

TAP FUTBOL CLUB
BYLAWS

ARTICLE I

NAME, OFFICES, COLORS, MISSION STATEMENT, RESTRICTIONS

Section 1. Name.

The name of this organization is TAP Futbol Club, Inc (hereinafter also referred to as “THE CORPORATION” “**aka**” **TAP and/or Team America Premier Futbol Club**) and shall be affiliated with the United States Youth Soccer Association (hereinafter “USYSA”), US Club Soccer, and the United States Soccer Federation (hereinafter “USSF”).

Section 2. Offices.

The principal office of the TAP Futbol Club, Inc. shall be in the County of Fairfax, P.O. Box 151412, Alexandria VA 22310. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint of the purposes of the Corporation may require.

Section 3. Colors.

The colors shall be Red, White and Navy Blue, or any combination thereof. Other accent colors may be displayed on the uniforms.

Section 4. Mission Statement.

Education and Youth Development. We develop Scholar Athletes to their fullest potential by providing the best learning opportunities, athletic education and training in the Northern Virginia and surrounding Metropolitan Area. Our goal is to provide an atmosphere for youth premier level soccer players to develop individual and team soccer skills to their fullest potential through expert soccer skills training and excellent team competition. To foster amateur sports competition by promoting, developing and governing youth soccer activities in the region and coordinating such activity with Local, State, Regional and National organizations.

Section 5. Restrictions.

a. Prohibition against Sharing in the TAP Futbol Club Foundation Earnings.

No trustee, officer, employee of, member of a committee, or person connected with the TAP Futbol Club, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operation of the TAP Futbol Club Inc., provided that this shall not prevent the payment to any such reasonable compensation for services rendered to or for the TAP Futbol Club in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the TAP Futbol Club assets upon the dissolution or winding up of the affairs of the TAP Futbol Club Inc., whether voluntary or involuntary; the assets of the TAP Futbol Club Inc., after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine exclusively to charitable, religious, scientific, testing for public safety, literary, and or educational organizations.

b. Fiscal Management:

1. Non-profit status: TAP shall immediately make application to the Internal Revenue Service for approval and certification as a charitable and non-profit organization under the IRS 501(c)(3) status and shall do all things necessary to maintain that status throughout its existence.
2. Budget: The Board of Directors shall adopt a budget for each seasonal year, which shall include the estimated funds required to defray the expense of operations of the Club's non-profit facilities and charitable programs, and to provide and maintain funds for current operating expenses.
3. Financing: At least annually, the Board of Directors shall determine and assess a reasonable fee to be paid by each member to obtain and/or maintain his/her membership in the organization, in order to generate funds sufficient to effectuate the budget. All assessments of membership fees shall be due and payable within thirty (30) days after receipt of notice to the member of the amount of such current fee. However, TAP shall actively solicit charitable contributions and donations to finance its projects, and the Board of Directors shall plan and conduct such fund drives or programs as it shall determine to be in the Club's best interests.
4. Depository: The depository of TAP shall be such bank or banks as shall be designated from time to time by the Board of Directors and in which all monies of the Corporation shall be deposited. Withdrawal of monies from such accounts shall be only by check signed by such persons as are authorized by the Board of Directors.
5. Audit: The Board of Directors shall audit and approve the financial records of the TAP Futbol Club Inc., annually. The President of the Board of Directors shall appoint a committee of three (3) individuals from the Board of Directors or an outside agency, to audit the books and accounts of the treasurer. This committee shall provide a written report annually.

ARTICLE II**MEMBERSHIP, VOTING, HONORARY MEMBERS, TEAMS, PLAYERS****Section 1. MEMBERSHIP:** General Members.

- a. Any person who has a child enrolled in the program.
- b. Any person who performs as a coach, referee, grounds keeper, member of the Board of Directors, or member of any Standing Committee.
- c. Any person or group eligible for membership may request that the Board of Directors consider them for membership. This request is to be acted upon within 60 days.

Section 2. Voting.

