**By-Laws of the**

**VALLEY YOUTH SOCCER ASSOCIATION, INC.**

**A Nonprofit Corporation**

**MISSION STATEMENT:**

To instruct youth in the FUNdamentals of soccer in a safe friendly environment.

**ARTICLE 1 – Name, Address and Purpose**

**Section 1 - Name**

The name of the organization shall be the **Valley Youth Soccer Association, Inc.**, hereinafter referred to as the “Association”**.**

**Section 2 – Address**

* The registered address of VYSA is: 4897 Wilawanna Road, Sayre, PA 18840

**Section 3 – Purpose**

* The purpose of the Association shall be to develop, promote, and administer the sport of soccer for youth from ages 3 to 14 years old with a goal to foster the physical, mental and emotional growth of local youth.
* The Association shall be established and maintained as a non-profit educational association that is 501(c)(3) tax exempt.

**ARTICLE 2 – Board of Directors**

**Section 1 – Governing Authority**

* All board members are responsible for the operation and financial well-being of the organization.
* The Executive Board should not consist of more than two family members nor hold the majority of the vote.
* All board members shall have voting rights, but have the right to sustain from voting, if they so choose due to conflict of interest, etc.

**Section 2 – Size and Term Length as Director**

* The number of members of the Board of Directors shall be adjusted by the Board of Directors, but shall not be less than 5 voting members.
* All officers shall serve a term of two years or until their successor assumes office. The terms of the officers shall be staggered with the President and Treasurer being elected in even numbered years. Elections for the positions of Vice President and Secretary shall be held in odd numbered years. At-Large members shall hold one-year terms with no limitation on renewal.
* Each director shall hold office for two years unless duly removed from their position.

**Section 3 – Duties of the Board of Director**

* Interpret and enforce the Associations By-Laws, Policies, and Procedures
* Formulate and amend the Associations By-Laws, Policies and Procedures in order to serve the best interests of the Association
* Budget for and administer the funds of the Association in order to serve the best interests of the Association
* Appoint individuals to fill vacancies on the Board of Directors until the next regular election.
* Form committees and appoint individuals to serve on such committees in order to serve the best interests of the Association
* Each director shall act in the best interests of the Association

**Section 4 – Executive Committee**

The Executive Committee of the Board of Directors shall be comprised of the President, Vice- President, Secretary, Treasurer and Registrar.

**Section 5 – Duties of the Executive Committee**

* The Executive Committee shall hear, decide and respond to all protests and appeals.
* The Executive Committee will decide appropriate disciplinary actions for incidents of misconduct. This includes reprimanding, suspending, barring completely, or otherwise disciplining any member, player, coach, parent, or affiliated team for violations of the Associations By-Laws, Policies, and Procedures.

**Section 6 – Meeting of the Board of Directors**

* A regular meeting of the Board of Directors shall be held at least monthly and shall be called by the President.
* The official meeting place of the Board of Directors shall be within its service area as designated by the Executive Board of Directors.
* The President shall have the power to call special meetings upon two days’ notice, and to cancel monthly meeting or reschedule such meetings as necessary.
* Minutes of the meeting shall be recorded by the Secretary or his/her delegate if he/she is unable to attend a meeting.
* Financial Statements will be submitted to the Board of Directors 30 days after every calendar quarter, at a minimum, by the Treasurer or when requested by the President.
* Persons wishing to speak at a Board of Directors meeting must submit a request to the President at least five days in advance to ensure a spot on the agenda for the meeting.

**Section 7 – Special Meetings of the Board of Directors**

* Special meetings outside of the regular monthly meetings of the Board of Directors may be called by the President or three or more members of the Board of Directors.

**Section 8** – **Notice of Meetings**

* Notice of meetings shall be given 1 week in advance in writing or by electronic e-mail

**Section 9 – Voting**

* Unless specifically prohibited in this document, Directors may vote on any topic using any of the following methods: in person, via telephone/conference call, in an

e-mail (only for those items not requiring discussion).

* Each member of the Board of Directors shall be entitled to one vote, except the President, who shall cast a vote only in the case of a tie.
* The President shall cast a vote only to break a tie but may be counted to constitute a quorum at a meeting.
* A majority vote may pass any topic if a quorum exists unless that matter requires a 2/3 majority vote.
* No vote requiring a 2/3 majority shall be taken in any manner other than in person.

**Section 10 – Voting by Proxy**

* Voting by proxy is prohibited for local organizational meetings.
* Voting by proxy is not allowed unless the President provides in writing verification of voting authority to a representative to represent the Association at the State General meeting (held in the first quarter of each year).

