

BYLAWS
OF
ARCADE STORM SOCCER CLUB, INC.

DATE: November 25, 2019

ARTICLE ONE
PURPOSE

ARCADE STORM SOCCER CLUB, INC. (the “Club”) is an all-inclusive organization. The Club will provide the administrative structure necessary to conduct an organized competitive soccer program commensurate with players' interest and ability (the “Program”). All activities of the Club will be designed to promote the development of players, to provide youth training in the sport of soccer, and encourage good sportsmanship from players, coaches, officials and parents at all times. The Club’s headquarters shall be in the Arcade, New York area in the Pioneer School District and meetings shall be held in this area.

ARTICLE TWO
MEMBERSHIP

Membership in the Club shall be open to all who are parents or guardians of a participant in the Program, subject to only one member per household regardless of the number of children participating in the Program.

In addition, the membership shall include all officers, members of the Board of Directors, coaches, and all other persons approved by the Board of Directors. In the event an officer or member of the Board of Directors has a child who is participating in the Program, said officer or member of the Board of Directors shall be entitled to only one vote.

Members must remain in good standing with regard to payment of fees and dues. Membership may be terminated by failure to comply with any part of the player/parent pledge.

ARTICLE THREE
MEETINGS OF MEMBERS

A. Annual Meeting. The Club’s annual membership meeting shall take place during the off-

season of each year, on a date selected by the Board of Directors. The secretary shall cause to be posted on the Club website the notice of the time, place and purpose of said meeting not less than ten (10) nor more than thirty (30) calendar days prior to the annual meeting. Meetings may be held virtually. Information/links used to access the meeting shall constitute the location of the meeting. The newly elected Board of Directors shall take office beginning immediately following the meeting, and any transfer of accounts, information, or other items shall be completed prior to the next board meeting. *(Amended December 10, 2020 by the general membership.)*

B. Special Meetings. Special membership meetings shall be held if:

(i) A resolution calling for such a meeting passed by a majority of the Board of Directors at a duly constituted meeting of the Board; or

(ii) Ten Percent (10%) of the membership or 20 voting members, whichever is the lesser, shall petition the Club for such a meeting; or

(iii) the President of the Club calls such a meeting.

The date, time, and place of the meeting shall be fixed by the Board of Directors and shall be held no more than 30 calendar days after the meeting has been called by the President, Board of Directors or receipt of a petition.

Petitions for the holding of such meetings shall be in writing and delivered to the Secretary of the Club by registered or certified mail, return receipt requested. Notice of any such meeting shall be posted on the Club website at least 10 days prior to the special meeting date and shall include the date, time, and location of said special meeting. Said notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

C. Quorum. A majority of the Club's members present at a meeting shall constitute a quorum, and all questions shall be decided by majority vote of those present who are eligible to cast votes.

(Amended December 10, 2020 by the general membership.)

D. Voting. At any meeting of the Members, each Member present in person or by proxy shall have one vote for the matter upon which they are eligible to vote.

ARTICLE FOUR BOARD OF DIRECTORS

The business of this Club shall be managed by a Board of Directors consisting of up to nine (9) members. The Board of Directors shall have the power to enforce the laws of the game, the Bylaws and rules of the Club's Program. The Board of Directors shall have the power to settle all disputes or protests in accordance with Club rules and regulations.

The Board of Directors shall have as members all duly elected officers of this Club.

After the initial Board of Directors is established at the Club's Organizational Meeting, Board members will be nominated and elected into office by the membership at the annual meeting by a majority vote and pursuant to Robert's Rules of Order. The members of the Board of Directors shall hold office for two years and may be eligible for re-election. Elections shall be held on a staggered basis so that no more than a majority of director's positions will be up for election at any one time and the election of officers shall comply with Article Five of the Bylaws.

Any Director absenting himself/herself for two consecutive meetings and unable to give a satisfactory reason for such absence, may forfeit his or her office by majority vote of the other members of the Board of Directors. A successor shall be appointed by the President and approved by a majority of the Board of Directors. Should a vacancy occur through any other cause, the same procedure shall be followed.

A majority of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held quarterly plus any additional meetings when needed. The President shall have the authority to set the date, time, and place of each meeting.

Each director shall have one vote and such voting may not be done by proxy.

The President of the Club by virtue of his office shall be chair of the Board of Directors.

The Board of Directors shall have the power to set and enforce all policy regarding team uniforms and equipment and of the obtaining the same.

Any Board member or officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective.

If the office of any Board of Director, member of a committee or officer becomes vacant for any reason, the remaining directors in office, though less than a quorum, by a majority vote, may elect a successor who shall hold office for the unexpired term and until his successor shall be elected and qualified.

Any Officer or Director may be removed from the Board of Directors with cause at any time by the

affirmative vote of two thirds of all directors present at a special meeting of the Board of Directors called for that purpose, for one or more of the following reasons (i) conduct detrimental to the interest of the Club, (ii) refusal to render reasonable assistance in carrying out the Club's purpose, or (iii) behavior antagonistic to the objectives of the Club. Any one or more directors may be removed for Cause (as hereinafter defined) by the Board of Directors. For purposes hereof, the term "Cause" means (a) felony conviction, (b) imprisonment, embezzlement of funds, (d) improper use of corporate funds, (e) self-dealing, (f) intentional misconduct which is harmful to the Club. Any such officer or Director proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

ARTICLE FIVE OFFICERS

The officers of the Club shall be as follows: President, Vice President, Secretary and Treasurer.

Officers shall be nominated and elected at the annual members meeting pursuant to Robert's Rules of Order. The Vice-President and Secretary shall each be elected for a term of two years in years ending in odd numbers, while the President and the Treasurer shall each be elected for a term of two years in years ending in even numbers. Officers may be reelected.

