

Sammers Supporters Club By-Laws

1. NAME

The organization shall be called the Sammers Supporters Club, a.k.a. Sammers SC.

2. MISSION STATEMENT

We, the Sammers SC, exist to support the United States Men's and Women's National soccer teams and to promote the sport of soccer everywhere in the United States of America.

3. PURPOSE

- 3.1 Support the US National soccer teams vigorously via stadium noise (songs, chants, loudly supporting the team, etc.) and visual distractions (banners, signs, waving flags, crowd movement, etc.).
- 3.2 Provide the US National soccer teams with the psychological advantage of a loyal, fanatical, and dedicated body of fans, willing to "Sing for 90" minutes as the team battles for victory.
- 3.3 Have fun while supporting the US National teams in our own independent and unique way.
- 3.4 Organize and promote social facilities & activities.
- 3.5 Positively impact the community.
- 3.6 Promote membership in the Sammers SC.
- 3.7 Maintain open and positive communication with US Soccer Federation officials.
- 3.8 Represent the views of the Sammers SC membership.

4. THE BY-LAWS

- 4.1 All members of the Sammers SC agree to abide by the articles of this document and commit themselves to uphold the spirit in which it is written.
- 4.2 This document may be altered or amended only at the group's Annual General Meeting (AGM), the Mid-Year Board Meeting (MYBM) or any Extraordinary General Meeting (EGM).
- 4.3 Proposed amendments to the By-Laws may be submitted to the Secretary in writing at any time during the year, but a minimum of 14 days prior to the AGM. Such proposals will be discussed by the Board of Directors and a two-thirds majority of officers must be in agreement to present the amendment to the membership for a vote.
- 4.4 Any proposed amendment to the By-Laws shall require a two-thirds majority of the members present at the AGM, MYBM or EGM.
- 4.5 Any matter not addressed in the By-Laws shall be dealt with by the Board of Directors, whose decision shall be deemed final.

5. MEMBERSHIP

- 5.1 A full member is defined as one who has paid membership dues for the current calendar year.
- 5.2 Membership dues will be set annually by the Board no later than December 1.
- 5.3 Membership dues are not refundable.
- 5.4 Members are required to uphold the articles of our By-Laws.
- 5.5 Members are expected to respect and uphold the decisions of the Board of Directors.
- 5.6 Members are expected to chant and "Sing for 90" at all US National team games they attend.
- 5.7 Members are encouraged to participate in the group's game day festivities.
- 5.8 Members are expected to welcome newcomers to the Sammers SC and in the section.
- 5.9 Members are expected to help build the Sammers SC membership.
- 5.10 Members are encouraged to bring new ideas to the Board and are expected to follow through on those new ideas.

- 5.11 Members must gain approval of two-thirds of the Board before purchasing anything for the Sammers SC for which they expect to receive reimbursement.
- 5.12 Members are not to make statements to media sources regarding the specifics of Sammers SC business transactions and affairs. Media inquiries should always to be referred to the Board of Directors for official comment.

