

## BY-LAWS– THE CROWN

**The Crown is a voluntary, social organization created to support the Orlando Pride (hereinafter referred to as “OP”) on behalf of the National Women’s Soccer League by increasing awareness of OP through social and charitable endeavors.**

1. **Bylaw Definitions:**

- a. **Supermajority:** qualified majority is a requirement for a proposal to gain a specified greater level of support than a more than 50% simple majority.
- b. **Simple majority:** a majority in which the highest number of votes cast for any one candidate, issue, or item exceeds the second-highest number, while not constituting an absolute majority.
- c. **Fan Code of Conduct:**
  - 1) Fans are encouraged to cheer, sing, and otherwise support their team while remaining respectful and courteous to their fellow patrons, referees, opposing team fans and players.
  - 2) Fans to enjoy the soccer experience free from fighting, \*thrown objects, attempts to enter the playing field, political or inciting messages, and disorderly behavior, including foul, sexist, racial, obscene or abusive language or gestures;
  - 3) No signs with inappropriate language;
  - 4) No misbehavior, such as throwing non-approved objects, disorderly conduct, abusive gestures, etc.;
  - 5) No flares, incendiary devices, smoke bombs, sparklers and fireworks of any kind without official approval;
  - 6) No bullying online, in person, etc., between any supporter group and any fans;
  - 7) Alcoholic beverages must be consumed in a responsible manner and only by those of legal age;
  - 8) Fans comply with requests from stadium staff regarding stadium policies and emergency response procedures. Fans promptly and carefully return the ball to a stadium staff member or the ball kid on the sidelines in the event that a soccer ball enters the stands;
  - 9) Refrain from activities that damage the reputation of Orlando City, OP, NWSL, or The Crown.
- d. **Governing Board** – Elected Officers will consist of President, Vice President, Recording Secretary, Treasurer, and Members Relations.
- e. **Standing Committees** will assist with the responsibilities and/or duties assigned to them and will be nominated and elected by the Governing Board.

## ARTICLE I – MEMBERSHIP

### A. Eligibility

1. Any person who wishes to support the Orlando Pride soccer team through passionate, fun, and collegial encouragement of the team and fans. Anyone may be a member by signing the Membership Pledge and paying their annual dues in accordance with the guidelines set forth herein.

### B. Members of The Crown shall consist of:

1. Registered Members:
  - a. Individuals who want to go above and beyond the average fans/supporters. Individuals who are ready and willing to dedicate their time and talents to support OP in all phases of The Crown mission. Annual membership Dues are outlined in **Article II** of the By-laws.
2. General Members:
  - a. General Members consist of fans/supporters wherein an annual membership is not required, yet who are allowed into the supporter section, tailgate, and other support functions. All General Members will be held to the same Crown Code of Conduct as Registered Members.
3. Honorary Members:
  - a. Team members and coaching staff;
  - b. Other employees of Orlando Pride, OCB, and Orlando City Soccer Club.
  - c. Guests of The Crown through philanthropy or otherwise.
4. Legacy Members:
  - a. The Legacy Council ("Council") is the highest honor bestowed upon a Crown member. Members of the Council are appointed by the President and serve solely in an advisory role to the President. Members of the Council will be held to the Crown Code of Conduct.

### C. Rights and Requirements:

1. Membership in The Crown is open to any person wishing to support OP and the mission of The Crown. Registered Members may be appointed to **non-elected positions** by and with the approval of the Governing Board ("Elected Officials").
  - a. **Registered Members** shall pay Dues and have the ability to vote on all matters brought forward for a vote before both the Governing Board and Members, hold office, and participate in all Crown activities.
    - i. In circumstances of hardship, and with approval by a simple majority of the Governing Board, a Registered Member if unable to vote and/or attend a meeting may appoint a proxy to vote on their behalf. A proxy vote is required to be delivered to the President and/or Vice President of the Governing Board no less than one (1) week prior to the Registered Membership voting and/or meeting to be missed.

