

By-Laws of Wayne Finger Lakes Youth Soccer League (WFLYSL)

As of October 2010

Article I – Purposes

The purpose of the Wayne / Finger Lakes Youth Soccer League is to provide a competitive level of travel soccer for teams and players in the Wayne / Finger Lakes area.

Article II – Members

1. Membership

This shall consist of two classes of members:

- A. Individual Members: Those persons elected to the Board of Directors. The individual membership of the WFLYSL shall be open to any adult soccer player, coach, manager, administrator and official not subject to suspension under Section 4 of Bylaw 241 of the USSF Bylaws.
- B. CLUB Members: Shall be one (1) adult delegate from each duly affiliated club accepted for membership.
- C. A club member is in good standing when all financial obligations are current and the club has teams registered to the league. A club member that is not in good standing is ineligible to participate in the league. A club member will cease to be a member of the league if they have no teams registered in the league.

2. Place of Meetings

Meetings of Members shall be held at approved locations in the Wayne/Fingerlakes region

3. Annual General Meeting

The annual general meeting of the Members shall be held during the month of January, or as soon as practicable, at such date and time as the Board may direct, when the Members shall elect a Board and transact such other business as may properly come before the meeting.

4. Regular Meetings

Regular meetings of the Members shall be held during the year following the Annual General Meeting as so directed by the Board as required.

5. Special Meetings

Special meetings of the Members may be called by the Board or by the President and shall be called by the President or the Secretary at the request in writing by Members entitled to cast ten percent (10%) of the total number of votes entitled to be cast at such meeting. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be confined to the purpose stated in the notice.

6. Notice of Meetings of Members

Notice of meetings of Members shall be given electronically not less than ten (10) days nor more than sixty (60) days before the date set for such meeting to each member entitled to vote at such meeting. A copy must be kept of electronic messages with date sent. These notices must be sent to the Member of record at the addresses provided by the Club and recorded by the Secretary unless a written request that such notice be sent to some other address. A notice for a special meeting shall state the purpose for which the meeting is called and indicate that the notice is being issued by or at the direction of the person or persons calling for the meeting. No business other than that specified in the call for the meeting shall be transacted at any special meeting of the Members, except upon the unanimous consent of all the Members entitled to receive such notice.

7. List of Members

A list or record of Members entitled to vote, certified by the Secretary, shall be produced at any meeting of Members upon request

8. Quorum of Members

At any meeting of the Members, a majority of the voting Members entitled to cast a vote shall constitute a quorum at a meeting of Members for the transaction of any business.

9. Vote of Members

- A. In any case in which a Member is entitled to vote, such Member, or their representative, shall have one (1) vote for each club in good standing and registered with the league.
- B. Directors shall be elected by plurality of the votes cast at a meeting of the Members entitled to vote in the election.
- C. All other action shall be authorized by a majority of the votes cast at a meeting of Members by the Members entitled to vote thereon.
- D. Voting by written proxy is permitted if signed, witnessed and dated.

10. Written Consent of Members

Any action that may be taken by vote may be taken without a meeting by written consent, setting forth the action so taken, signed by Members entitled to vote thereon.

Article III – Directors

1. Board of Directors

The Board of Directors shall manage the business of the League.

2. Number of Directors

The number of Directors shall be not less than seven (7) and no more than seventeen (17).

3. Elections and Term of Directors

At the Year end meeting, the Members shall elect Directors for a term of one (1) year starting on September 1st and concluding on August 31st. There shall be no limit on the number of terms, which any member may serve.

4. Resignations and Removal of Directors

A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective. In addition, any Director absent from two successive meetings without satisfactory reason shall forfeit his/her position as a member of the Board. Any Director may be removed with or without cause by a majority vote of the Members. Vacancies occurring in the Board for any reason may be filled by a vote of a majority of the Directors. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the expired term of his predecessor.

6. Quorum of Directors

A majority of the directors entitled to cast a vote shall constitute a quorum at a meeting of directors for transaction of business or of any specified item of business.

7. Action of the Board

Unless otherwise required by Law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present, shall be the act of the Board. Each Director present shall have one (1) vote.

8. Place and Time of Board Meeting

- A. The Board may hold its meetings at any place within Wayne/Fingerlakes Region.
- B. All Directors may participate in a regular or special meeting through the use of a conference telephone or by any other communication by which all Directors participating may simultaneously hear or see each other's communication during the meeting. A Director participating by this means is deemed to be present at the meeting.

9. Annual Meeting

An annual meeting of the Board shall be held as soon as practicable following the year end meeting of Members.

10. Regular Meetings

The regular meeting of the Board shall be held at such times and places that the Board may determine.

11. Special Meetings

The President or three Directors may call special meetings of the Board at any time.

12. Notice of Meetings of the Board Adjournment

- A. Each Director shall be given not less than five (5) days prior written notice of the time and place of a regular meeting or any special meeting. Any such notice shall specify the purpose of any regular or special meeting.
- B. Notice of any meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her.
- C. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

13. Chairman of the Board

At all meetings of the Board, the President, or in his absence a chairperson chosen by the Board, shall preside.

