

NORTH ROCKLAND SOCCER ASSOCIATION, INC.

BYLAWS

ARTICLE I Name

Section 1. The name of this corporation shall be the North Rockland Soccer Association, Inc., hereinafter referred to as “the Association”.

ARTICLE II General

Section 1. The Association shall remain a New York Not-For-Profit corporation so authorized under New York State law.

Section 2. Purposes

The purposes of the corporation are:

- a. To recruit and involve children and adults in the sport of soccer by organizing, creating and operating a soccer association with teams of various age groups as deemed appropriate by involving and instructing them in the sport of soccer;
- b. To promote and encourage the sport of soccer;
- c. To conduct functions necessary to raise funds to carry out the purpose of the Association; and
- d. To otherwise carry out the purposes set forth in the Certificate of Incorporation.

Section 3. Use of Funds

All funds and property of this corporation shall be used and distributed exclusively for carrying out the purposes of the corporation as set forth in Section 2, above.

Section 4. Fiscal year

The fiscal year of the corporation shall begin **January 1 and end on December 31** of the following year.

Section 5. Power to Borrow Money

The Association may borrow money, mortgage its property or issue a promissory note or bond for repayment with interest, on the recommendation of the Treasurer and with the approval of a majority of the Board of Directors.

ARTICLE III Membership

Section 1. Active Member

The following shall be active members of the Association:

- a. Any person who is currently registered with the Association and their parents or guardians.
- b. Any person who is registered as a volunteer or other approved participant in the operation of the Association.

Section 2. Expulsion and Preclusion

An active member may be expelled and a person may be denied membership in the Association, after due notice and an opportunity for a hearing, for conduct detrimental to the Association, by the vote of two thirds of the Board of Directors present at a duly constituted meeting. The Secretary shall provide at least ten days' notice to the person to be expelled or denied membership and to the members of the Board prior to the regular or special meeting at which the matter is to be resolved. The Board shall offer the person an opportunity to be heard with counsel at that meeting and to present others to testify in his or her behalf, prior to any final disposition.

Section 3. Voting Rights

All active members as of the record date who are at least 18 years of age and in attendance at the Annual Meeting shall be entitled to one vote by secret ballot in the election of members to the Board of Directors, except that each immediate family is entitled to only one vote for each player registered with the Association. The annual record date shall be established by the Board of Directors and shall be no earlier than thirty (30) days prior to the election.

Section 4. Right to Hold Office

Each active member at least eighteen years of age is entitled to run for a position on the Board of Directors under the procedures established by these Bylaws, and if elected, to run for any Association office.

Section 5. Referendum

Upon the request in writing of ten percent of the membership, the Board of Directors shall, or upon its own initiative may, submit any question to the active members for a referendum vote.

ARTICLE IV Meetings

Section 1. Annual Meeting

The Association shall hold a general membership meeting at least once a year between December and February, at a place and time determined by the Board of Directors. This meeting shall be designated the Annual Meeting. The Board of Directors may determine the need for other general membership meetings.

Section 2. Notice and Quorum

At least fifteen (15) days prior to the Annual Meeting, notice of the time and place of the Annual Meeting shall, in the discretion of the Board of Directors, be posted on the Association's website and/or published in a newspaper of general circulation and/or emailed to the membership. The notice of the Annual Meeting shall include the list of members selected by the Nominating Committee to run for positions on the Board of Directors.

Section 3. Quorum

Fifteen active members present at the Annual Meeting shall constitute a quorum.

Section 4. Order of Business

The order of business at the Annual Meeting, unless amended by majority vote of those present, shall be as follows:

1. Call to Order
2. Minutes of the last Annual Meeting
3. President's Report
4. Treasurer's Report
5. Nominating Committee Report
6. Election of Members to the Board of Directors
7. Other Business
8. Adjournment

Section 5. Special Meetings

Special Meetings of the general membership may be called by the Board of Directors or on the written request of at least ten percent of the members of the Association in good standing or twenty members, whichever is less, delivered to the Secretary. Such request and the notice of the meeting shall set forth the purpose for which it is called and no other business may be transacted at the special meeting.

ARTICLE V Board of Directors

Section 1. Board of Directors

A Board of Directors composed of not less than six (6) or more than twenty (20) elected directors shall manage the property and affairs of the Association.

