majority of the Officers present ruling in favor of such amendment. Proposed amendments must be submitted to the Secretary of this organization at least 15 days in advance of such meetings. Each officer shall be given 10 days notice in writing (from date of mailing) of the proposed amendment.

ARTICLE XIII - VACANCY:

In the event a vacancy occurs on the Board of Officers through death, resignation or removal, the President may appoint a temporary successor until the next regular or special meeting of the Board, at which time the position shall be filled by proper election.

ARTICLE XIV - REMOVAL FROM OFFICE:

Any officer may be impeached or removed from his office at any regularly scheduled meeting by a two-thirds vote of the officers present in favor of such impeachment. Any officer who misses three regular scheduled meetings in a row shall be removed from office and thereafter replaced by the Board of Officers.

ARTICLE XV - PROTESTS AND DISCIPLINARY ACTION:

All protests, complaints, and disciplinary cases shall be acted upon by the Board of Officers at their regularly scheduled meeting or at a special meeting. However, if such case is of a minor nature or an expedient response is required, the Operations and Discipline Committee shall meet in order to rule on such case. The ruling of this Committee shall be binding unless appealed to the full Board of Officers at a special meeting of the Board of Officers held prior to the next regularly scheduled Board meeting or at the next regularly scheduled meeting following such committee meeting, at which time the Board may affirm, revise, or reverse such decision. If no appeal is made prior to the next regularly scheduled meeting of the Board of Officers at which the action of the Committee is reported, the ruling of the Committee shall be deemed final.

ARTICLE XVI - COMMITTEES:

EXECUTIVE COMMITTEE:

The Executive Committee shall be composed of the President, President-Elect, Director of Finance and Secretary. The President shall serve as Chairman of the Committee, and the Committee is empowered to make decisions regarding JFC between Board meetings, other than those matters expressly reserved to the Operations and Discipline Committee. All decisions made by this Committee are subject to full Board of Officers approval, revision, or reversal at the next regular meeting or special called meeting. However, if any action taken by the Committee is not revised or reversed by the full Board of Officers at the next regular meeting of the Board at which the action of the Committee is reported to the Board, such action shall be final. The Executive Committee's authority for expenditures shall be limited to \$1,000.00 per item or series of related items and the President's authority for expenditures shall be limited to \$500.00 per item or series of related items.

VICE PRESIDENTS' COMMITTEES (Division I, Division II, Division III and Micro)

Each Vice President shall appoint persons to fill the following jobs to assure the operation of each level of play:

1. Managers or Age Group Coordinators, as applicable.
2. Player selection coordinator.
3. Tournament Director.
4. Uniforms.
5. Scheduling Coordinator.
6. Micros soccer shall also have a game marshal coordinator.

The persons so appointed together with the applicable Vice President shall constitute that Division's Operations Committee.

OPERATIONS AND DISCIPLINE COMMITTEE:

There shall be an Operations and Discipline Committee composed of the President, Past-President and Vice Presidents of Division I, II, II and Micro. The Past-President shall serve as the Chairman of this Committee. This Committee shall have oversight over and supervise the

Director of Coaches (“DOC”) employed by JFC, who shall report to this Committee. This will include monitoring the DOC’s work and conducting his/her evaluations and performance reviews, recommending Board renewal or termination of employment and commensurate compensation adjustments. This Committee shall work with the DOC to create and administer processes for conflict resolution between parents and team coaches and conducting hearings and adjudicating grievances by team coaches or parents against the DOC. This Committee shall review and approve short and long range seasonal objectives for JFC as presented by the DOC. The Committee will also review and approve all coaching selections made by the DOC. The Committee shall be empowered to render such decisions on player and coaching issues, rules interpretations and disciplinary matters as it deems necessary between Board meetings. The rulings and decisions of this Committee shall be binding unless appealed to the full Board of Officers at a special meeting of the Board of Officers held prior to the next regularly scheduled Board meeting or at the next regularly scheduled meeting following such committee meeting, at which time the Board may affirm, revise, or reverse such decision. If no appeal is made prior to the next regularly scheduled meeting of the Board of Officers at which the action of the Committee is reported, the ruling or action of the Committee shall be deemed final.

