

PHILIPSTOWN SOCCER CLUB, INC.

A New York Nonprofit Corporation

BYLAWS

(Approved by Board Meeting - May 2009)

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ARTICLE 1

Name and Boundary

- a. The name of this corporation is PHILIPSTOWN SOCCER CLUB, INC., (hereinafter referred to as the "PSC").
- b. The boundary of the PSC is the Town of Philipstown, New York.

ARTICLE 2

Purpose and Nonprofit Status

- a. The purpose of the PSC is to promote soccer as a sport, to organize soccer teams, to provide training in the sport of soccer, and to receive gifts or donations to promote the health, welfare, and recreation of the general public through the sport of soccer.
- b. The PSC shall not profit from its operations and shall be a nonprofit 501(c)3 organization incorporated under New York State law.

ARTICLE 3

League Membership and Affiliation

- a. The PSC is an independent club and reserves the right to have club teams participate in soccer games scheduled and sanctioned by any youth soccer organization that it deems fit to serve the needs and skills of its members. The PSC shall be affiliated with the Eastern New York Youth Soccer Association ("ENYYSA"), the United States Soccer Federation ("USSF"), and the United States Youth Soccer Association ("USYSA"). The PSC shall also be a member of any soccer league that it chooses.

ARTICLE 4

Governance and Authorities

- a. The PSC is governed by these Bylaws, except where superseded by the ENYYSA, USSF, USYSA, or any league ("League") that it is a member of.
- b. The governing authority of the PSC shall be its Board of Directors (or "Board"), whose powers and responsibilities are described in these Bylaws. All member teams, which include their players, coaches, parents, and guardians, referees, and the PSC Board of Directors shall abide by these Bylaws, the Laws of the Game of Soccer, the Policies and Procedures of the PSC as set forth by the Board of Directors, and all applicable rules and regulations of the associations with which the PSC is a member of or affiliated with.
- c. If a situation arises that is not adequately covered in these Bylaws, the Board of Directors has absolute authority over such matters to the extent permitted by the Not-For-Profit Corporation Laws of New York State.

ARTICLE 5

Club Membership, Votes, Rights, Meetings

- a. **Club Membership:** Membership shall be open to any participant in activities of the PSC.
 1. Each registered player and their parents or guardians shall be members of the PSC for a period of one year from the time of registration or renewal.
 2. Elected and appointed members of the Board of Directors shall be members of the PSC.
 3. A team may be disbanded or disassociated by the Board of Directors at any time. In such cases, the Board will decide the disposition of that team's players, including their membership status.
 4. Membership and its rights may be suspended or revoked by the Board of Directors due to non-payment of required dues or violation of the PSC rules.

b. **Votes at General Meetings.**

1. Each player's family or guardian(s) shall be entitled to one vote per registered player.
2. Each PSC board member as described in Section (a.2.) above shall be entitled to one vote, unless he or she has been entitled to a vote under section (b.1.) above.
3. Voting by members must be in person. There shall be no proxy votes. Any PSC member in the family, including a player, may cast the family's vote(s).

c. **Rights.** The rights of membership shall be to: 1) nominate the Officers of the PSC and elect its President; 2) vote at its Annual and Special General Meetings; 3) present motions; 4) review the legal and financial documents of the PSC; and 5) attend open meetings of the Board of Directors and review the minutes of those meetings.

d. **General Meetings.**

1. There shall be an Annual General Meeting of the members for elections, appointments, the presentation to the members of the annual report required by Section 519 of the Not-for-Profit Corporation Law, and such other business as the Board shall designate. The Annual General Meeting shall be held at such date, time, and place as the Board shall designate, but within thirty (30) days before or after the beginning of the seasonal year.
2. A quorum at a General Meeting shall consist of not less than the members entitled to cast one hundred votes or one-tenth of the total number of votes entitled to be cast, whichever is lesser. If at any meeting of the Members there shall be less than a quorum present, the members present may adjourn the meeting from that time until a quorum is present.
3. Special General Meetings may be called by a majority vote of the Board of Directors.
4. All General Meetings shall be announced thirty (30) days prior to the Meeting. Notice of the time, date, place, and purpose shall be sent by U.S. mail or electronic mail (email) to each member at that time.
5. The record date for determining voting members eligible to vote at any General Meeting shall be ten (10) days before the date of the meeting.