6. **OFFICERS**

- 6.1 The primary duties of all Sammers SC officers include, but are not limited to:
 - 6.1.1 Assure and safeguard the independent status of the Sammers SC.
 - 6.1.2 Represent the interests of the membership in all aspects of game attendance.
 - 6.1.3 Represent the interests of the membership in the areas of ticketing, travel, comfort, security and safety.
 - 6.1.4 Represent the members of Sammers SC in meetings with the US Soccer Federation and any other local organizations related to US National team matches.
 - 6.1.5 Organize democratic elections at the AGM, any EGMs and the MYBM, if necessary.
- 6.2 The Officers of the Board of Directors shall be elected at the Annual General Meeting. Those Officers shall be President, Vice-President, Secretary, and Treasurer, plus 3 At Large Board members. Those elected will assume office upon adjournment of the Annual General Meeting, but will immediately assume any voting privileges and responsibilities provided for elsewhere in this document. All paid members in good standing are eligible to vote for Officers.
- 6.3 Officers of the Board will be elected every year.
 - 6.3.1 President, Vice President, Secretary and Treasurer: In the event there is more than one candidate for any of these offices, a simple vote will be taken. The winner will be determined by a majority of the votes cast.
 - 6.3.1.1 If there are more than 2 candidates on the ballot and the first round does not produce a majority winner, the 2 candidates with the most votes from the first round will be selected for a second (run-off) round. The winner will be determined by a majority of the votes cast in the second round.
 - 6.3.2 At Large Board Positions: If there are 3 or fewer candidates for these offices, no vote will be taken and the candidates will assume the Board positions by default.
 - 6.3.2.1 In the event there are more than 3 At Large candidates, all candidates will be included on the ballot. Each voting member may vote for up to 3 of the candidates on the ballot. The 3 candidates with the most votes will win the At Large election.
 - 6.3.2.1.1 In the event there is more than one candidate with the 3rd-most votes (a tie for 3rd-place), a run-off vote will be taken. The candidate with the most votes in the run-off will be the winner of the 3rd At Large Board position. (A majority of the votes is not required for a candidate to win the run-off.)
- 6.4 The specific powers and duties of the Sammers SC Officers are:
 - 6.4.1 PRESIDENT: The President shall be the Executive Officer, will preside over all meetings. The President is authorized to sign legal documents on behalf of the organization. The President may also spend up to \$250 per month of Sammers SC monies for group-related expenditures, without prior Board approval.
 - 6.4.2 VICE PRESIDENT: During any absence or disability of the President, the Vice President shall have all the powers and functions of the President. The Vice President will assist other Board members with their duties, as necessary, or other duties as assigned by the President, and is authorized to sign legal documents on behalf of the organization.

- 6.4.3 SECRETARY: The Secretary shall attend to all correspondence received by the Sammers SC and draft communications as directed by the Board. He/she shall send reports, notices and agendas to the proper persons as directed by the Board. This person shall keep minutes for all Board Meetings, Annual General Meetings and Extraordinary General Meetings; prepare copies and maintain an archive of all minutes.
- 6.4.4 TREASURER: The Treasurer shall be responsible for the group's finances and shall be the administrator of the group's checking and/or savings accounts. The Treasurer is authorized to spend group monies for all group-related budgeted items without prior Board approval. This person must prepare and present an End-of-Year Financial Report at the AGM each January.
- 6.4.5 AT LARGE BOARD MEMBERS: These Officers are allowed to vote on all issues presented to the Board for approval. They will also be assigned to oversee Committees, as designated by the Board.
- 6.4.6 Immediate Past President: This person shall provide advice to the current Board members to maintain continuity with projects and direction of the group. This position does not include Board voting privileges, unless that vote is necessary to break a tie.

7. MEETINGS

- 7.1 Annual General Meeting: The Board of Directors shall convene an Annual General Meeting in January of each year. The primary purpose of the AGM is to elect officers and Standing Committee Chairpersons for the following year. In addition, any proposed (and submitted) amendments to the By-Laws will be voted on at each year's AGM.
 - 7.1.1 The exact date of the AGM will be determined by the Board of Directors and will be announced by December 15.
 - 7.1.2 The Board shall determine and make public the dates during which Officer Nominations shall be accepted. The minimum time will be one week, and the final day shall be at least 3 days prior to the AGM.
 - 7.1.3 Any Board Member who wishes to run for the same office he or she currently holds does not require Nomination. However, that Board Member must notify the Secretary no later than 14 days prior to the AGM of his or her decision to run for Office.
 - 7.1.4 Proposed amendments to the By-Laws may be submitted to the Secretary at any time during the year, up to 14 days prior to the AGM. The Secretary will prepare a document of all Board-approved amendments and copies will be made available at the AGM.
 - 7.1.5 The agenda will be available in writing at the AGM.
 - 7.1.6 The agenda will include, but is not limited to:
 - 7.1.6.1 Reading the minutes of the previous Meeting (Secretary).
 - 7.1.6.2 Discuss any outstanding Correspondence (Secretary).
 - 7.1.6.3 Open the floor for Member questions and discussion.
 - 7.1.6.4 Reports of officers and committee chairpersons.
 - 7.1.6.5 Discuss any unfinished business from previous meetings.
 - 7.1.6.6 Discuss new business.
 - 7.1.6.7 Read, discuss and vote on amendments to the By-Laws.
 - 7.1.6.8 Election of Officers.
 - 7.1.6.9 Adjournment.
 - 7.1.7 All paid Sammers SC members in good standing may attend the AGM, and may vote for Officers and amendments to the By-Laws.
 - 7.1.8 The outgoing Board may not allocate funds for new spending at the AGM.