**Section 11** – **Quorum**

* Fifty percent (50%) of board members with voting privileges shall constitute a quorum for transactions of any business matters of the Board of Directors that requires a vote.
* At meetings of the Executive Committee, 3 members shall constitute a quorum.
* If less than a quorum is present at any Board of Directors meeting or any Executive Committee meeting, then that specific topic would be tabled until a meeting can be held where a quorum is in attendance.

**Section 12 – Action without a Meeting**

* Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting as long as the action to be taken is documented and distributed in writing or in an e-mail to all members of the Board of Directors for voting.
* Members of the Board of Directors shall be given 1 week to approve/disapprove the action.
* A quorum of directors must vote on the action to be taken as defined in Article 2, Section 11.
* Records of any such action taken outside of a meeting shall be documented by the Secretary.
* If three or more board members object to taking action without a meeting, then the action cannot be taken until a meeting is held.

**Section 13 – Vacancies**

* Any vacancy occurring in the Board of Directors may be filled by appointment by the President to fill the remainder of the current annual term ending at the next annual membership meeting for election of board members.
* Vacated position and associated remaining term, be it one or two years, will be elected at the annual membership meeting to elect board members.
* A Board member may resign at any time by delivering written notice to the Board President. A Board member may be removed for cause by a 2/3 majority vote of the entire Board less the Board member proposed for removal. Cause for removal shall include, but not limited to, breach of fiduciary duty, violation of the conflict of interest provisions of these By-Laws, and failure to attend or participate without reasonable excuse in three consecutive board meetings. If the President resigns or is incapacitated in any way, the Vice President will assume all duties and roles of the President until the Board of Directors reorganizes the officer positions at the annual meeting or at such time a motion is carried by the Board to reorganize selected officer positions. Vacated non-officer positions may be appointed by the President from within the Board of Directors.

**Section 14 – Compensation**

* No member of the Board of Directors shall for reason of his/her office be entitled to receive any salary or compensation. However, an officer or director may receive compensation from the Association for duties outside of his/her roles of director or officer upon approval of the Board of Directors.

**ARTICLE 3 – Officers**

**Section 1 – Number of Officers**

The Officers of the Association, which will constitute the Executive Board, shall include the following elected positions:

* President
* Vice-President
* Secretary
* Treasurer
* Registrar/Risk Management Coordinator

These 5 positions above, the Members-At-Large and the Junior Board Members will constitute the Board of Directors.

* Members-At-Large (15)
* Junior Board Members (2)

The officers of the Association may include the following positions appointed by the Board of Directors:

* Directors of Coaching
* Fundraising Coordinator
* Field Maintenance Coordinator
* Social Media/Public Relations Coordinator
* Uniforms/Spirit Wear Coordinator
* Webmaster
* Picture Day Coordinator
* Referee Coordinator
* Or any other positions that the Board of Directors deems necessary

NOTE: Any two or more offices may be held by the same person, except the offices of President and Secretary, which may not be held by the same person.

**Section 2 – Election**

* “Elected” officers of the Association, as described in Article 3, Section 1, shall be elected at an annual membership meeting to be held during the month of March. If the election of officers is not held at the annual membership meeting, then such election shall be held as soon thereafter as possible.
* Officers shall be elected by a majority vote of the membership in attendance at the Association’s annual membership meeting.
* Candidates for Association offices may be nominated by any voting member of the Association’s membership and such nominations must be sent to the President a week prior to the scheduled elections.
* The President and Secretary shall be elected in even number years, and shall assume office on the following month of the year in which they were elected.
* The Vice President, Treasurer and Registrar shall be elected in odd number years, and shall assume office on the following month of the year in which they were elected.

**Section 3 – General Expectations of Board of Director**

* Each member of the Board shall carry out his or her duties in a responsible manner, acting only in the best interests of the Association and its membership.
* Each member of the Board shall be prepared to report on his or her activities and area of responsibility at meetings.
* Each member of the Board shall follow the Association’s financial policy regarding budget proposals, expense reports, and handling of Association monies.

**Section 4 – Specific Duties of the President**

* Will preside at all board meetings.
* Will appoint all committees.
* Enforce the by-laws and such rules and regulations which have been enacted by the board.
* Call meetings as needed and cast a deciding vote on all deadlocked issues.
* Supervise the affairs of the Association.
* Approve all payments brought forth by the treasurer and committees of the Association.
* Is an ex-officio member of all committees and subcommittees of the Association.
* Shall have the power to call special meetings of the Association upon two days’ notice and to cancel meetings or reschedule meetings as necessary.
* Sign with any executive officer on any binding contracts or written agreements.
* Shall interface with all outside agencies to conduct normal business affairs unless that interface is specifically delegated by the Board of Directors to someone else.
* Reports referee “game reports” to NTSL with 48 hours of the last game played for the day.
* Attend all district league meetings
* Handle all game changes and discrepancies within the league schedule.
* Vote only in case of a tie vote.