Section 2. Election of Directors

a. Directors shall be elected by the members of the Association at the Annual Meeting to a term of **three** years. A Director may succeed himself for an indefinite number of terms.

b. When a position is vacant due to resignation or expulsion of a Director, the Board of Directors **may** appoint a member to serve the remainder of the **three** year term.

Section 3. Duties of the Board of Directors

The duties of the Board of Directors shall be:

- a. To act upon the nominations presented by the Nominating Committee;
- b. To fill any vacancies which may occur on the Executive Committee or on the Board of Directors;
- c. To manage the business, property, and affairs of the Association;
- d. To promulgate rules, regulations and policies of the Association;
- e. To establish a budget and set fees for the soccer programs;
- f. To study for approval proposals to amend or revise the Association's Bylaws, rules, or regulations; and
- g. To take such other action not inconsistent with the Association's Certificate of Incorporation, these Bylaws and New York State Law.

Section 4. Regular Meetings

- a. The executive committee should meet bi-monthly.
- b. Regular meetings of the Board of Directors should be held **monthly** at a time and place determined by the President. The Secretary shall notify all members of the Board of the date, time, and place of each meeting.

Section 5. Special Meetings

Special meetings of the Board of Directors may be called by the President at his own instance, or on the written and signed request of one-third of the members of the Board delivered to the Secretary. Such request shall state the business to be transacted at the meeting and no other business may be considered thereat. The Secretary shall be responsible for notifying each Board member of the special meeting by mail, e-mail or telephone at least three days prior to the date of the meeting.

Section 6. Quorum

The presence of at least a majority of the Board of Directors shall constitute a quorum for all regular or special meetings.

Section 7. Election of Officers

At the first regular or special meeting of the Board of Directors following the election of new directors, the Board as then constituted shall elect its officers from among its members by simple majority. Notwithstanding other provisions of the Bylaws and the recommendations of the Nominating Committee; nominations shall be allowed from the floor during the elections, and all Directors shall be eligible to be elected as Officers

Section 8. Order of Business

The order of business for meetings of the Board of Directors shall be as follows:

1. Roll call of the Board of Directors
2. Minutes of the previous meeting
3. Treasurer's Report
4. Executive Committee Reports
5. Communications
6. Standing Committee Reports
7. Other Committee Reports
8. Old Business
9. New Business
10. Adjournment

Section 9. Parliamentary Procedure

All business shall be conducted in accordance with *Roberts Rules of Order Newly Revised*.

Section 10. Limited Liability

No director shall be liable in any manner for any debts or obligations of the Association incurred within their normal duties and shall not be subject to any manner of assessment by virtue of his membership.

Section 11. Resignation

Any member of the Board of Directors may resign and/or withdraw from membership in the Association at any time, upon written notice delivered to the President or Secretary of the Association.

Section 12. Expulsion

Any director may be removed upon the failure to attend three (3) consecutive Board meetings within a fiscal year, or for failure to discharge the normal duties of a Board member, or for conduct detrimental to the Association, after due notice and opportunity for a hearing, by a vote of two-thirds of the Board of

Directors at any regular or special meeting. The Secretary shall provide at least ten days' notice to the person to be expelled and to the members of the Board prior to the regular or special meeting at which the matter is to be resolved. The Board shall offer the person an opportunity to be heard at the meeting with counsel and to present others to testify in his/her behalf, prior to any final disposition.

Section 13. Directors Emeritus

The Board of Directors may appoint Directors Emeritus. Those so elected shall be persons who contributed extraordinary service to the Association. This title shall be conferred for life. A Director Emeritus shall be a non-voting member of the Board.

Section 14. Honorary Directors

The Board of Directors may elect Honorary Directors. Those so elected, shall be members of the Association or Community who have contributed service to the Association. Honorary Directors shall serve at the pleasure of the Board. An Honorary Director shall be a non-voting member of the Board.

ARTICLE VI Executive Committee

Section 1. Composition

There shall be an Executive Committee of the Board of Directors composed of the President, Vice-President, Recording Secretary, and Treasurer.

Section 2. Meetings and Quorum

Meetings of the Executive Committee shall be held at the call of the President or a majority of Executive Committee members, and upon at least two days' notice. A majority of the Executive Committee shall constitute a quorum for all meetings of the Committee.

Section 3. Duties

The Executive Committee, under the direction of the President, shall prepare policies, programs, and budgets for discussion, revision, and approval by the Board of Directors. The Executive Committee shall exercise all powers of the Board of Directors during the intervals between the meetings of the Board, except as otherwise provided by these Bylaws. All the proceedings of the Executive Committee shall be reported to the Board at its next succeeding meeting and be subject to revision, rescission or alteration by the Board, provided no irrevocable rights of third-parties shall be affected by such action.