FINANCE COMMITTEE:

The Director of Finance shall serve as the Chairman of this Committee. The Committee shall act upon all matters of a financial nature requiring attention during the period between Board meetings. To the extent possible, all decisions made by this Committee are subject to full Board approval, revision, or reversal at the next regular meeting or special called meeting.

The Director of Finance shall appoint a Treasurer/Assistant Director of Finance. In addition to normal Treasurer job functions, this officer shall attend and vote at Board meetings in the absence of the Director of Finance. This officer shall also maintain records and banking accounts. The Director of Finance shall appoint persons to the following other jobs:

- Concessions
- Contracts/Insurance
- Referees
- IRS reporting (annual filings, employee withholding, etc.)

Committee members include:

- President;
- Past-President;
- President-Elect;
- Director of Finance;
- Treasurer/Assistant Director of Finance; and
- Persons fulfilling the above jobs.

NOMINATING COMMITTEE:

There shall be a Nominating Committee composed of the Secretary, the President and the President-Elect. They will nominate at least one person for each office. The Nominating

Committee shall consult with the Division I Operations Committee prior to submitting a nomination for Vice President of Division I. The committee shall present the slate of nominees to the Board of Officers at the Annual Business Meeting. The Secretary will serve as Chairman of the Committee.

LONG RANGE PLANNING COMMITTEE:

There shall be a Long Range Planning Committee composed of the President, the President-Elect, all Vice Presidents, the Director of Finance, the Director of Sponsorships, and the Director of Fields. The President-Elect shall serve as Chairman of this Committee.

FACILITIES MANAGEMENT COMMITTEE

The Facilities Management Committee shall oversee all activities related to fields, property and equipment. The Facilities Management Committee will be chaired by the Director of Fields, Property and Equipment.

The Director of Fields, Property and Equipment shall appoint persons to fulfill the following jobs:

- Field Maintenance
- Field Equipment/Field Paint/Goals
- Coaches' workday
- Lights
- Buildings
- Irrigation
- Field Utilization

Members of this Committee shall include the Director of Fields, Property and Equipment, all Vice Presidents and persons fulfilling the above responsibilities.

SPONSORSHIP COMMITTEE

The sponsorship committee shall oversee all levels of fundraising to maximize those efforts and prevent crossover contacts. The Director of Sponsors shall chair this Committee. The Director of Sponsors shall appoint persons to fulfill the following jobs:

- League Sponsors
- Tournament Sponsors
- Jersey Sponsors
- Scholarships
- Clearinghouse for Division I Team Expense Sponsors
- Marketing/Publicity

This Committee shall be comprised of the Director of Sponsors and the persons fulfilling the above responsibilities.

OTHER COMMITTEES:

The President shall have the authority to appoint other standing or ad hoc committees at his or her discretion. Membership on such committees shall be limited to the officers of JFC, unless the individual appointed has been approved by the Board of Officers.

ARTICLE XVII - NON-PROFIT ORGANIZATION:

The entity known as Jackson Futbol Club shall be an incorporated, nonprofit organization which exists solely for the purposes stated in Article II. There shall be no stock issued nor any shareholder, and all member officers of the organization shall take whatever steps required to maintain its status as a tax-exempt organization as provided in the IRS code.

JFC shall exist as an incorporated, non-profit civic improvement organization.

ARTICLE XVIII - NON-DISCRIMINATION:

No rules or regulations promulgated by this organization shall be prima facie discrimination, and no individual shall be denied participation within the soccer programs sponsored by this organization due to race, color, religion, national origin, or sex.

ARTICLE XIX - RULES OF ORDER:

Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Board of Officers and Committees, in all instances wherein its provisions do not conflict with this Constitution and Bylaws.

* * *

The undersigned Officers of Jackson Futbol Club certify that the above and foregoing Constitution and Bylaws were duly adopted by the required vote of the Board of Officers at a meeting held May 16, 2005.

President

Attest:

Secretary