ARTICLE 6

Registration, Fiscal Year, Funding and Expenditures

a. **Registration.** All applications for player membership in the PSC shall be submitted annually or seasonally with the appropriate fees. A player does not have to participate in all seasonal sessions to maintain his or her membership. Participation in only one seasonal session is required annually.

b. **Fiscal Year.** The fiscal year of the PSC shall coincide with the seasonal year beginning August 1 through July 31.

c. **Funding and Expenditures.**

1. The PSC shall charge such dues and other fees for participation in its program as shall be established by the Board of Directors, provided that such dues and fees will be reduced or eliminated in cases where they would impose financial hardship on a member's family.
2. The PSC shall perform fundraising activities and accept donations from members and sponsors.
3. All contributions received and all amounts raised through fundraising events shall be used only to accomplish club objectives sanctioned by the Board of Directors.
4. The PSC shall maintain a checking/savings account at a federally insured bank with an office in the Philipstown area.
5. All contributions received shall be deposited in the PSC checking account, and managed by the Treasurer. Excess amounts in checking may be transferred to the savings account or other conservative, short-term, interest-bearing certificate or account. The PSC shall make no other types of loans.
6. All disbursements, and drafts shall be signed by the Treasurer and approved by the President or Vice President.
7. The PSC shall not borrow funds from any source with the following exceptions:
 - i. Short-term accounts payable, which must be fully paid within one month.
 - ii. A corporate credit card, the balances of which must be fully paid within one month.

ARTICLE 7

Selection of the Board of Directors

- a. **Officers.** The PSC's Officers shall consist of the following: President, Vice President, Secretary, Treasurer, and Registrar. All Officers shall be members of the Board of Directors. Commencing with the election of 2010, the Immediate Past President of the PSC shall automatically be part of the Board of Directors for a one (1) year term unless he or she declines that position. Only the President shall be an elected Officer; the remaining Officers shall be appointed. An individual may hold only one (1) office.
- b. **Additional Directors.** The Board may choose to appoint two additional members to the Board for a maximum total of seven. These Directors shall have full Board voting rights. The Immediate Past President will automatically fill one of these positions unless:
 1. He or she declines the position.
 2. The Team Representation requirement as described in Section (c.) below would not be met. In that case, the Immediate Past President will become an advisory member of the Board with no voting rights.
 3. He or she has been removed from office as described in Article (9) Section (j.) below.
- c. **Team Representation.** At least three of the club's teams shall be represented on the Board of Directors. Representation shall mean that the board member is the parent or guardian of a player on that team. If less than three teams exist, then all of the teams shall be represented. A team is considered to exist as long as it has participated in at least one season of play in the past year. When a new team is formed, the Board shall make any necessary adjustments to its makeup by majority vote no later than fourteen (14) days after the next Annual General Meeting.
- d. **Candidacy.**
 1. Open positions on the Board of Directors shall be announced to all adult members at least thirty (30) days prior to the Annual General Meeting. Candidates for open positions shall be solicited from that time until the positions are filled. Notice shall be sent by U.S. mail or electronic mail (email). Open positions shall be the office of President in an election year and any position in which the current Director has announced his or her intention to resign. In an election year, the President shall notify the board whether he or she will seek reelection by the same date. If not seeking reelection, he or she shall notify the board if he or she will decline the automatic appointment, as described in sections (a. and b.) above, by the same date. Each year, appointed Directors shall notify the board if they do not want to renew their term by the same date.
 2. Prior to and during the Annual General Meeting, nominations from any member are permitted provided the nominated individual consents.
 3. A board member candidate must be at least eighteen (18) years of age.
 4. Only one (1) parent or guardian from a family shall be a Director at the same time unless an Officer's position has been vacant and no candidates have been identified for over thirty (30) days since the vacancy was announced.
- e. **Elections and Appointments.** All election results and appointments shall be announced to all members within fourteen (14) days after the Annual General Meeting.
 1. **Elections.** The President shall be elected during an Annual General Meeting every two (2) years. Elections are subject to the following rules:
 - i. The candidate shall be elected to office with a majority vote of the total ballot cast at the Annual General Meeting.
 - ii. In the event of a tie, the vote must be retaken one (1) time. If the second vote results in a tie, the currently serving President shall decide the vote, unless the President is one of the candidates, in which case an incumbent officer, chosen in order of Vice President, Treasurer, Secretary, Registrar, who is not also a candidate, shall decide.
 2. **Appointments.** Full-term appointments shall be made at the Annual General Meeting or any time up to fourteen (14) days after it. Appointments shall be made by a majority vote of the Board of Directors. In the event that only the President remains on the Board, the following procedure shall be followed:
 - i. The President appoints another Director.
 - ii. Those two (2) Directors then jointly appoint a third.
 - iii. The remaining Directors are appointed by majority vote.