ARTICLE VII Officers

Section 1: The Officers of the Association shall be President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer. Only Directors of the Association, who have served for at least one year, or since the last AGM, shall be eligible to serve as President.

Section 2. President

The duties of the President shall include, but are not limited to, the follow:

- a. Preside at all regular or special meetings of the Membership and Board of Directors;
- b. Call special meetings of the Association or the Board of Directors;
- c. Make decisions on questions not provided for in the Bylaws or rules until the next regular or special meeting of the Board of Directors;
- d. Represent or designate suitable representative(s) for the Association at other soccer meetings;
- e. Appoint Chairpersons of the standing committees of the Association, except the Nominating Committee;
- f. Serve as an ex-officio member of all committees, except the Nominating Committee;
- g. Perform such other duties as may be specifically assigned by the Board of Directors;
- e. Prepare and render an annual report to the full membership of the Association at the Annual Meeting;
- f. Make expenditures on behalf of the Association without prior Board of Directors' approval in a sum not to exceed five hundred dollars (\$500.00) per transaction.

Section 3. Executive Vice-President

The duties of the Executive Vice-President shall include, but are not limited to, the following:

- a. Assume the duties and powers of the President in his/her absence;
- b. Perform such other duties as may be assigned by the President

Section 4. Recording Secretary

The duties of the Recording Secretary include, but are not limited to, the following:

- a. Prepare and maintain the minutes of all board meetings and specials meetings;
- b. Retain custody of the seal of the Association and affix same to all documents as the board may direct;
- c. Maintain the books and records of the Association and roll containing the alphabetical listing of all active members of the Association and such other duties as may be assigned;
- d. Record the attendance and minutes of all regular or special meetings of the Board or the membership;
- e. Receive and register all membership applications for the Association;
- f. Advise the Board on a regular basis regarding unexcused absences of members of the Board;
- g. Provide all required notices and prepare all correspondence as assigned;

- h. Assume responsibility for the Association's correspondence;
- i. Notification of the membership of the Association of the date, time, and location of the Annual Meeting or any special meetings;
- j. Notification of the members of the Board of all regular and special meetings of the Association;

Section 5. Treasurer

The duties of the Treasurer shall include, but are not limited to, the following:

- a. Receive all funds due the Association and deposit of same into a charter bank(s)
- b. Furnish a security bond as the Board of Directors shall deem necessary, the cost of which shall be paid by the Association;
- c. Pay the rightful obligations of the Association, as approved by the Board of Directors;
- d. Provide a regular monthly report to the Board of Directors;
- e. Submit a financial report in writing to the Board of Directors and the membership at the Annual Meeting of the Association;
- f. Prepare and file any financial reports that may be required by state or federal regulations;
- g. Keep and maintain ledgers and other books of account, which may be audited at the request of the Board of Directors;
- h. Perform such other duties as may be specifically assigned by the Board of Directors.

Section 6. Term

All Officers shall be elected by the Board of Directors to a one (1) year term of office. There shall be no limit to the number of terms of office any Officer may hold.

Section 7. Vacancy

In the event of a vacancy in the office of President, the Executive Vice-President shall succeed to office. In the event of a vacancy in any other office, including that of Directors, the Board by majority vote may appoint a successor to serve the remainder of the predecessors' term.

Section 8. Removal

An Officer or Director may be removed by the Board of Directors at a special meeting called therefore, after a hearing upon written charges of malfeasance, nonfeasance or other conduct detrimental to the Association preferred by a least five Board members. A copy of the charges shall be served on the person against whom they have been brought not less than ten days before the date of such special meeting. The person against whom charges have been brought may appear at the hearing in person

with counsel. After such hearing, the Board may sustain the charges and remove the Officer or Director by a two thirds vote, failing which the charges shall be dismissed.

ARTICLE VIII Elections

Section 1. By September of each year, the Chairperson of the Nominating Committee shall deliver to the Board of Directors its slate of nominees for Directors, all elective offices of the Association and the Nominating Committee together with written acceptance by each of the nominees.

Section 2. By October of each year, the Board of Directors shall vote on the proposed nominees. In the event the Board fails to approve a nominee(s), the Nominating Committee must immediately reconvene to consider additional recommendations for presentation to the Board for vote. The nominees approved by the Board of Directors shall be delivered to the Secretary who shall notify Association members of the names of the nominees by mail or publication before November first.

