

BY-LAWS PENFIELD STRIKERS SOCCER CLUB, INC.

Article I - Organization and Purpose

1. **Name** The name of this organization shall be the Penfield Strikers Soccer Club, Inc. (PSSC) a New York State not-for-profit organization.
2. **Purposes** The purposes of the Penfield Strikers Soccer Club are:
 - a. To provide competitive soccer opportunities for girls to develop their physical skills, self-confidence, and interpersonal skills.
 - b. To provide a positive influence with training, example, and guidance to make each girl's soccer experience useful beyond their playing days with the Penfield Strikers Soccer Club.
3. **Definitions**
 - a. PSSC: Penfield Strikers Soccer Club
 - b. Club: Penfield Strikers Soccer Club
 - c. NYSWYSA: New York State West Youth Soccer Association
 - d. RDYSL: Rochester District Youth Soccer League
 - e. USYSA: US Youth Soccer
 - f. USSF: United States Soccer Federation
 - g. Board: Board of Directors of PSSC
4. **Fiscal Year** The fiscal year of the club shall begin on the 1st day of January and end on the 31st day of December of each year.
5. **Affiliation** The PSSC shall affiliate with the NYSWYSA in conjunction with the USYSA and the USSF. In consequence of that affiliation, PSSC active members, players, coaches, and personnel shall adhere to rules, regulations, and bylaws of those associations to the extent applicable to their activities connected with the PSSC as follows:
 - a. Membership: The membership of the PSSC shall be open to any "Active" or "Player" Member, as defined in Article II.2, below, who is not subject to suspension under Section 4 of Bylaw 241 of the USSF Bylaws.
 - b. Governing Documents: The USSF articles of incorporation, bylaws, policies and requirements take precedence over and supersede the governing documents and decisions of the PSSC to the extent applicable under state law, and the PSSC will abide by those articles, bylaws, policies and requirements.
 - c. Interplay: The PSSC will abide by the USSF's articles, bylaws, policies and requirements on interplay.
 - d. Hearing and Appeal Procedures: The PSSC will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. These procedures shall included that all grievances involving the right to participate and compete in activities sponsored by the USSF, and NYSWYSA, and the PSSC may be appealed to the USSF's Appeals Committee in accordance with NYSWYSA bylaws and policies. The Federation's Appeals Committee shall have Jurisdiction to approve, modify or reverse a decision. A decision rendered by the PSSC or the NYSWYSA from which an appeal is taken is not suspended pending the final decision of the Federation's

Appeals Committee unless the Committee otherwise ordered. The decision made by the PSSC or the NYSWYSA may be upheld, revised, or reversed and remanded

Article II - Membership and Meetings

1. **Nondiscrimination Policy** The Club shall not discriminate against any individual or group of individuals on the basis of race, color, age, sex, religion, national origin or sexual orientation.

2. **Membership** An "Active Member" is defined as any player who has reached the age of eighteen (18) or one parent or guardian of a player who currently is playing for a PSSC team who is less than age eighteen (18) and is a member in good standing. All Active Members of the PSSC must be at least 18 years of age as of the date of registration. A "Player Member" is defined as a female athlete, in good standing, who has been selected to represent the Club in competition in the Rochester District Youth Soccer League, or other leagues approved by the Board.

3. **Termination of Membership** The membership of any member (Active or Player) shall be terminated upon death, or the member's written request for termination delivered to the president or secretary of the association, or upon the member's expulsion by the Board. Upon termination of membership, any right, title, or interest of the member in or to the property and assets of the association shall cease.

4. Suspension and Expulsion of Members:

a. Grounds for Suspension or Expulsion: Any member (active or player) may be suspended or expelled from the PSSC for willful infractions of the PSSC rules and policies, or of any bylaw, or for acts of conduct that the Board may deem disorderly, injurious, or hostile to the interests or objectives of the PSSC. The Board must give notice to such offending member of the proceedings against him or her and he or she must be provided an opportunity to be heard in their own defense. No person who has been expelled from the Club may have a new membership considered for a period of less than two (2) years. Reinstatement must go before the Board of Directors.

b. Initiation of Suspension or Expulsion: Proceedings under this section shall be initiated by resolution of the Board or on complaint against any member signed by ten (10) Active Members and filed with the Secretary. On adoption of the resolution or receipt of the complaint, as the case may be, the Board shall schedule the matter to be heard at the first regular, or a special, meeting of the Board. The secretary shall deliver to the accused member, at least five (5) days prior to the date of the hearing, a copy of the time and place of hearing and a summary of the complaint against the accused member.

c. Hearing: The President shall preside at such hearing and shall read the complaint against the accused member. Such member shall be allowed to make a statement in his or her own behalf, question opposing witnesses, and call witnesses on his or her own behalf.

d. Determination of Hearing: The Board may, by the affirmative vote of a majority of its members, sustain the complaint.