- ii. A member of the Governing Board may appoint a proxy to vote in their place should that Board Member be unable to attend the voting meetings and/or a conflict arises wherein that Board Members vote would be deemed prejudicial.
- iii. For the inaugural season and beyond a group of fifty (50) individuals will be deemed Founding Members and will be acknowledged for building The Crown from the beginning.
- b. **General Members** do not pay Dues and may not hold office. They may participate in [all/limited/some/publicly advertised] Crown activities. General Members are encouraged to become Registered Members.
- c. **Honorary Members** will not pay Dues; can participate in all activities **except** voting, holding office, and being a Standing Committee Chairperson.
- d. **Legacy Members** Membership in the Council is independent of Registered Membership. Should a member of Council wish to enjoy full membership privileges (voting, etc.) they must also be a Registered Member in good standing. Regardless of other membership status, members of Council are prohibited from holding office while serving on the Council.

#### **D. Termination and/or Suspension of Membership:**

- 1. Membership in The Crown is suspended or terminated as defined below:
  - a. Upon written resignation by certified mail and/or electronic email to the Governing Board and/or to the Membership Chair by the Registered Member;
  - b. By approval of a **supermajority** of the Governing Board for cause in accordance with The Crown Code of Conduct and/or NWSL Code of Conduct;
    - i. Any member whether General and/or Registered suspended or terminated for cause from The Crown by the Governing Board will be notified in writing and informed of their right to appeal the decision. Upon notification of the appeal, the President will be chairperson of the Disciplinary Committee to hear the appeal. The Disciplinary Committee Panel will consist of the remaining Governing Board. After the registered member pleads their case the Disciplinary Committee, the Committee will vote by a **supermajority** to decide whether or not to enforce the original decision of the Governing Board, reverse the original decision of the Governing Board, or in rare cases to bring the matter to the Registered Members for a super majority vote.
  - c. Upon any Registered Member failing to pay dues, said member will, after proper notification in writing, be removed from the membership directory and any other affiliated Crown forums, but such person may be reinstated as a Registered Member upon payment of any delinquent dues.

## ARTICLE II – MEMBERSHIP DUES

### A. Dues shall be paid as defined below:

1. Annually to The Crown to maintain Registered Member status and to maintain all the rights and privileges that come with Registered Membership.
2. Dues shall be established by the Governing Board.
3. In the event of an increase to membership dues of more than 25% from the prior year, such change shall be approved by a simple majority of the Governing Board.
4. The non-payment of dues constitutes a delinquency for which said Registered Member will be removed from the membership directory and any other affiliated Crown forums until such time of payment as prescribed in **Article I, Section C** of the By-laws.
5. Registered Membership may have pricing levels as decided by the Governing Board. However, these will only reflect different premiums or rewards given for the increased fee and will not imply or denote extra rights or privileges.

## ARTICLE III - NOMINATIONS AND ELECTIONS

### A. Nominating Committee:

1. The Nominating Committee for elections shall consist of the Legacy Council (“the Council”) and three (3) Registered Members appointed by the Council.
  - a. The Nominating Committee shall meet **no later** than the first week of September of each year to prepare a slate of nominees for presentation to the Registered Members at the Voting Membership meeting in October.
  - b. The Nominating Committee will submit with the candidate's approval, at least two (2) Registered Members who are and have been in good standing with the Crown for each office position.
2. All candidates for office must have been a Registered Member of The Crown for at least one (1) year prior to the election. The Council may make exceptions to the one (1) year membership.
3. All candidates for office shall not hold an elected officer position on any and all other Orlando City Soccer Club supporter groups, to include but not limited to The Ruckus, OCB, et al.
4. Registered Members may nominate a candidate for office to the Council. However, all nominations must be received **no later than 2 weeks before** the Election.

**B. Election:**

**For the Seasons of 2016 & 2017 shall be as follows:**

1. For the inaugural season, the President and Vice President Positions shall be served by the originators of The Crown for a two (2) year term.
2. For the inaugural season, Member Relations, Recording Secretary, and Treasurer shall be appointed by the President and shall serve for a two (2) year term.