Section 3. Other candidates may be nominated by a petition designating the office for which election is sought, signed by at least twenty-five of the members in good standing as of the record date. The Secretary must receive such a petition, together with the written acceptance of the nominee by December 1.

Section 4. The election of Directors and members of the Nominating Committee shall take place at the annual meeting. Voting shall be in person. Proxies shall not be allowed. Voting for any office where there is a contest shall be by written ballot unless a majority vote decides otherwise. No nominations may be made from the floor unless there is no candidate for a particular position.

Section 5. Whenever there shall be a contest for any office, the ballot shall contain with equal prominence the names of the candidates of the Nominating Committee and those submitted by petition, including the number to be elected for said office.

Section 6. In the event of a contest for any office, the Chairman shall appoint no less than three inspectors prior to or at the annual meeting. None of the appointed inspectors shall be nominees for any office. It shall be their duties to conduct the voting and the counting of the secret ballots and to report the results thereof at the annual meeting.

ARTICLE IX Nominating Committee

Section 1. The Nominating Committee shall consist of at least five active members of the Association appointed for a one (1) year term by a vote of the Board of Directors. At least two of the members of the Nominating Committee shall be a member of the Association but not a member of the Board of Directors.

Section 2. The Nominating Committee shall recommend to the Board of Directors candidates for membership on the Board of Directors, the Officers of the Association and members of the Nominating Committee.

Section 3. Unless designated in the election, the Nominating Committee shall elect its own chairperson from among its member at their first meeting following the election.

Section 4. Members of the Nominating Committee shall not serve more than two consecutive terms. Vacancies on the Nominating Committee shall be filled by a majority vote of the Board of Directors. A member elected to fill a vacancy shall serve for the predecessor's unexpired term.

Section 5. The Nominating Committee shall nominate, by separate vote for each office, a slate of candidates for all elective offices of the Association, Board of Directors and Nominating Committee, and shall confirm acceptance from each candidate.

ARTICLE X Committees

Section 1. At the first meeting of the Board of Directors after the annual meeting, the President shall appoint the Chairperson of each Standing Committee of the Association. The Chairperson of each Committee, with the consent of the President, may appoint such members of the Association to such committee as he/she sees fit.

Section 2. The Standing Committees of the Association shall include Equipment, Fundraising, Bylaws, Budget, Scholarship, Dinner, Election, Snack Stand, Insurance, Tournament/ Field Rental, Buildings and Plant, Travel and Recreation and Code of Conduct.

Section 3. A majority of the members of each Standing Committee shall constitute a quorum thereof.

Section 4. Meetings

Each standing committee should meet formally at least three times prior to the Annual Meeting. A committee member should be delegated to take attendance and minutes at any meetings of the committee.

Section 5. Annual Report

Prior to the Annual Meeting, each committee chairperson shall file a report with the Secretary of the Association on the committee's membership, activities, and recommendations. The Secretary shall make such reports available at the Annual Meeting and to any Association member at his request.

Section 6. Standing Committees

a. The duties of the Equipment Committee include, but are not limited to, the following:

1. Prepare yearly inventory for presentation to the Board of Directors
2. Obtain bids for uniforms and equipment
3. Coordinate the purchase of equipment

4. Purchasing awards and trophies for the Association.

b. The duties of the Bylaws Committee include, but are not limited to, the following:

1. Regularly review the By Laws of the Association and recommend proposed revisions to the Board of Directors

c. The duties of the Budget Committee include, but are not limited to, the following:

1. Prepare annual financial statement

2. Prepare budget for upcoming season

3. Recommend registration fees to the Board

4. Monitor Association expenses during the year

d. The duties of the Scholarship Committee include, but are not limited to, the following:

1. Notify the school district as to availability of scholarship funds

2. Select candidates to receive the Association scholarship award

e. The duties of the Special Events Committee include, but are not limited to, the following:

1. Plan and coordinate the annual awards dinners including site selection, dates, ticket sales and scheduling of dinners

2. Plan and coordinate the opening ceremonies

f. The duties of the Election Committee include, but are not limited to, the following:

1. Maintain a list of the current board membership status

2. Maintain an updated list of trustee and officer terms and eligibility

g. The duties of the Snack Stand Committee include, but are not limited to, the following:

