

NEW YORK RAMBLERS SOCCER CLUB CONSTITUTION

This Constitution for the New York Ramblers Soccer Club was adopted on June 25, 1988, and amended on October 27, 1989 and November 14, 1992, and further amended at the Club's Annual Meetings on September 1995, November 7, 1997, November 10, 1998 and November 3, 2001. The Constitution was further amended at the Club's Annual Meeting on December 2, 2003, November 28, 2006, and October 17, 2007. The constitution was further amended via an email vote during October 2012 and November 2013. The constitution was further amended via an email vote during July 2020, and is fully restated as of such dates as follows:

Article I: NAME

A. This organization shall be known as the New York Ramblers Soccer Club. Its members will be known as Ramblers.

Article II: MISSION

A. The Club is formed solely for:

1. Educational purposes.
2. Fostering national and international amateur soccer competition; within the meaning of Section 501(c)(3) of Internal Revenue Code.

B. The Club's objectives are twofold:

1. To educate its members in the sport of soccer by providing support and friendship in an athletic and social environment and by providing competition and coaching on all levels.
2. To educate nonmembers through breaking down stereotypes about gay people in sports, by participating in league competitions, exhibitions and/or clinics, and by disseminating information about the club and its activities.
3. Fostering national and international amateur gay and lesbian soccer competition by:
 - a. Fielding teams in national and international amateur gay and lesbian soccer competitions, and
 - b. Maintaining active membership in the International Gay and Lesbian Football Association (IGLFA).

Article III: MEMBERSHIP

A. Membership is open to any man or woman interested in joining a gay soccer club.

B. Any man or woman who pays Club dues is deemed a Rambler.

C. Dues will be payable each fiscal year and will be set by majority vote of members at the annual meeting.

D. Honorary membership status is designed to pay tribute to members that have gone above and beyond the call of duty to shape and advance the vision and success of the Club. This contribution can be through many years of service or through great achievement in a relatively short period of time. Honorary Membership status can only be granted at the Annual Meeting after nomination by the Board of Directors and a majority of the voting membership in favor of granting the status. Only one Honorary Membership may be given each year. Unlike other categories of membership, Honorary status does not expire annually. Dues and practice fees for Honorary Members are waived.

Article IV: GOVERNING BODY

A. A Board of Directors will be responsible for running the club between annual meetings of the membership. This body will consist of eight officers. The officers are President, Vice President, Treasurer, Secretary, Officers for Sporting Activities (2), Officer for Fundraising, and Officer for Social Activities. The officers of the Club have full and equal voting authority; however, in the event of a tied vote, the vote of the President shall be deemed the deciding vote.

1. The President shall preside over meetings of the Board and shall delegate responsibility, as needed, to run the Club's daily activities and plan for the Club's future needs. The President will maintain, with the help of the other Board members, a working relationship with the gay community, including the gay press. The President, at the request of the Officer for Sporting Activities or in his/her absence, will assist the Officer for Sporting Activities for the scheduling of tournament events as well as obtaining permits as needed and acting as a go-between for the coach and the Board. Where the law requires, the President is deemed the President of the club.

2. The Vice President shall assist the President in performing the duties of that office and shall assume the duties of the office whenever the President is absent. The Vice President will represent the general interests of the membership as well as provide support and assistance, as may from time to time be needed, to the other Officers of the Club in performing the duties of their respective positions.

The Vice President, in consultation with the Treasurer and Officers for Sporting Activities, shall be responsible for maintaining all records pertaining to membership including, but not limited to, attendance, insurance waivers, player rosters and distribution and inventory of team uniforms. The Vice President, with support from the Board of Directors, shall also be responsible for the recruitment and orientation of new members to the Club.

3. The Treasurer will collect dues for the Club and jointly with the Vice President keep a record of the Club's membership. The Treasurer shall pay the Club's bills and keep records of the Club's assets and liabilities. The Treasurer will also be responsible for ensuring regulatory compliance by filing any required forms with federal, state, and local authorities. Examples of these filings include Form-990 with the Internal Revenue Service and Form CHAR500 with the New York State Attorney General's Office. Additionally, the Treasurer is responsible for instructing other Board Members of the Ramblers on what Forms will be filed, what they are, when they are to be filed, and why they are important on an annual basis.

4. The Secretary shall (i) keep and maintain minutes of the annual meetings of the Club and the monthly meetings of the Club's Board of Directors, (ii) keep and maintain historical records of the Club's activities, and (iii) in consultation with the President, manage all corporate communications including, but not limited to, weekly membership updates, social media platforms, and serve as liaison to board-appointed webmaster.

5. There shall be two (2) Officers for Sporting Activities who will preside over the day-to-day running of soccer play, that is, making sure that equipment is at practice and that referees are at matches, and the likes. They will be responsible for obtaining permits as needed. The Officers of the Sporting Activities will plan for the improvement of soccer skills for all members and, with the assistance and support of the Board, will uphold standards of fitness, health and good sportsmanship within the Club. In consultation with the President, the Officers of Sporting Activities shall equally share all aforementioned duties.

Additional responsibilities shall be divided into two separate and equal positions as follows:

5a. The Officer for Sporting Activities, External Teams shall be responsible for the organization of teams, including the recruitment and selection of players and captains, to participate in external leagues and tournaments, in accordance with Article V and with approval of Board of Directors by majority vote.