**Section 5 – Specific Duties of the Vice-President**

* Shall perform all the duties and exercise all the powers of the President during his absence or incapacity.
* Assists the President with the coordination of the activities of the Association.
* Serve as a member of the Executive Committee

**Section 6 – Specific Duties of the Secretary**

* Records and distributes minutes of all Board of Directors and Executive Committee meetings.
* Provides proper meeting notices.
* Maintains lists of board members in good standing and voting eligibility for meetings.
* Maintains a contact list of all officers and board members including, but not limited to names, addresses, e-mail and phone numbers.
* Maintains all permanent records of the Association.
* Responsible for all written communications of the Association, meeting notices, and communication with other associations, organizations, etc.
* Distribute written warnings on behalf of the Executive Committee.
* Shall perform such other duties as the Board of Directors may from time to time direct.
* Serve as a member of the Executive Committee.

**Section 7 – Specific Duties of the Treasurer**

* Prepares the annual association budget and submits it to the Board of Directors for approval.
* Maintains records and receipts of all money to be deposited in a recognized bank in the name of the Association.
* Pays all accounts by check with his or her signature or by electronic transfer
* Submits financial statements to the Board of Directors 30 days after every calendar quarter.
* Produces all financial records when required by the Board of Directors or Executive Committee and ensures that they are properly balanced and reflective of the current financial status of the Association.
* Responsible for preparing and filing tax returns on time
* Prepares any and all documents to the Association’s Charter of Incorporation and tax exempt status
* Authorized to obtain the services of an accountant or attorney, as appropriate.
* Statements of accounts may be audited from time to time as directed by the Executive Board or as requested by the Board of Directors.
* Assure and provide proper insurance coverage for all training/event facilities the Association may participate/utilize.
* Assist individual players and/or parents with insurance claims.
* Maintain liability insurance for all Board of Directors as needed according to Article 8, Section 1.
* Serve as a member of the Executive Committee.

**Section 8 – Specific Duties of the Registrar**

* Registers all players as required by the Association
* Will maintain all records of player and team registration and coordinate with appropriate bodies to ensure the correct registration procedure is followed.
* The Registrar may work with an assistant upon approval of the Executive Board.
* Shall also be responsible for following the guidelines and deadlines imposed by EPYSA.
* Communicates, distributes and tracks risk management/clearances application status as required by EPYSA
* Shall also be responsible for presenting a tally of the number of players registered within the Association to the Board of Directors at every organized meeting.
* Complies with any team/player registration procedures as developed by the Board of Directors.
* Provides player cards to team managers for travel soccer teams.
* Serve as a member of the Executive Committee.

**Section 9 – Specific Duties of Members-at-Large**

* Attend Board of Directors meetings.
* Assist the Executive Board of Directors
* Serve on specialty committees

**Section 10 – Specific Duties of Junior Board Members**

The purpose of Junior Board Members is to give the Association players opportunities for leadership and community service, while providing student athletes meaningful and rewarding experiences by contributing to our mission and community.

* Will attend regular board meetings
* Will have voting rights
* Will work on fundraisers and events
* Will serve as ambassadors to the community

**Section 11 – Specific Duties of Fundraising Coordinator**

* Organizes and communicates fundraising opportunities/events for the Association as approved by the Board of Directors.
* Seeks out new opportunities/ideas for fundraising and communicates these ideas to the Board of Directors.
* Serve as chairperson of a Fundraising Committee

**Section 12 – Specific Duties of Referee Coordinator**

* Maintains a contact list of referees including, but not limited to names, e-mail and phone numbers.
* Coordinates the scheduling of referees.
* Ensures that referee rules are adhered to and properly enforced.
* Collects “game reports” from referee’s after each game.
* Required to turn in “game reports” to a designated area, determined by President, within 24 hours of the last game played for the day.

**Section 13 – Specific Duties of the Uniform/Spirit Wear Coordinator**

* Compile vendor quotes to present to Board of Directors.
* Serve as a direct liaison with approved vendor to provide jerseys and spirit wear for the Association as directed by the Board of Directors.
* Serve as chairperson of a Uniform/Spirit Wear committee

**Section 14 – Specific Duties of the Webmaster**

* Responsible for maintaining club webpage as needed

**Section 15 – Specific Duties of the Field Maintenance Coordinator**

* Prepares appropriately sized fields for aged appropriate games at Association fields.
* Maintains paint/stripes on the Association fields.
* Identifies field improvement opportunities and presents these opportunities to the Board of Directors.
* Addresses facility issues pertaining to physical maintenance
* Provides quotes to the Board of Directors for special services to include but not limited to equipment, fertilization, irrigation, parking lots, and normal wear and tear of the fields.
* Provide recommendations to ensure the facilities environment is safe and secure.
* Serve as chairperson of the Field Maintenance committee.