- e. The Board may, by the affirmative vote of a majority of its members, request the offending member to resign or may suspend or expel the member. Should he or she decline to resign following such request, the Board shall strike the member's name from the rolls.
- f. Proceedings: All such proceedings shall be in compliance with the requirements of the USYSA, USSF and NYSWYSA.

5. Meetings

- a. Annual Meeting: The Annual Meeting of the PSSC for the election of the members of the Board and the transaction of the general business of the Club shall be held during the final quarter of the calendar year at a time and place to be determined by the Board of Directors. Notice of the Annual Meeting, including starting time, location and agenda shall be communicated to the Active Members no less than ten (10) days in advance thereof.
- b. Special Meetings: Special meetings may be called at any time by the President or by the President on written request of a majority of the Board or at least 10% of the entire Active Membership of the Club. In the absence of the President, the First Vice-President or Secretary may call the meeting. Ten (10) days' notice of any special meeting must be given to the Active Members of the PSSC. The notice must state the starting time, location and agenda of the meeting. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all attending members of the Board of Directors present at such meeting, provided that those present constitute a quorum.
- c. Quorum: Active Members present shall constitute a quorum at meetings of the PSSC. Each Active Member is entitled to one vote and must be present to vote. There shall be no absentee ballots or proxies allowed.
- d. Parliamentary Procedure: Robert's Rules of Order shall procedurally govern all meetings and proceedings of the PSSC.

Article III - Board of Directors

1. The Board of Directors as Governing Body: A Board of Directors shall govern the organization. The Board shall have the power to adopt such policies and authorize such actions as it shall determine to be appropriate for the furtherance of the stated purposes of the association. It shall be subject only to such limitations as may be contained in its Bylaws, the Laws of the United States, or the Laws of the State of New York.

2. Composition and Term of Service: The Board of Directors shall consist of all the Club officers plus no less than three (3) and no more than fifteen (15) Delegates-at-Large. Delegates-at Large shall have full voting rights and be responsible for tasks as deemed appropriate by the Officers of the Club. Each year the Officers of the PSSC shall determine the exact number of delegates-at large prior to the Annual Meeting. The term of all Board members shall be two (2) years, with the term commencing on January 1st and ending on December 31st.

3. Team Representatives: Each team shall be represented by one (1) Team Representative at each Regular Board meeting. A team representative may be a Delegate- at-Large, entitled to full voting rights. In the alternative, a team may be represented by a different Team Representative

at each Regular Board meeting. In such event, the said Team Representative shall not be entitled to voting rights.

4. Election to the Board: The First Vice-President, or in his/her absence, the Second Vice-President or such person as designated by the President, shall supervise the election of the Board held at the Annual Meeting. All votes are to be cast on an official ballot prepared by the First Vice President. A plurality of votes cast will be required to elect. If a club member who is nominated for office is not present at the Annual Meeting, a letter of acceptance must accompany the nomination. A person may be nominated from the floor at the annual Meeting. Vacancies occurring on the Board will be filled until the next annual election by vote of the remaining members of the Board.

4a. To qualify as a candidate for Club President a candidate must establish that he/she has attended at least three "Meetings of the Board of Directors" during the preceding twelve months.

5. Nominating Committee: A Nominating Committee shall be formed at the August Board meeting. The committee shall be chaired by the First Vice-President and shall consist of two (2) additional Active Members. Selection of the additional members shall be by blind draw from those interested. They shall present a full slate at the October Board meeting. All nominations will be accepted.

6. Management of PSSC Property: Property of the PSSC may be used in accordance with the guidance of the Board. The Board shall not incur any debt or liability, or any combination of debts or liabilities, exceeding the net assets of the association. All disbursements of Club funds shall be by check which shall be signed by the Treasurer.