- 7.2 Mid-Year Board Meeting: The Board of Directors will meet in July of each year. The President shall set the exact date, which will be announced to members at least seven (7) days in advance.
- 7.2.1 All paid Sammers SC members in good standing may attend the Mid-Year Board Meeting, and may vote on all proposed amendments to the By-Laws.
 - 7.2.2 The MYBM will follow the same agenda format as the AGM (Section 7.1.6), with the possible exception of Election of Officers (Section 7.1.6.8).
 - 7.2.3 All rules regarding the AGM (Section 7.1) also apply to the MYBM, with the possible exception of the Election of Officers.
- 7.3 Extraordinary General Meetings:
- 7.3.1 If any Board office becomes vacant prior to November 1, an EGM will be called by the remaining Board members to elect a new Board member to fill the vacant office. If the office becomes vacant on or after November 1, the President shall appoint a person to fill that position until the AGM in January.
 - 7.3.2 Should the President's position become vacant prior to November 1, the office will be offered to the Vice President who may opt to fill the position until the following AGM and an EGM will be called to elect a new Vice President. If the Vice President declines the offer, an EGM will be called to fill the President's office.
 - 7.3.3 If the President's office is vacated on or after November 1, the Vice President may opt to fill in as Interim President until the next AGM.
 - 7.3.3.1 If the VP declines the option, any other Board member may opt to step in as Interim President until the next AGM, with the approval of the remaining Board members by majority vote. In such case, that officer will continue in his/her original office in addition to being the Interim President.
 - 7.3.3.2 If the Board does not vote in favor of the candidate, the Immediate Past President will appoint an Interim President to complete the term until the AGM. The Interim President must be a paid Sammers SC member in good standing.
 - 7.3.3.3 If more than one Board member submits his or her name to be Interim President, the Immediate Past President will select the Interim President from the candidates.
 - 7.3.4 If an EGM is necessary, it must be scheduled within 15 days of the date the office is vacated.
 - 7.3.5 The Mid-Year Board Meeting can be used in the place of an EGM, if necessary and at the discretion of the Board of Directors.
 - 7.3.6 All rules regarding the AGM (Section 7.1) also apply to any EGM.
 - 7.3.7 Any proposed and submitted amendments to the By-Laws will be included in the EGM agenda.
 - 7.3.8 If a two-thirds (2/3) majority of the paid Sammers SC members deems that a recall election is necessary to remove and replace any Board member, they must present a written petition (with signatures) to any other Board Member to air their grievances.
 - 7.3.8.1 The petition must contain the specific reasons why the recall is requested. Each person signing the petition must also include their printed name.
 - 7.3.8.2 The Board must schedule the EGM to be held within 15 days of the date the petition is delivered to the Board.
 - 7.3.8.3 If the recall vote passes by a two-thirds (2/3) majority of Sammers SC members present at the EGM, nominations and voting for a replacement Board member will occur immediately during the EGM.

- 7.4 Executive Board Meetings: The Board of Directors will meet on a regular basis, as needed, to discuss ongoing business operations of the group. The President or Vice President shall give the Board at least 7 days advanced notice of any Executive Board Meeting, unless all Board members agree to waive the 7 day requirement.
- 7.4.1 A majority vote of Board members in attendance is required for passage of motions, provided that a Quorum is present. (A quorum is defined as 51 %.)
- 7.5 Parliamentary Authority: For all Meetings, Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by this document.