5b. The Officer For Sporting Activities, Internal Teams shall be responsible for the organization of teams, including the recruitment and selection of players, captains and referees and scheduling of games, to participate in intra-club competitive league play, in accordance with the then-current internal league by-laws which shall be set prior to the commencement of each league by majority vote of the Board of Directors.

The two officer positions outlined in 5a and 5b above shall be run for and voted upon separately at the annual election of Board of Directors (see Article VI).

6. The Officer for Fundraising shall lead the Club's fundraising activities and shall work closely with the President and the Treasurer in regard to fundraising matters.

7. The Officer for Social Activities will organize and preside over social activities that complement the other activities of the Club and will be responsible for using such activities to develop a spirit of camaraderie among members and commitment to the Club.

B. The Board of Directors will be elected by majority vote at an annual meeting. Their terms will begin immediately upon election.

C. The Coach(es) will be appointed by the Officers of Sporting Activities, with the consent of a majority of the other members of the Board.

D. Removal & Suspension: a member may be suspended for violation of this Constitution and/or for behavior that is generally unacceptable and unbecoming to the standards upheld by the membership. Such action may include physical and verbal abuse towards any Club member or official or other person with whom the Club has contact.

E. In the event of vacancy in the position of President, the position will be filled for the un-expired term by a majority vote of the remaining members of the Board. In the event of vacancy in the position of any other Officer of the Club, The Board by a majority vote of the remaining members may determine that the position should be left vacant until the next Annual Meeting or, alternatively, may invite one or more members to fulfill the role until the next Annual Meeting.

F. The Board will set all major Club policies. Decisions will be worked out in discussion. If no consensus is reached, a vote will be taken and a simple majority will carry except when a unanimous vote is required by this constitution. In the event of a split vote, the President shall cast the deciding vote.

G. Meetings of the Board shall be held monthly, subject however to the reasonable scheduling needs and convenience of the Club's officers, and shall be called by the President and the Secretary at a date and location agreed upon by a majority of members of the Board. Monthly Meetings of the Board may only be convened if a majority of Board Officers are present.

H. Club funds may be expended by the Treasurer who will review each expense items to ensure that (i) it is within the purview of the Officer or member of the Club requesting funding or payment, and (ii) within budget limitations adopted by the Board. The Treasurer shall advise and consult with the President on any large or irregular expense before giving authorization or approval. Expenditures of Club funds are subject to subsequent review by the Board at each monthly meeting.

Article V: ESTABLISHMENT OF TEAMS

A. The Board may establish or disband one or more teams under the Club's authority.

1. Only dues paying members of the Club may participate in tournaments and/or leagues under the Ramblers name.

2. In establishing teams for any tournament and/or league, preference will be given to members who regularly attend practices and have fulfilled their membership requirements.

B. The Officer for Sporting Activities together with the Coach will elect each captain and establish its rules consistently with this constitution.

C. Each team may use the word "Ramblers" in its name.

Article VI: MEETING AND FISCAL YEAR

A. The members will hold the Annual Meeting at a date in the period from September 1st to December 10th, at a date to be determined by the Board and at a time and location that is appropriate to ensure that the majority of members can reasonably be expected to attend. All members have the right to vote in person. In the event that a member is unable to vote in person at the annual meeting, they may cast a proxy vote in the form of an electronic absentee ballot in a manner set forth by a Board appointed Election Committee. The Board will determine eligibility to vote based on Article III.

B. The Board may change the date, time or location of the Annual Meeting, provided that all members are notified by email and, when possible, by text message.

C. The Board of Directors of the Club shall be elected at the Annual Meeting and such other business shall be conducted as is appropriate at the time.

D. The Club's fiscal year shall be January 1st to December 31st.

Article VII: REMOVAL AND SUSPENSION

A. Any Club officer will be deemed removed from office upon petition signed by a majority of members.

B. The coach may be removed at the discretion of a majority vote of the Board.

C. Any vacancy on the Board created under this article shall be filled in accordance with Article IV, except that no officer removed under this article may serve on the Board until the next Annual Meeting.

D. A member may be suspended until the next Annual Meeting by unanimous vote of the Board for violation of this Constitution and/or for behavior that is generally unacceptable and unbecoming to the standards upheld by the membership. Such action may include physical and verbal abuse towards any Club member or official

or other person with whom the Club has contact. His or her dues will be refunded on a pro-rata basis.

Article VIII: PUBLIC POLICY

A. The Ramblers will be known as a Gay Soccer Club. All new members will be advised of this before dues are accepted. Those dealing with the Club will be advised of this, unless deemed specifically inappropriate by the Board.

B. The Club's membership list is confidential. In published writing or public speaking, no member will be identified by name without his or her permission, except in connection with reporting the results of a league or exhibition game.

C. Only members of the Board may speak for the Club. Other members may freely express their opinions but should realize they should be identified as personal views.

Article IX: NONDISCRIMINATION

A. In all of its dealings, neither the Club nor any of its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference or mental or physical handicap.

Article X: DISTRIBUTION OF ASSETS UPON DISSOLUTION

A. The property of the Club is irrevocably dedicated to the purposes provided in Article II. Upon dissolution of the Club, the assets remaining after payment, or provision of payment, of the debts and liabilities of the Club shall be distributed in a manner that furthers the purpose of the Club to one or more nonprofit funds, foundations, associations or corporations that are organized and operated for charitable and educational purposes, specifically, other sporting organizations that have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article XI: AMENDMENTS

A. The Board may propose amendments to this Constitution.

B. This Constitution may be amended at any time by a majority of no less than 21 voting members.

END OF CONSTITUTION