- a. All Board of Directors members shall be entitled to one vote on all matters requiring a vote by the Board, except where a conflict of interest exists. The President shall have only one vote in the event of a

- tie. The Board of Directors may vote either in person or by proxy.
- b. General members with the exception of members of the Board of Directors are not eligible to vote.
 - c. Appeals:
 1. Any ruling by an elected and/or appointed official, committee, or Board may be appealed by the general membership at the next general meeting.
 2. Any appeal must be endorsed by at least four (4) voting members of the Board of Directors and submitted in writing. The original ruling may be reversed by two-thirds (2/3) vote of the Board of Directors.

Section 3. Honorary Members.

Any person may be elected as Honorary Member by the unanimous vote of the Board of Directors present at any duly held meeting of the Board, but shall have no rights, duties, or obligations in the management or in the property of the TAP Futbol Club, Inc.

Section 4. Teams. The Board of Directors has the right and responsibility to:

- a. Sanction programs within TAP
- b. Sanction teams within the TAP effective playing session.
- c. Sanction team activities and events sponsored by TAP.

Section 5. Players.

a. Selection / Placement.

Player selection by the Club shall occur at least once per year, or more frequently at the discretion of the Board of Directors. Players will join the Club as members. Staff will assign players to specific teams. Rosters will be set entering each "seasonal year". A "seasonal year" can consist of a full calendar year and/or bi-seasonal year as set by the various league organizations. TAP ultimately determines player placement on TAP Teams. The Director of Coaching and other coaching staff conducting team tryouts shall determine Player selection and placement. TAP Player membership and commitment is for one (1) full seasonal year.

b. Responsibilities.

1. Fees.

As a self funded non-profit organization, TAP primarily funds itself through the collection of membership fees charged for each player on a per playing season basis. The membership fees charged per player must cover a wide variety of items, including but not limited to:

- a. Club Insurance
- b. State Association fees
- c. League fees
- d. CRS Field usage fees
- e. Club operating expenses
- f. Field maintenance and development
- g. Coaching / Trainer fees
- h. Advertising (Tryouts, Web Site, etc.)

i. Scholarships

The Club membership fees does not cover team or individual travel expenses, tournament fees, uniforms, patches or any other additional expenses brought about by team or individual participation. The amount of the Club membership fee and due date for each season shall be set by the Board of Directors of TAP. Failure to make payments in full and on time, or to make alternate arrangements for payments in Advance of the published due dates, could result in a player not being eligible to participate in Club activities until full payment of fees for TAP is received. The Board of Directors has the right to grant partial or full scholarships for any player who petitions the TAP Board of Directors and can demonstrate the need for financial aid.

2. Discipline / Behavior.

- a. Spectators, coaches, parents, and players must demonstrate respect for the referees at all times. Abuse of any referee, either physical or verbal, will not be tolerated by TAP Futbol Club, Inc., and can result in disciplinary action to be decided by the Board of Directors.
- b. The Coach's decision on all team matters is final. While playing time is important to the development of soccer skills, it is partially determined by a player's ability, game situations, and remains the final determination of the team's head coach. No abuse of TAP Coaches will be tolerated. Parental interference with TAP teams and/or attempts to disrupt TAP Teams will not be tolerated.
- c. Player participants are required to maintain their grades in school above a passing and demonstrate exemplary behavior within school and their community.
- d. Each player, and his/her parents, shall represent the TAP Futbol Club appropriately by demonstrating good sportsmanship, team spirit, self-discipline and respect for others.

3. Attendances and Practice.

Players are expected to be present for all practices and all games. Players who miss practices or games may be penalized. Practice sessions are a vital part of the Premier team effort and should be treated as such. In the event of an absence, either for a practice or a game, the Head Coach should be notified in advance if possible.

d. Removal.