8. COMMITTEES

- 8.1 The Board of Directors will accept nominations for the Chairperson for each Standing Committee following the Board elections at the AGM. If there is more than one (1) nominee, the newly elected Board will select a Chairperson on a majority vote.
- 8.2 The Board of Directors may create additional Standing Committees as deemed necessary. The initial Chairperson for any new Standing Committees shall be appointed by the Board of Directors by a majority vote. Any new Standing Committees and the responsibilities of the Chairperson shall be added to the By-Laws as an automatic amendment.
- 8.3 Special Committees may be created by the Board to address specific short-term or temporary projects. The Board will appoint a Chairperson and define the role(s) of the Committee.
- 8.4 Any Sammers SC member may volunteer to join any Committee, with the exception of the Chant and Conduct Committees which are selected by the Board.
- 8.5 Standing Committees:
- 8.5.1 Membership Committee: The committee is responsible to plan and execute all membership drives, renewals and overall outreach.
- 8.5.2 Fund Raising Committee: The Committee is responsible to plan & execute all fund raising projects for the group, and to review & recommend new fund raising proposals to the Board. The Chairperson will report to the Treasurer.
- 8.5.3 Merchandise Committee: The committee is responsible for all Sammers SC merchandise sales, to keep a running inventory and to deliver all sales monies to the Treasurer. The Chairperson will report to the Treasurer.
- 8.5.4 Tailgate Committee: The committee is responsible to setup and teardown the Sammers SC tailgate area before and after each US National team home match.
- 8.5.5 Stadium Committee: The committee is responsible to setup and teardown our section of the stadium with flags, banners, signs, etc. at to each US National team home match. If the Chair will not be in attendance at any match, he/she shall designate the person(s) to lead this committee in his/her absence.
- 8.5.6 Social Media Committee: The committee is responsible to post Sammers SC-related information on Facebook, Twitter, and other Social Networking sites in a timely manner.
- 8.5.7 Drum and Chant Committee: The committee is responsible to collaborate with the local supporters groups to identify and train qualified drummers and chant leaders (capos) in the city where the match will be played. If the Chair will not be in attendance for any match, he/she shall designate the person(s) to lead this committee in his/her absence.
- 8.5.8 Outreach Committee: The committee will be responsible for the group's Community involvement, including but not limited to the group's charity fundraising efforts, participation in general community events, assisting other groups with their charity efforts and any other opportunities to "give back". The Chairperson will submit all suggestions to the Board for approval.

- 8.5.9 Each Committee Chairperson will attend the AGM and MYBM to present a status report to Board. The report should include:
 - 8.5.9.1 The current and projected Committee budget.
 - 8.5.9.2 Any new proposed projects for the Committee, including estimated costs.
 - 8.5.9.3 Any requests for additional committee members to assist with projects.
 - 8.5.9.4 Any other information pertinent to the successful operation of the Committee.
- 8.5.10 The Board will approve all proposed new projects on a majority vote. If the project is approved, the Board will authorize the Treasurer to provide the necessary monies to fund the project.

9. BUDGET

- 9.1 The Treasurer is responsible to prepare and present an Annual Budget to the Board of Directors for approval at the Annual General Meeting.
- 9.2 The Board of Directors shall approve the annual budget at the Annual General Meeting.
- 9.3 Any expenditure over \$500 will require approval by the Board by majority vote.
- 9.4 The fiscal year shall be from January 1 to December 31.

10. CODE OF CONDUCT

- 10.1 The Sammers SC Code of Conduct is maintained in a separate document.
- 10.2 The Board of Directors may modify the Code of Conduct at any time on a majority vote.
- 10.3 All members are expected to follow the letter and the spirit of the Code of Conduct.
- 10.4 Printed and electronic copies of the Code of Conduct are available upon request.

11. CONFLICT OF INTEREST

- 11.1 The Sammers SC Conflict of Interest Statement is maintained in a separate document.
- 11.2 The Board of Directors may modify the Conflict of Interest Statement at any time on a majority vote.
- 11.3 Printed and electronic copies of the Conflict of Interest Statement are available upon request.

12. DISSOLUTION

In the event of the dissolution of the Sammers SC, a Texas not-for-profit corporation, the net assets of the organization shall be distributed as follows: All liabilities and obligations shall be paid, satisfied and discharged or adequate provisions shall be made thereof. All remaining assets shall be transferred to any other non-for-profit or nonprofit corporation with similar purposes, as determined by the Board of Directors.

13. PROTECTION OF NAME

The name Sammers SC may not be used by any person, persons, group or organization without the expressed, written consent of the Sammers SC Board of Directors.