**For the 2018 season and after shall be as follows:**

1. Candidates for the office of President and Vice President must have been a Registered Member for no less than two (2) years prior to the election and/or previously served as an Elected Officer for one (1) year. The time requirement may be circumvented by a unanimous vote of the Council (excluding the vote of the current President and Vice President if he/she is running for re-election).
1. The President can become a member on the Legacy Council after serving two consecutive years.
  - a. The President elected in 2018 and after will serve no less than one (1) year upon election and at the next year of elections, if the current elected President wishes not to rerun, the current elected Vice President will become President.
2. The Vice President of 2017 will become the President for 2018 and serve no less than one (1) year.
  - a. The Council is to communicate with the elected President of 2018 and the following years, to see if current officer wishes to represent the Crown for one (1) more year in the Presidential position no less than three (3) months before elections.
  - b. The Council is to communicate with the elected Vice President of 2018 and the following years, to see if current officer wishes to represent the Crown for one (1) more year in the Vice Presidential position and/or become the new President for the Crown no less than three (3) months before elections.
  - c. In the event that after the elected President and Vice President in 2018, neither wish to not rerun for either position for the following year, one electoral candidate position will held for that of the President position only.
    - i. The new electoral candidate(s) for President will be on one ballot and the highest numbered votes will determine the newly appointed President and the second highest numbered votes will become the Vice President.
3. The remaining electoral candidates' shall be listed on the same ballot and will consist of Vice President, Member Relations, Recording Secretary, and Treasurer, and voting will be held at the Registered Membership meeting in October.
4. Each electoral position will be carried out by secret ballot. A simple majority vote of the Registered Members voting will elect the candidate for the prescribed elected positions. Any tie(s) shall be resolved by the current President's vote, which will be made upon notification to the Council that a tie has occurred.
3. Elected officers are: President, Vice President, Member Relations, Recording Secretary, and Treasurer.

4. Numbered ballots will be prepared, distributed, collected, and counted by the Nominating Committee. Should any changes arise prior to the election a new numbered ballot will be required.
5. Any delinquent Registered Member will be prohibited from voting until accrued dues are paid.
6. In the event that a current elected officer of the Governing Board and/or candidate running for a position is unable to attend an election, they are imbued with the power to name a proxy to vote in their absence. A proxy vote is required to be delivered to the current President and/or Chairman of the Nominating Committee no less than at least one (1) week prior to the Registered Membership voting and/or meeting to be missed.

**C. Term of Office:**

1. Beginning in the 2018 season, an officer's term of office begins immediately upon election in October and continues until the next year's Election the following October.
2. Appointed Standing Committee Chairpersons who are selected by the Governing Board, shall assume their duties as soon as practical. An Elected Officer shall serve no more than two (2) consecutive terms in the same elected position.
3. An Elected officer shall serve **no more** than an accumulation of five (5) years in any elected position.
4. An Elected Officer shall not hold an elected officer position on any and all other Orlando City Soccer Club supporter groups, to include but not limited to The Ruckus, OCB, et al.
5. A temporary vacancy occurring in any elected position for a period no less than (30) days may be filled by the President without a Registered Members voting and will be selected from the Registered Members until the Elected Officer can resume said duties. However, upon the 31<sup>st</sup> day of absence from an elected position, the Governing Board will schedule a Special Meeting to select a candidate from the Registered Members for the vacated position to take place no greater than two (2) weeks of the 31<sup>st</sup> day of the vacancy. The replacement candidate must follow the same restrictions as **Article III.A.4-2.3** of the By-Laws.

**D. Impeachment:**

1. An impeachable offense is an action(s) conducted by an elected officer of the Crown that the Governing Board and/or Council deem(s) contrary to the Code of Conduct of the Crown, OP, and/or NWSL.
2. The Impeachment Panel shall consist of no less than five (5) members from the Governing Board and Council (the elected officer who is under investigation shall not serve on the Panel) and will remain as the Impeachment Panel for the remaining OP season.
3. The elected official who has possibly violated said conduct will be notified within two (2) weeks of the intent to begin impeachment proceedings.
4. Until such time that impeachment proceedings have been completed, said officer will be placed on immediate and indefinite suspension and the President (unless the President is under investigation) will assume or appoint an Interim Registered Member to fill the vacancy.