1. Players may not be involuntarily removed from a team during a regular season except for disciplinary reasons, including poor attendance.
2. The Board of Directors by two-thirds (2/3) vote of those present at any duly constituted meeting shall have the authority to discipline, suspend, or terminate the membership of any member when the conduct of such person is considered detrimental to the best interest of TAP Futbol Club Inc.
3. The member involved shall be notified of such meeting, informed of the general nature of the charges, and given the opportunity to appear before the Board at a specified meeting date to respond to such charges.

ARTICLE III

BOARD OF DIRECTORS**Section 1. Board.****a. Selection to the Board of Directors:**

The business and property of the Club shall be managed by a Board of Directors, which shall consist of seven members. The President of the Board of Directors shall appoint the Vice-President, Treasurer, and Secretary to the Board of Directors. Members At-Large shall be nominated and voted to the Board by a majority vote of the Board of Directors. The Secretary shall administer the nominations/appointments and notify the Board of Directors thirty (30) days prior to the date of the appointments. The Board of Directors shall consist of the following:

1. President
2. Vice President
3. Treasurer
4. Secretary
5. Three Members AT-Large

Section 2. Powers and Duties.**a. In General.**

The Board of Directors shall have authority and shall be responsible for the supervision, control and direction of the TAP Futbol Club, Inc. The Board of Directors is hereby granted all corporate powers except as otherwise provided in these Bylaws and of the State of Virginia.

b. Specific Powers and Duties.

The Board of Directors' powers and duties shall include, but are not limited to:

- 1) Planning and Development
- 2) Appointment of Administrators, Directors and Staff
- 3) Budget, including purchasing, payroll and audit
- 4) Approving, interpreting and administering Club Bylaws, Club Policies and Code of Conduct
- 5) Sanctioning TAP teams
- 6) Sanctioning TAP Programs
- 7) Awarding scholarships
- 8) Building the TAP Organization

Section 3. Election and Term.

Board members shall be appointed by the then serving President of the Board. Every four years a number of Directors shall be appointed sufficient to have seven in office. The term of a Director shall be four years, and shall begin effective the January 1 preceding the meeting at which the appointment takes place, or in case of a special appointment created by a vacancy, immediately upon appointment. Directors may serve as many consecutive terms as appointed. Members At-Large are voted in by the then serving Board of Directors. The term for Members At-Large shall be two years.

Section 4. Nominations, Appointments and Vacancies.

Nominations for the Board of Directors may be submitted by then serving Directors in writing in advance of the meeting at which the appointments and voting takes place. If a vacancy occurs on the Board of Directors for any reason other than the expiration of a Director's full term, the following shall apply: - Members At-Large shall be filled by a majority vote of the Board of Directors. All other Board positions shall be appointed by the President of the Board of Directors.

Section 5. Meetings.

The Board of Directors shall meet as often as necessary to conduct the business of the TAP Futbol Club, but no less often than four times each calendar year. The first meeting of the calendar year shall be designated the Annual meeting at which time appointments/election of Directors to fill any expired terms shall take place. The President, or in his/her absence the Vice-President, shall preside at each meeting. A majority of the then serving Directors shall constitute a quorum. All questions brought before the Board of Directors shall be decided by a majority vote of the then serving Board of Directors, except in cases of nominations and vacancies. Any four members of the Board may call special meetings.

Section 6. Removal.

Any member of the Board of Directors may be removed by a majority vote of the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby, or whenever an officer or director has not been performing their duties as prescribed herein, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 7. Compensation.

The Board of Directors shall serve without compensation, provided that this shall not prevent the payment to any such reasonable compensation for services rendered to or for the TAP Futbol Club in effecting any of its purposes as shall be fixed by the Board of Directors. Members of the Board of Directors may be retained as Employees of the TAP Futbol Club, Inc., according to IRC 501(c) (3) Tax Code provisions for non-profit organizations.

Section 8. Responsibilities.

The Board of Directors shall formulate a working relationship with officers, representatives and board members of the various Local Government Athletic Agencies, State/Regional Soccer Associations and the National Soccer Governing bodies (USSF / USYSA), in matters relating to the TAP Futbol Club, but not limited to compliance with County Laws/Policy, State Laws, Bylaws, Policies and Procedures outlined for those organizations.