7. Insignia, Colors, Badges and Flags: The Board may adopt insignia, uniform styles, colors and emblems, and flags for the Club, as it deems suitable.

8. Signatures on Contracts and Formal Documents: Contracts and formal documents will be signed by the Club President.

9. Meetings of the Board of Directors:

a. Regular Meetings: Regular meetings of the Board shall be held monthly on a day deemed most suitable by the Board of Directors - at a time and place designated by the Board. The President shall set the agenda for all regular meetings.

b. Special Meetings: The President or a majority of the Board of Directors may call a special meeting of the Board at any time. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all Board members present at such meeting, provided that those present constitute a quorum.

c. Action Without a Meeting: Actions requiring a vote by the Board may be taken without a meeting. These actions may be passed by a majority vote of all Directors obtained in writing or electronic means.

d. Notice of Meetings of the Board: The Secretary, or the person or persons calling the meeting, shall notify all Board members of the date, time, place and agenda for all regular and special meetings at least five (5) days in advance of the meeting.

e. Quorum: A simple majority of the Board members shall constitute a quorum for the transaction of business at all meetings of the Board.

f. Attendance: Any member of the Board who is absent from three (3) consecutive meetings without justifiable excuse may be removed from the Board of Directors and any office held by a two-thirds majority vote of the Board, provided notice of such action is furnished according to Article III. 8(d).

Article IV – Officers and Duties

1. **Designation of Officers:** The Officers of the Club shall be the President, two Vice-Presidents, Treasurer, and Secretary.

2. **President:** The President shall be the Chief Executive Officer of the Club, shall preside at all meetings of the Board, shall create an agenda prior to each meeting, shall create all committees, shall appoint chairpersons to all committees, shall oversee the daily operation and running of the Club, and shall perform such other duties as are necessary and in the best interest of the Club and its membership.

3. **First Vice-President:** The First Vice-President is the senior Vice President and shall perform the duties of the President in his/her absence, and shall also perform such other duties as are usual to the office or as requested by the President. He/she shall supervise the Board elections at the Annual Meeting and serve as the chair of the Nominating Committee.

4. **Second First Vice-President:** The Second Vice-President is the junior Vice President and shall perform the duties of the First Vice-President in his/her absence, and shall also perform such other duties as are usual to the office or as requested by the President and First Vice-President.

5. **Secretary:** The Secretary shall record the minutes of all meetings and keep records of those present. The Secretary shall be responsible for past minutes and submit copies of the minutes of all Board meetings to the Board members before the next meeting. Board minutes will be available to members of the Club, after being accepted by the Board. Minutes of membership meetings will be made available to the membership. All minutes and changes must be dated and housed permanently. Upon PSCC Board acceptance Board Minutes shall posted to the PSCC website. The Secretary shall maintain a copy of current Bylaws and Robert's Rules of Order at all meetings.

6. **Treasurer:** The Treasurer shall collect all dues and registration fees, shall be responsible for the deposits of all monies of the Club in a bank account authorized by the Board of Directors, shall keep detailed accounts of the income and expenditures of the Club, shall submit monthly reports at each regular meeting, and shall pay all bills approved by the Club. Prepares or causes to be prepared and files in a timely manner all required tax documents. The Treasurer shall be bonded unless this requirement is waived by the Club.

Article V – Amendments

1. These Bylaws may be amended by the Board of Directors by a two-thirds (2/3) vote of the entire Board. Amendments made by the Board must be reported to the Active Membership of

the Club at the annual Meeting. These Bylaws may also be amended by a two-thirds (2/3) vote of the Active Membership present at an Annual Meeting. A notice of a proposed amendment must be included with the notice of a meeting, as per Article II. 5(a) or Article III. 8(d).

2. The Bylaws shall be reviewed on a regular basis at least every two (2) years. A review committee shall be chaired by a person appointed by the President and shall additionally consist of a minimum of two (2) other Active Members, but limited to a total maximum of five (5) Active Members.

Article VI - Dissolution

This Club may be dissolved by the vote of a simple majority of its Active Members. In the event of dissolution, the property of the association shall be distributed by transfer to the New York State West Youth Soccer Association, or to other such non-profit organizations as the Board of Directors shall determine by resolution.