5. Upon a simple majority vote by the Impeachment Panel, the offending elected officer will be deemed to have committed an impeachable offense and removed from position effective immediately.
  - a. The officer will be notified in person and writing within one (1) week of the impeachment findings along with a list of the offense(s) committed by said elected officer. In addition, the officer will be removed from office and the membership group effective immediately.
  - b. After the impeachment findings and/or appellate findings it will be determined when an election will take place to fill the impeached position, which is to occur no more than thirty (30) days of the impeachment findings and/or appellate findings. The interim election must proceed in accordance with the election rules contained herein.
6. Upon the notification by the Impeachment Panel of the notice to impeach and findings said officer will have no more than two (2) weeks from the date of notice to appeal the impeachment decision to the Impeachment Panel.
  - a. The appeal by the office must be in writing and state the grounds for which said findings of the Impeachment Panel should be overturned and reinstated.
7. Upon receipt and notification of said appeal by the offending elected officer, the Impeachment Panel must vote again to determine whether the initial decision stands. If the Impeachment Panel's initial decision is affirmed, the offending elected officer will be notified within one (1) week of the appeal findings and removed from office and membership group effective immediately.
  - a. After the impeachment findings and/or appellate findings, it will be determined when an election will take place to fill the impeached position, which is to occur no more than thirty (30) days of the impeachment findings and/or appellate findings. The interim election must proceed in accordance with the election rules contained herein.
8. If a **supermajority** vote by the Impeachment Panel is unable to reach a decision on the officer's appeal, the appealable issue is to be brought to the attention of no less than five (5) Founding Members selected by the President (unless the President is under investigation) for a final vote of the impeachment findings, removal from office, and membership group.
  - a. The appeal impeachment hearing will be conducted by the initial Impeachment Panel and the five (5) Founding Members selected by the President to be held no more than two (2) weeks of the initial Impeachment Panel's inability to deem a unanimous decision on the appeal findings for a final vote.
9. Upon a **supermajority** vote in the affirmative of the original impeachment findings by the offending officer's appeal, said officer will be notified within one (1) week of findings and removed from the elected position and membership group effective immediately.
  - a. After the impeachment findings and/or appellate findings, it will be determined when an election will take place to fill the impeached position, which is to occur no more than thirty (30) days of the impeachment

findings and/or appellate findings. The interim election must proceed in accordance with the election rules contained herein.

#### **ARTICLE IV - DUTIES OF ELECTED OFFICERS (GOVERNING BOARD)**

**A. President:**

1. Shall be the official spokesperson and social face of the Crown.
2. Shall preside over all meetings of the Governing Board.
3. Shall be an ex-officio member of all committees except the Nominating Committee.
4. Shall be a member on the Impeachment Panel unless impeachment proceedings apply to said officer.
5. Shall appoint, with Governing Board approval, Chairperson of all Standing Committees and Special Committees when necessary to conduct the business of the Crown.
6. May sign checks on behalf of the Crown in the absence of the Treasurer.
7. Must oversee the preparation of all applicable tax forms by a Registered Tax Return Preparer (RTRP) or Certified Public Accountant (CPA), as required by the Internal Revenue Service (IRS) in conjunction with the Treasurer.
8. Shall vote in case of a tie at Registered Membership meetings.
9. Shall be authorized to spend a sum, **not to exceed \$150.00 per year**, for unbudgeted expenditures at their own discretion, providing such expenditures keep in accordance with the Constitution and By-laws of the Crown.