1. Maintain and prepare the snack stand for all league games and tournaments

2. Prepare a snack stand work schedule

3. Recommend improvements to the snack stand

4. Collect and deposit all snack stand receipts

5. Manage all merchandise sold by the Association

h. The duties of the Insurance Committee include, but are not limited to, the following:

1. Verify insurance coverage for all players

2. Coordinate insurance claims

i. The duties of the Tournament and Field Rental Committee include, but are not limited to, the following:

1. Coordinate field rentals, including contracts and fees

2. Choose a tournament date for Association tournament

3. Assume responsibility for fees, trophies, awards and any tournament sales

4. Schedule teams in the Association tournaments

j. The duties of the Buildings and Grounds Committee include, but are not limited to, the following:

1. Coordinate field, building and complex improvements

2. Arrange and coordinate improvements to the fields. The Committee shall obtain at least three (3) bids for each field and building project and obtain award approval from the Board of Directors

k. The duties of the Soccer Committee (DOC) include, but are not limited to, the following:

1. Assign coordinators to act as liaisons for coaches

2. Enforce recreational soccer rules and regulations

3. Manage player and family records of all members

m. The duties of the Code of Conduct Committee include, but are not limited to, the following:

1. Develop and maintain rules of conduct approved by the Board of Directors

2. Publish rules of conduct to the membership

3. Develop methods to improve the conduct of the membership

4. Facilitate fair hearings, with notice, due process and the opportunity to be heard, for all allegations of misconduct

Section 7. Special Committees

The President, or a majority vote of the Board, may establish other committees for specific purposes as necessary. The chairperson may be any active member of the Association, and the committee may meet as required for its purpose. A report on its membership and activities shall be submitted at the Annual Meeting. The committee shall terminate at the completion of its assignment or at the next Annual Meeting.

Section 8. The Chairperson of each Standing Committee shall designate a member of that Committee who shall record and file the proceedings of each meeting for distribution to the Board of Directors.

ARTICLE XI Indemnification of Directors, Officers and Committee Members

Section 1. Any and every person made a party to any action or proceeding by or in the right of the Association to procure a judgment in its favor by reason of the fact that he/she, his/her testator or intestate, is or was a Director, Officer or Committee Member, may be indemnified by the Association to the fullest extent permitted by law, against any and all reasonable expenses, including attorney's fees, actually necessarily incurred by him/her in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director, Officer, or Committee Member has committed a material breach of his/her duty to the Association.

Section 2. Any and every person made a party to any action, suit, or proceeding other than one by or in the right of the Association to procure a judgment in its favor, whether civil or criminal, by reason of the fact that he/she, his/her testator or intestate, was a Director, Officer, or Committee Member, may be indemnified by the Association, to the fullest extent permitted by law, against expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such person acted in good faith for a purpose which he reasonably believed to be in the best interest of the Association and in criminal actions or proceedings, in addition, had no reasonable cause to believe that his/her conduct was unlawful.

ARTICLE XII Conflict of Interest

Section 1. All members of the Board of Directors shall remain free and unencumbered from any conflicts, which would affect their decision-making authority, ability and responsibility as Board Members. The provisions of this policy and procedure shall apply to all members of the Board and all members of the Committees established by the Board in furtherance of its work.

Section 2. No member shall be permitted to vote on any matter directly concerning any corporation, association or other agency of which that member is either a member of the Board, an Officer, paid consultant or an employee. The Board Member's presence may not be counted in determining a quorum for any vote for any matter in which he or she has a possible conflict of interest.

Section 3. Any Board Member who has, will have or later acquires an interest in any actual or proposed contract with the organization of which he is an officer and employee, shall publicly disclose the nature and extent of such interest, in writing, as soon as he has knowledge of such actual or prospective interest. Such written disclosure shall be made part of and set forth in the official record of the proceedings of such body.

Section 4. Once disclosure has been made by a Board Member with respect to an interest in a contract with a particular person, firm, corporation or association, no further disclosure need be made

by such member with respect to additional contracts with the same party during the remainder of the fiscal year.

ARTICLE XIII Amendments

Section 1. These bylaws may be amended, repealed or new bylaws adopted by a two-thirds vote of the entire Board of Directors at any annual, regular or special meeting of the Board of Directors so called for such purpose, after thirty days' notice of said meeting's, location, date, time and purpose are provided to the Board of Directors along with all proposed amendments.

Approved by Board of Directors : February 2014