ARTICLE IV**OFFICERS AND ADMINISTRATORS****Section 1. Officers.**

The officers of the TAP Futbol Club, Inc. shall consist of a President, Vice-President, Treasurer, Secretary, and three Members AT-Large. Officers shall be appointed by the President with the exception of the Members At-Large, and serve as members of the Board of Directors. . Members At-Large may be elected by a majority vote of the then-serving Board of Directors and shall serve for a two-year term unless otherwise determined by the Board or removed from office by a majority vote of the Voting Members. Officers may be re-elected to serve consecutive unlimited terms as Directors.

a. Duties.

The officers shall perform those proper duties that are usual to their positions and that are assigned to them by the Board of Directors. In addition, subject to any restrictions imposed by or contracts approved by the Board of Directors, the officers, administrators and directors shall have the following duties?

1. President:

- a. Presides at all meetings.
- b. Oversee all organizational activities.
- c. Be responsible for the overall operation of the club.
- d. Select, with the approval of the Board, a committee, or an independent outside agency if required, to audit the books and accounts of the Treasurer and to provide a written report annually at the spring general meeting.
- e. Appoint all committees necessary to carry out the approved activities of TAP.
- f. Attend to the arbitration of all conflicts that may affect the Club.
- g. Shall have the authority to sign checks for payments with endorsement by the treasurer, or the Vice President.
- h. Be bonded with the cost covered by TAP.
- I. Vote only to break ties.

2. Vice President:

- a. Assumes all the duties of the President in his/hers absence.
- b. Assumes the responsibility of Parliamentarian(s) to the Club.
- c. Represent TAP at all League, County, State and National association meetings or appoint an appropriate representative.
- d. Succeed the President, pro tem, if the President resigns.
- e. Shall have the authority to sign checks for payments with endorsement by the Treasurer, or the President.
- f. Participates as ex-officio member of all committees.
- g. Assist the President in the oversight of all organizational activates.

3. Treasurer:

- a. Maintain the financial records of TAP.
- b. Present a report on the club finances at each Board meeting.
- c. Present a written income and expense statement, and a balance statement at the annual fall general membership meeting.
- d. Present a report outlining the use of membership fees when requested by the Board of Directors.
- e. Accept and deposit all organizational funds in a financial institution approved by the TAP Board of Directors.
- f. Oversee the annual Tax preparation.
- g. Shall have the authority to sign checks for payments no greater than \$5,000. All other payments require an endorsement by the President or Vice President.
- h. Prepare and present to the Board of Directors an annual budget for each fiscal year.
- i. Be responsible for the complete confidentiality and allocation of player scholarships.
- j. Be bonded with the cost covered by TAP.

4. Secretary:

- a. Shall be the repository of all official TAP documentation.
- b. Prepare a permanent set of meeting minutes of the proceedings of each meeting, and present the minutes for approval at the following meeting.
- c. Be responsible for all club legal and insurance documentation and other club correspondence.
- d. Maintain and update the club bylaws by annotation additions, deletions and changes duly ratified.
- e. Notify all relevant members of scheduled meetings as much in advance as would be reasonably expected.
- f. On an annual basis, gather and maintain information regarding parent area of interest and volunteer preferences. Gather and maintain the same from parents at the time of registration.
- g. Gather and maintain player and parent contracts and any parent commitment letters of forms from registration or semi-annual meetings.
- h. Maintain and update a list of the current general membership.

5. Members AT-Large:

- a. Participate in TAP Club matters to make recommendations regarding the TAP operations.
- b. Review Policies and Procedures in order to make recommendations regarding implementation of TAP Policies and Procedures.
- c. Members AT-Larger are entitled to one vote on all matters requiring a vote by the Board of Directors
- d. Observe and participate in the process of decision-making within the Board of Directors on TAP affairs and make recommendations when necessary.