**Section 16 – Specific Duties of the Age Group Coordinators**

* Responsible for organizing team splits for a specific age group.
* Responsible for finding coaches for the specific age groups.
* Communicates messages from the Board of Directors to pass onto the age group coaches
* Provides guidance for coaches within their age group
* Distributes equipment, team apparel, team pictures to their age group coaches

**Section 17 – Specific Duties of the Social Media/Public Relations Coordinator**

* Serves as a liaison with the local media to promote the Association within our community.
* Manages and updates multiple social media applications (Facebook, Twitter, etc.) as approved by the President.
* Must have all written documents proof-read by at least one member of the Board of Directors.
* Serve as the point of contact for Age Group Coordinators and coaches to post updates to social media applications.
* Serve as chairperson of the Social Media/Public Relations committee.

**Section 18 – Specific Duties of the Financial Committee Coordinator**

* Act as representative for the Treasurer at Board of Directors meetings during his absence or incapacity.
* Maintain and hold a yearly budget
* Provide updates to Board of Directors throughout the fiscal year as necessary or required by the Board of Directors.
* Update and provide options to the Board of Directors for managing fiscal finances.
* Review purchases and bring to the Board of Directors any thoughts, concerns or cost saving options that could be beneficial to the Association.
* Serve as chairperson of the Finance committee.

**Section 19 – Specific Duties of the By-Laws Committee Coordinator**

* Review the By-Laws every five (5) years, unless updates are requested/required by the Board of Directors.
* Make suggested updates, changes, deletions and present to the Board of Directors for approval.
* Ensure updated By-Laws are uploaded on web-site.
* Serve as chairperson of the By-Laws committee.

**Section 20 – Specific Duties of the Team Sponsors Coordinator**

* Search and maintain relationships with local businesses
* Solicit businesses for donations to sponsor fields and teams
* Serve as a direct liaison with businesses
* Communicate to businesses sponsorship benefits and costs.
* Provide team sponsors with team plaque.
* Work with Fund-Raising Committee to provide proper contact information for possible fund-raising endeavors.
* Serve as chairperson of the Team Sponsors committee

**ARTICLE 4 – Fiscal Year**

**Section 1 – Fiscal Year**

* The fiscal year of the Association shall be January 1 to December 31.

**ARTICLE 5 – By-Laws**

**Section 1 – Proposals**

* Proposed revisions to the By-Laws may be submitted by any member of the Board of Directors.
* Proposals should include the number and text of the current rule, the text of the proposed new or revised rule, and the reason for the change.
* Proposals to revise the By-Laws shall be submitted, in writing, to members of the By-Laws Committee at least 30 days in advance of the scheduled meeting at which the proposal will be considered.

**Section 2 – Approvals**

* These By-Laws may be revised and new By-Laws adopted, when necessary, by a two-thirds majority vote of the Board of Directors.

**Section 3 – Review**

* Review of the By-Laws will take place every five (5) years by the By-Laws Committee.

**ARTICLE 6**

**Contracts, Loans, Checks and Withdrawals, Deposits, and Authorization**

**Section 1 – Contracts**

* The Board of Directors may authorize any member of the Executive Committee to enter any contract, or execute and deliver any instruments in the name of and on behalf of the club, and such authority may be general or confined to specific instances.

**Section 2 – Bank Loans**

* No bank loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.
* All bank loans must be approved by a 2/3 majority vote of the Board of Directors.

**Section 3 – Checks and Withdrawals**

* If the amount of the purchase is over $5,000, then all checks, drafts, other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association should be approved by the Board of Directors and shall be signed by the President and forwarded to the Treasurer for payment.
* If the amount is over $5,000, then all withdraws of corporate funds shall also be made by two authorized officers of the Association, namely the President and Treasurer.

**Section 4 – Deposits**

* All funds of the Association not otherwise employed shall be deposited on a regular basis to credit the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 5 – Authorization**

* The officers with check signing authority will be the President, Secretary and Treasurer.

**ARTICLE 7 – Conflict of Interest**

**Section 1 – Conflict of Interest Policy**

* Each board member needs to read

**ARTICLE 8 – Indemnification**

**Section 1 – Indemnification**

The Association shall indemnify its officers and directors as follows:

* Every officer and director of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been an officer or director of the Association or is/was serving at the request of the Association as a director or officer of the Association, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he/she is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association.

**Section 2 – Liability Insurance**

The Association will provide Liability Insurance by way of implementing the provisions in Section 1 of Article 8.

The above By-Laws were approved and adopted by the Board of Directors of the Valley Youth Soccer Association on the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2019.

BY: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Kevin Hadlock, President

BY: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name, Title

BY: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name, Title

Adopted: \_\_\_\_\_\_\_\_\_\_\_\_\_