**B. Vice-President:**

1. Performs duties in the President's absence.
2. Shall be an ex-officio member of all committees except the Nominating Committee.
3. Can be a member on the Impeachment Panel unless impeachment proceedings apply to said officer.
4. Shall act as purchasing agent for the Crown.
5. Shall maintain a current list of all Crown assets provided by the Treasurer and Members Relation officers.
6. Shall perform such duties as may be delegated by the President.
7. Shall submit an annual report at the December Governing Board meeting summarizing the activities of the year, as well as presenting information and recommendations for their successor.
8. Carries out the responsibilities and duties of the office as stated in the Constitution and By-laws, as well as in the job description and in accordance with Crown policies.

**C. Member Relations:**

1. Performs duties in the Recording Secretary's absence.
2. Shall be an ex-officio member of all committees except the Nominating Committee.
3. Can be a member on the Impeachment Panel unless impeachment proceedings apply to said officer.
4. Performs such duties as may be delegated by the President.



5. Carries out the responsibilities and duties of the office as stated in the Constitution and By-laws, as well as in the job description and in accordance with Crown policies.

**D. Recording Secretary:**

1. Performs duties in the Members Relation absence.
2. Shall be an ex-officio member of all committees except the Nominating Committee.
3. Can be a member on the Impeachment Panel unless impeachment proceedings apply to said officer.
4. Records the minutes of all regular and special meetings of the Crown and Governing Board.
5. Shall be the custodian of the permanent record of the Crown, with the exception of records pertaining to Crown finances.
6. Shall perform duties as may be delegated by the President.
7. Carries out the responsibilities and duties of the office as stated in the Constitution and By-laws, as well as in the job description and in accordance with Crown policies.

**E. Treasurer:**

1. Shall be responsible for all financial affairs of the Crown.
2. Shall establish and maintain as primary signatory any and all bank and financial accounts on behalf of the Crown.
3. Must have prior accounting experience (CPA preferred) and/or experience handling funds for non-profit organizations, including those of 501(c)(3).
4. Shall be custodian of the General Fund financial records of the Crown.
5. Shall receive and be responsible for all General Fund monies of the Crown.
6. Shall be an ex-officio member of the Finance / Merchandise committee but excluded from the Nominating Committee.
7. Can be a member on the Impeachment Panel unless impeachment proceedings apply to said officer.
8. Shall furnish monthly accounting reports of all dues, receipts and expenditures, account reconciliation, and financial statements to the Governing Board.
9. Must oversee the preparation of all applicable tax forms by a Registered Tax Return Preparer (RTRP) or Certified Public Accountant (CPA), as required by the Internal Revenue Service (IRS) in conjunction with the President.
10. Shall insure that adequate liability, personal property, and/or other necessary insurance are maintained as prescribed by law.
11. Shall, as required by law, be responsible for the accountability of assets, satisfaction of liabilities, disposition of residual assets on dissolution, and other means of assuring responsible financial management for the Crown General Fund.
12. Monitors and shares responsibility of expenditures of the Governing Board or their committee representatives to conform to the budget of the fiscal year.
13. Signs checks for authorized expenditures.
14. Performs such duties as may be delegated by the President
15. Carries out the responsibilities and duties of the office as stated in the Constitution and By-laws, as well as in the job description and in accordance with Crown policies.

**F. Legacy Council (“Council”):**

1. The Council shall serve as a self-regulating and nominated-appointing counsel of the Crown by the Governing Board. The Council is intended to be the highest honor bestowed upon a Crown member and given to those members that rise above and exemplify the best qualities of the Crown.
2. The Council shall consist of past officers, advisors from affiliated supporters groups, and other members who are nominated by members of the Governing Board or elected officers.
3. The Council shall advise the Governing Board and Registered Members.
4. The Council shall head the Nominating Committee with the exception of any current elected officials.
5. Can be a member on the Impeachment Panel unless impeachment proceedings apply to said Council member.
6. The Council shall serve as ex-officio members of all committees.
7. The Council shall be -voting members of the yearly elected Governing Board.
8. Carries out the responsibilities and duties of the office as stated in the Constitution and By-laws, as well as in the job description and in accordance with Crown policies.