14. Executive and Other Committees

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other standing or special committees, to the extent provided in such resolution and shall have authority of the Board, except as to the matters prohibited by Section 712 of the Not-For-Profit Corporation Law. Each committee of the Board shall serve at the pleasure of the Board. No notice of committee meetings is necessary. Written minutes of the proceedings of all meetings of each committee shall be kept by a member appointed by the committee chairman and shall report at the regular meeting of the Board. The minutes of each committee shall be made available on request for any member of the League. The minutes shall be forwarded to the Corporation Secretary for permanent record. A Board member shall chair the following committees and the activities of each committee are subject to approval of the Board:

- 1) President: The duties of the President are to delegate responsibilities, implement policies of the League and maintain the integrity of the League and its members through their leadership.
- 2) Vice President: The duties of the Vice President will be to aid the President in all decisions related to the League and fill in for the President when needed.
- 3) Secretary/Treasure: The duties of the Secretary are to record and maintain minutes of League meetings and to handle and maintain other records and documents as required by the Board. The duties of the Treasurer are to set-up and maintain financial accounts, collect and disperse fees and to report to the Board on the state of finances.
- 4) Age Division Coordinator: The duties of the Age Division Coordinators will be to collect all Game Reports and verify scores logged on our website. They will also report on all data collected in those Game Reports at the yearend meeting. They will also be responsible of maintaining all lines of communication with the Coordinator of Referees, and the Webmaster.

- 5) WebMaster/Scheduler: The duties of the WebMaster will be to create and implement all procedures related to the league's activities. They will distribute information to the board and league members to keep the status of the website up to date. They will maintain all updates with current web provider as needed. Establish the league schedule.
- 6) Member at Large: Represents the general membership on issues of interest or concern and has served on the board of directors

Special committees shall have only the powers delegated to them by the Board and in no case shall have powers which are not authorized for standing committees. Each special committee established shall consist of at least three (3) directors appointed by the President. The committee shall select the chairman of the committee.

16. Action Without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of all League Members consent in writing to the adoption of a resolution authorizing the action.

Article VI – Rules and Regulations

All Members of this Corporation shall operate in accordance with the duly approved rules, regulations, and laws of soccer as promulgated by FIFA, USSF Youth Division, NYSWYSA, and this Corporation. The directors, by majority vote, may determine the rules and regulations of the league, after providing 30 days notice of the proposed changes to the Members of the league.

Article VII – Execution of Instruments

All Corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by the President or by such Officers or Officers of other person or persons as the Board may from time to time designate, but unless so authorized by the Board, or expressly authorized by these By-Laws, no Officer or agent shall have any power or authority to pledge the Corporation's credit or to render it liable pecuniary in any amount for any purpose. No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Members.

Article VII – Fiscal Year

The fiscal year shall begin September 1st in each and every year.

Article IX – References to Certificate of Incorporation

Reference to the Certificate of Incorporation in these By-Laws shall include all amendments thereto or changes thereof unless specifically exempted.

Article X – Indemnification

If a Director or Officer of the Corporation is made a party to any civil or criminal action or proceeding in any matter arising from the performance by such Director or Officer of his duties for or on behalf of the Corporation, then to the full extent permitted by law, the Corporation, upon affirmative vote of the Board of Directors, a quorum of Directors being present at the time of the vote who are not parties to the action or proceeding, shall:

- A. Advance to such Director or Officer all sums found by the Board, so voting, to be necessary and appropriate to enable the Director or Officer to conduct his defense, or appeal, in the action or proceeding; and
- B. Indemnify such Director or Officer for all sums paid by him/her in way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein, subject to the proper application of credit for any sums advanced to the Director or Officer pursuant to clause (A) of this Article.

The foregoing shall not obligate the Corporation to purchase Directors' or Officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board.

Article XI – By-Law Changes

The By-Laws may be amended, repealed, or adopted, or a special meeting called for that purpose, by a two-thirds majority roll call vote of the Members at the Annual General Meeting. All proposed amendments must be given to the Members at least ten (10) days prior to the date of the Annual General Meeting.

Article XII – Non-Discrimination

The Corporation and its member clubs shall not discriminate against any individual on the basis of race, religion, color, age, sex or national origin.

Article XIII – Determination of Club Membership Voting

The seasonal year of play shall be September 1 to August 31. The Board shall establish a registration period of each seasonal year. The teams registered during the most recent registration period shall determine the number of votes per club and such voting shall continue until the next registration period. A club's voting rights will be adjusted for teams removed or added to league play for a seasonal year, according to corporate policy and procedure, after the registration period.

Article XIV – Appeals

The WFLYSL will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. These procedures shall include that all grievances involving the right to participate and compete in activities sponsored by the USSF, and NYSWYSA, and the WFLYSL may be appealed to the USSF 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 WFLYSL 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 WFLYSL or the NYSWYSA may be upheld, revised, or reversed and remanded.

Article XV – Dissolution

This League may be dissolved by the vote of a two-thirds vote of its members. In the event of dissolution, the property of the corporation shall be equitably distributed back to the member clubs in existence at the time of the dissolution.