Observations and participation may include but not limited to:

- Decisions regarding Club Management.
- Decisions regarding financial planning and expenditures.
- Decisions regarding Disciplinary Actions within the Club.
- Participation in committee meetings on various projects and issues.
- Decisions regarding Team operations, management, coaching and other soccer related issues pertaining to the CLUB.

Section 2. Administrators.

The Administrators shall consist of the General Manager, Club Administrator, Technical Director of Coaching, Accounting Director, Operations Director, Program Director and the Marketing Director. Administrators shall be elected by a majority vote of the then-serving Board of Directors and shall serve for a one-year term unless otherwise determined by the Board or removed from office by a majority vote of the Board of Directors. Vacancies shall be filled by a majority vote of the Board of Directors. Administrators may be re-elected to serve consecutive unlimited terms. Administrators shall receive no compensation unless specifically agreed to in writing by the Board of Directors.

a. Duties.

The Administrators shall perform those proper duties that are usual to their positions and that are assigned to them by the Board of Directors.

1. General Manager (Paid Position).

There will be one paid General Manager's position that oversees all aspects of the Club's growth and development in line with the Club's short-term and long-term goals; responsible for coordinating internal club building, marketing, apparel design, public relations, facilities oversight and development. The pay will be set and approved by the Board prior to the beginning of the Club's fiscal year.

2. Club Administrator (Paid Position).

The Club Administrator's duties include but are not limited to:

- a. Administering the day to day business and operations of TAP Futbol Club, Inc.
- b. Shall assist the Technical Director, Accounting Director, Operations Director, Program Director and Marketing Director with day to day business.
- c. Shall keep the Board of Directors apprised of the Club operations.
- d. Shall coordinate daily business of the Club such as: Advertising, secure playing fields, order uniforms, order equipment, collection of all dues and monies owed to the club, tournament applications, travel permits, maintain database of membership, maintain a file of all club records (minutes, contracts, agreements, etc), tryout registrations, training program, training calendar, etc.
- e. Shall assist in the selection of Team managers. Shall coordinate team managers.
- f. Shall keep managers informed of upcoming events, policy changes, tournaments, etc...
- g. Shall work with the Club Registrar and league(s) to coordinate team registration.
- h. Shall work with the Marketing Director to do a newsletter when necessary to keep the General membership informed.
- i. Shall have the authority to sign checks for payments no greater than \$1,000. All other checks for payments require an endorsement by either the Treasurer or the President.
- j. Shall be responsible for the collection of all dues and monies from members.

3. Technical Director of Coaching (Paid Position):

The Technical Director of coaching duties includes but is not limited to:

- a. Participating in recruiting coaches.
- b. Shall ensure that each team coaching applicant receives fair and equal consideration in being presented to the Board of Directors.
- c. Shall handle all communications between the Board and the team coaches.
- d. Shall coordinate recruitment activities for all teams.
- e. Shall chair the Coaches' Committee.
- f. Shall assist in establishing training/practice schedules for all teams.
- g. Shall coordinate the efforts and act as lead contact for all team's trainers.
- h. Shall be responsible to obtain and distribute coaches' packets for annual registration of all teams with our affiliate associations as required. Said packet shall include all pertinent information for new or returning coaches including all VYSA, USYSA, USSF and other Associations forms.
- i. Shall be responsible for handling any disciplinary issues and actions related to team coaches, players or families with the direction of the Disciplinary Committee and the Board of Directors.
- j. Shall present a report to the Board of Directors as requested.
- k. Shall prepare a yearly budget outlining the expected costs associated with performing the duties of the Technical Director of Coaching.
- l. Shall maintain the appropriate files relative to the duties outlined above, and relinquish them to the Secretary upon expiration of the term of office.