**ARTICLE V - COMMITTEES**

**A. Standing Committees:**

1. The number of Standing Committees, their functions and their composition will be prescribed by the Governing Board. Previous Standing Committees include:
  - a. Membership
  - b. Tailgate
  - c. Music/Capo
  - d. Tifo
  - e. Road Trip/Travel
  - f. Finance / Merchandise
  - g. Social Media
  - h. Charity
2. Chairperson of the Standing Committees will be appointed by the President, with the **supermajority** approval of the Governing Board.
3. The President may create or dissolve Standing Committees with the **supermajority** of the Governing Board.
4. Chairperson and members of the Standing Committees cannot be a member on the Impeachment Panel or Nominating Committee.
5. Standing Committee Chairperson(s) will present or e-mail monthly reports to the Governing Board.
6. Annual reports and recommendations will be submitted by each Standing Committee in the final month of the season and will be made part of the permanent record of the Crown.

**B. Special Committees:**

1. Special Committees may be appointed by the President with the **supermajority** approval of the Governing Board for a specific clearly defined purpose and shall cease to exist upon completion of that purpose.
2. Shall attend Governing Board Meetings as required by the President, in a non-voting capacity.
3. Shall not be a member on the Impeachment Panel or Nominating Committee.
4. Shall present a final report to the Governing Board, which will become a part of the permanent record of the Crown.

**ARTICLE VI – RESPONSIBILITIES OF THE GOVERNING BOARD**

The Governing Board shall be responsible for formulating policies and directing the operations and organization of the Crown. The Governing Board shall meet at least once monthly at a time and place designated by the President. The Governing Board shall comply with Article IV of the By-Laws and the Constitution

**ARTICLE VII – FINANCES**

- A. The Crown fiscal year shall be based on a calendar year, or January 1 through December 31.
- B. Monetary assets in the General Fund shall be turned over to the incoming Governing Board for use during the transition from one Crown organizational year to the next.
- C. A financial review shall be performed on the accounts by a non-club member prior to turning the books over to a new treasurer. If material misstatements are found, an audit will be considered by the Governing Board.
- D. Any expenditure not exceeding one thousand (\$1,000.00) dollars not covered by the approved budget may be pre-approved by a majority vote of a quorum of the Governing Board. Any expenditure exceeding one thousand (\$1,000.00) dollars not covered by the approved budget shall be voted on at a Registered Membership meeting of the Crown and approved by a majority vote of the voting Registered Members present.
- E. Committees with yearly budgets approved for individual activities (i.e. Tailgate, Tifo, etc.) must have individual prior approval from the Governing Board for each event with expenditures which will exceed three hundred (\$300.00) dollars.
- F. A budget, as prepared by the special Crown General Fund Budget Committee (selected by the Treasurer and President, and approved by the Governing Board), shall be prepared in December and approved by the Governing Board.

**ARTICLE VIII - FUNDS**

**A. Crown General Fund is as follows:**

1. This fund is composed solely of membership dues (as established and approved by the Governing Board), merchandise sales, and net proceeds from Crown sponsored fund-raising events. The funds shall be utilized for the operational expenses of the Crown.

2. Funds designated for philanthropic efforts will be raised in clearly identified events separate of funds designated for the General Fund and shall be maintained in separate financial accounts.

#### **ARTICLE IX - AMENDMENTS, REVISIONS, AND ADOPTION**

The By-laws and those of the Constitution may be amended, revised, or eliminated at any Registered or Special Membership Meeting by a **super**majority vote of the voting members present. Changes must be proposed to the Governing Board no less than thirty (30) days in writing prior to the scheduled meeting. The By-laws and those of the Constitution must be approved by the Governing Board prior to presentation to the membership.

#### **ARTICLE X – MISCELLANEOUS**

The Crown is duly organized and operating under the laws of the State of Florida.

Any words or phrases contained within which are not defined shall carry the common meaning, unless that cannot be discerned through interpretation. In those cases, the Governing Board shall interpret the meaning in accordance with the bylaws through resolution to amend or adopt a definition or interpretation of terminology.

All members of the Crown owe a fiduciary duty of care and good faith when acting on behalf of the Crown.

**Dated: December \_\_, 2015**