A. President. The President shall be the chief executive officer of the Club shall have all such powers as may be reasonably construed to belong thereto. The President shall preside at all membership meetings and be chair of the Board of Directors. The President shall have the power to appoint and remove all coordinators, chairpersons and members of each committee, temporary or permanent. The President shall serve as ex-officio member of all committees or may assign such membership to one of the Vice Presidents. The President may be one of the officers who shall countersign the checks or drafts of the Club as drawn by the Treasurer.

B. Vice President. The Vice president shall in the event of the absence or inability of the president to exercise his office become acting president of the Club with all the rights, privileges and power as if he had been duly elected president. The Vice President shall oversee the Treasurer as well.

C. Secretary. The Secretary shall have the charge of such books, documents and papers as the Board of Directors may determine and shall have custody of the corporate seal. The Secretary shall attend and keep the minutes of all meetings of the Board of Directors and members of the Club. The Secretary shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the Club, showing their places of residence, and such books shall be open for inspection as prescribed by law. The Secretary may sign with President, and in the name and on behalf of the Club, any contracts or agreements authorized by the Board of Directors. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the

control of the Board of Directors, and shall do and perform such duties as may be assigned to him/her by the Board of Directors. The Secretary shall be a member of the Board of Directors and shall be responsible for filing with the State of New York, for updating public records as necessary.

D. Treasurer. The Treasurer is responsible for all financial matters of the Club. Duties include managing all monies collected and disbursed, managing and reconciling Bank accounts, maintaining detailed financial records in accordance with recognized generally accepted accounting principles, conducting an annual financial audit, completing required tax and regulatory filings, preparing an annual budget, and reporting to the Board on a regular basis on financial matters. The Treasurer shall submit a semi-annual report of the finances to the finance committee. The Treasurer shall be one of the officers who shall sign checks or drafts of the Club. All check or drafts of the Club must be counter-signed by the Treasurer. The Treasurer shall render written accounting of the finances of the Club as required by the Board of Directors at each monthly board meeting (but no less than every three months.) The reports shall be physically affixed to the minutes of the Board of Directors of such meeting and shall become a part thereof.

ARTICLE SIX INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Club shall indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that he or she is or was a director or officer of the Club, to the fullest extent permitted by law. The Club may purchase and maintain indemnity insurance to the extent permitted by law.

The indemnification of any person provided by this Article shall continue after such person ceases to be an officer or director of the Club as the case may be, and shall inure to the benefit of such person's heirs, executors, administrators and legal representatives.

The Club shall advance or promptly reimburse upon request any person entitled to indemnification hereunder all expenses, including reasonable attorneys' fees and disbursements, reasonably incurred by such person in defending any action or proceeding in advance of the final disposition thereof upon receipt of an undertaking by such person to repay such amount if, and only to the extent, such person is ultimately found not to be entitled to indemnification.

ARTICLE SEVEN ORGANIZATION; FISCAL YEAR

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

The Club and its teams, coaches and players will abide by the articles, bylaws, policies, and requirements of The United States Soccer Federation (“USSF”) on interplay. The Club shall be affiliated with The Buffalo & Western New York Junior Soccer League (“B&WNYJSL”) and The New York State West Youth Soccer Association, Inc. (“NYSWYSA”) and shall at all times recognize the authority, rulings, and laws of said body. In case of conflicts or omissions in the bylaws, the rules and laws of the highest parent organization shall prevail wherever applicable.

The fiscal year of the Club shall begin on the 1st day of November and end on the 31st day of October of each year.

ARTICLE EIGHT COMMITTEES

The Board of Directors will appoint individuals to serve on committees as needed. The committees will assist the Board of Directors in administering the Club, by performing work assignments as directed by the President.

An Operations Committee is established to handle the following matters: risk management, coaching, facilities, recreation and any other appointed duties by the President.

ARTICLE NINE DUE AND FEES

The dues and/or registration fees of the Club shall be set by the Board of Directors.

ARTICLE TEN AMENDMENTS

A. Amendments by the Members. Amendments to the Bylaws shall be presented in writing and shall be proposed by the Board of Directors or by 25% percent of the membership or Twenty (20) members, whichever is less and be filed with the Secretary. Such amendments may be acted on at the annual meeting of the Club or at any special meeting of the Club called for that purpose. Copies of the proposed amendments shall be emailed to each member along with notice of the meeting at least Ten (10) days prior thereto. An affirmative vote of two thirds of those eligible members present and voting, including by proxy, shall be necessary to adopt any amendment.

B. Amendments by the Board. Bylaws may also be amended by the Board of Directors (BOD). A motion to amend the bylaws may be placed on the table at any duly convened meeting of the BOD.

The vote on such motion shall not be taken at the meeting in which it is first placed on the table. Written notice of the proposed amendment and the text thereof shall be furnished to the members by the BOD Secretary following the adjournment of the meeting of the BOD at which it is first placed on the table. At any meeting of the BOD held following the transmittal of that notice to the membership, the BOD will motion to accept the proposed amendment by the affirmative vote of not less than two-thirds of the entire BOD. *(Amended December 10, 2020 by the general membership.)*

ARTICLE ELEVEN GRIEVANCES AND APPEALS

The Club will provide equitable and prompt hearing and appeal procedures to guarantee the rights of its members, teams, coaches and individuals to participate and compete within the Program. These procedures will comply with NYSWYSA Adjudication Policy contained in the Adjudication Manual, and shall include that all grievances involving the right to participate and compete in activities sponsored by USSF and NYSWYSA and its members may be appealed initially to NYSWYSA, and, if necessary, on to Appeals Committee of USSF that shall have jurisdiction to approve, modify or reverse a decision. A copy of the hearing and appeal procedures and filing form shall be in the Policies and Procedures of the Club.