4. **Accounting Director:**

The Accounting Director's duties include but are not limited to:

- a. Being responsible for the compilation and supervision of the accounts of the Club, for the management of accounting operations and procedures, and for ensuring that all regulations, directions or instructions made or given under the Corporation Bylaws are complied with.
- b. Shall ensure that adequate arrangements are made for bringing promptly and properly to account all moneys received and paid by the Club.
- c. Pay such sums from the Club accounts as he/she is authorized to pay as directed by the Board of Directors.
- d. Shall have the authority to sign checks for payments no greater than \$2,000. All other payments require an endorsement by the Treasurer or the President.
- e. Ensure, in so far as is practicable, that adequate arrangements are made for the safe custody of TAP moneys; and bring to the notice of the Board of Directors and the Treasurer, in writing, any material defect in Club's control of revenue, expenditure, cash, stamps, securities, stores and other Club property which may come to his/her notice and any persistent breaches of Club policy, directions or instructions made or given under the Club's Bylaws.
- f. Subject to the provisions of any enactment, in the exercise of his/her duties the Accounting Director shall be entitled to inspect all offices and shall have access to all records, books, vouchers, documents and receipts relating to Club moneys and to all cash, stamps, securities, stores and any other Club property in the possession of any officer or administrator.

5. **Operations Director:**

The Operations Director's duties include but are not limited to:

- a. Providing leadership, management and coordination of the functions and activities involved in the day to day business of the Club.
- b. Coordinates the strategic initiatives with other Club Representatives to support the overall goals and objectives of the Club as directed by the Board of Directors
- c. Shall coordinate and assist the efforts of the VYSA and USYSA club representatives.
- d. Shall coordinate and assist the efforts of the US Club Soccer and Super Y-League club representatives.
- e. Shall coordinate and assist the efforts of the NCSL and WAGS club representatives.
- f. Shall coordinate and assist the efforts of the Facilities / Equipment representatives.
- g. Shall assist the Club Registrar in all matters pertaining to player registration.
- m. Shall assist in handle all communications between the Club Representatives and the General Membership.
- n. Shall present a report to the Board of Directors as requested.
- o. Shall prepare a yearly budget outlining the expected costs associated with performing the duties of the Operations Director.
- p. Shall maintain the appropriate files relative to the duties outlined above, and relinquish them to the Secretary upon expiration of the term of office.

6. Program Director:

The Program Director's duties include but are not limited to:

- a. Organize and create new Youth teams for TAP, approved by the Technical Director of Coaching and sanctioned by the Board of Directors.
- b. Manages the Player Youth Development program ages U-5 Thru U-9.
- c. Drafts a schedule of TAP programs for each seasonal year with approval from the Board.
- d. Monitors program enrollments and makes recommendations for specific programs.
- e. Takes responsibility for and works with Technical Director in curriculum development and revisions for the Youth Development program.
- f. Organizes and conducts committee meetings as appropriate.
- g. Assists in the recommendation and purchasing of Soccer instructional materials, Soccer instructional supplies and equipment.
- h. Identifies problems, and works with the Club Administrator to initiate work orders for facilities and equipment, etc.
- i. Addresses the interest, suggestions, and concerns of the membership, staff and parents on the Player Development Program.
- j. Makes suggestions for the improvement of the soccer training environment and instructional materials.
- k. Prepares bulletins and other communications designed to keep staff, managers and coaches informed on Player Development.
- l. Represents the TAP Futbol Club, Inc., interests in the community.
- m. Participates in Soccer program review and licenses accreditation for coaches with the Technical Director of Coaching.
- n. Monitor and administer the Kid-Safe-Program.
- o. Encourages coaches, managers, parents and players participation in community, civic, service, and social organizations.

- p. Participates in outreach community programs such as the Club's Reading Clinic program.
- q. Prepares written reports and other communications relating to program needs, activities, and outcomes.
- r. Shall present a report to the Board of Directors as requested.
- s. Shall prepare a yearly budget outlining the expected costs associated with performing the duties of the Program Director.
- t. Shall maintain the appropriate files relative to the duties outlined above, and relinquish them to the Secretary upon expiration of the term of office.

7. Marketing Director:

- a. Shall oversee all publicity operations for TAP, including web-based, email, and printing as directed by the Board of Directors.
- b. Shall issue press releases to all pertinent news organizations as dictated by the Board.
- c. Shall prepare a newsletter at a frequency determined by the Board.
- d. Shall chair the Fundraising Committee and organize fundraising events as directed by the Board.
- e. Shall present a report to the Board of Directors as requested.
- f. Shall organize an annual Club Banquet.
- g. Shall prepare a yearly budget outlining the expected costs associated with performing the duties of the Marketing Director.
- h. Shall maintain the appropriate files relative to the duties outlined above, and relinquish them to the Secretary upon expiration of the term of office.

ARTICLE V

COMMITTEES

Section 1. Committees.

The following Standing Committees shall be appointed annually by the President with the consent of the Board of Directors. The term of service of these Committees shall be the same as the term of the Administrators.

a. Budget Committee.

The Budget Committee shall prepare in a timely manner a budget for approval by the Board of Directors. The Budget Committee shall have at least three Board members as part of the Committee. The Treasurer shall chair the Budget Committee. The Treasurer shall add additional members at his/her discretion.

b. Disciplinary Committee:

The Disciplinary Committee shall:

- 1. Be responsible for hearing protests, ejections appeals and complaints
- 2. Present a written report of its findings and disciplinary decisions to the Board of Directors.
- 3. The Disciplinary Committee shall hold fair and impartial hearings into all matters brought before it, and shall follow the TAP guidelines in determining what, if any, discipline is to be imposed.
- 4. The Disciplinary Committee shall have at least one active coach, one non-Board parent, and either the President and/or Vice President as part of the Committee.

c. Fundraising Committee.

Consists of the Director of Marketing, who decides the size of the committee, which will include the Vice President and the Club Administrator. Meets as often as necessary during each season, and at other times as needed to promote general fundraising efforts. The Committee may include non-Board members.

d. Tournament Committee.

Consists of the Vice President, Program Director, Technical Director, Club Administrator and Marketing Director. The Program Director chairs the Tournament Committee. The Committee may include non-Board members. Meets, as often as needed during the year to coordinate major tournaments sponsored by TAP. Develops coordinates and administer an Annual International Premier Level Tournament for TAP Futbol Club, Inc., and an annual Indoor Tournament.

ARTICLE VI

INDEMNIFICATION

TAP Futbol Club, Inc., shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or processed, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Club) by reason of the fact that such person is or was a Board Member or Officer of the Club, or a member of any Committee of the Club, against expenses (including attorney's fees) judgments, fines amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Club, and, with respect to any criminal action or proceeding he/she had no reasonable cause to believe that his/her conduct was unlawful. The termination of any action, suitor proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the best interests of the Club, and, with respect to the criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

ARTICLE VII

MEMBER REPRESENTATIONS

No person, except of the TAP Futbol Club, Inc., and salaried Officers / Administrators, if any, acting within their prescribed duties, is authorized to speak or take action on behalf of the TAP Futbol Club, Inc., without the prior specific authorization of the Board of Directors.

ARTICLE VIII

BOOKS AND RECORDS

The TAP Futbol Club shall keep correct and complete financial records and written minutes of its Board of Directors meetings. Information and access to records will be made available when necessary.

ARTICLE IX

BY-LAWS, TAP POLICY MANUAL, SIGNATURE AUTHORITY

Section 1.

BY-LAWS - These By-Laws may be amended from time to time by the vote of a majority of the Board of Directors. The Robert’s Rules of Order Newly Revised, most recent edition, shall govern THE CORPORATION in all cases where they are not inconsistent with these Bylaws and any special rules of order, THE CORPORATION may adopt, as well as Virginia State Law. The President and/or Vice-President must sign and date the official copy of the Bylaws.

TAP POLICY MANUAL - The TAP Policy Manual may be amended from time to time by the vote of a majority of the Board of Directors. The President and/or Vice-President must sign and date the official copy of the TAP policy manual.

Section 2. SIGNATURE AUTHORITY

Signed: _____ Date: _____
Brian Robertson, President