f. **Term Length.**

1. **President.** The term for the office of President shall be for two (2) years. It shall begin effective fourteen (14) days after election or upon appointment and continue until fourteen (14) days after the next election.
2. **Appointed Directors.** The term for all other Directors shall be for one (1) year, except in the case where a vacancy is filled during a term as described in Section (h.) below. It shall begin effective fourteen (14) days after the Annual General Meeting and continue until fourteen (14) days after the next Annual General Meeting. An appointed Director's term will automatically be renewed annually unless:
 - i. He or she declines the position.
 - ii. The Team Representation requirement as described in Section (c.) above would not be met.
 - iii. The previous Immediate Past President occupies a position and there are no other available positions for the current Immediate Past President to fill.
3. **Outgoing Directors** Those leaving Director positions shall assist with the transition of their responsibilities to their successors.

g. **Term Limits.** There shall be no term limits for any office unless the Team Representation requirement as described in Section (c.) above would not be met or the situation in Section (f.2.iii.) above occurs.

h. **Vacancies During a Term.** A vacancy occurring in any office before the term is complete shall be filled by a majority vote of the Board of Directors at a meeting called for that purpose or at a regularly scheduled Board Meeting. The term of the appointment shall begin immediately and continue until fourteen (14) days after the next Annual General Meeting.

1. The President may temporarily appoint someone to fill a vacancy until it is permanently filled.
2. If the office of President is vacated, the Vice President will become President. The Vice President's office shall then become the vacated one and filled as described above.
3. Vacancies shall be announced to all adult members of the PSC and candidates solicited.

ARTICLE 8

Duties of Club Officers

- a. **President:** The President shall: 1) preside over all meetings of the PSC and the Board of Directors; 2) be the official spokesperson for the PSC, except when the President at his or her discretion delegates that responsibility; 3) be the PSC representative at all League meetings, except when at his or her discretion, that responsibility is delegated to another; and 4) provide supervision over compliance and performance of all contractors involved in all contracts authorized by the Board.
- b. **Vice President:** The Vice President shall: 1) act as an aide to the President and in the absence of the President, perform all duties of the President; 2) have responsibilities for overseeing and coordinating the administrative functions of the PSC; and 3) be the alternate representative at all League meetings.
- c. **Secretary:** The Secretary shall: 1) make arrangements for meeting locations; 2) notify PSC members in advance of all open Board meetings, the Annual General Meeting, and any Special General Meeting; 3) notify Board members of all Board meetings; 4) keep an accurate record of the proceedings of all scheduled PSC meetings; 5) prepare and distribute minutes for such meetings by the next scheduled meeting; 6) keep a record of all policy decisions of the Board and make such decisions readily available at all meetings; 7) keep a record of all correspondence for the PSC; and 8) preserve all records, reports, and official documents of the PSC except those specifically assigned to the custody of other Board members.
- d. **Treasurer:** The Treasurer shall: 1) receive all moneys for the PSC and deposit it into such Bank accounts as approved by the Board; 2) pay all such sums in a timely manner, in accordance with the approved budget, as authorized by the Board; 3) verify full performance of all contractor services prior to payment; 4) keep an accurate record of all transactions, receipts and disbursements; 5) be responsible for the timely filing of all legally required filings; 6) present a statement of account to the Board at each Board Meeting; 7) develop procedures to encourage the fiscal responsibility of the PSC; 8) make a full report at the Annual General Meeting required by and in accordance with Section 519 of the Not-for-Profit Corporation Law; and 9) propose a budget to be presented to the Board no later than the two months prior to the start of the fiscal year.
- e. **Registrar:** The Registrar shall: 1) coordinate registration of all players on all teams and assure that every player is appropriately registered and all documentation is correct and approved by the League; 2) be in charge of coordinating Registration Sessions and be the head of the Committees so delegated to help with registrations; 3) provide copies of players lists, coaches lists, and completed player passes in a timely fashion; and 4) be responsible for the computer database containing registration data.

ARTICLE 9
Duties of the Board of Directors

- a. **Chairperson.** The President shall be the Chairperson of the Board of Directors and all meetings. In the absence of the President, the Chair shall be determined in order of: Vice President, Secretary, Treasurer, and Registrar.
- b. **Meetings, Notice, Quorum, and Voting.** The Board of Directors shall meet regularly and at least once every three months. Notice of the time, date, and place of open board meetings shall be sent by U.S. mail or electronic mail (email) to each club member at least four (4) days prior to the meeting. Board members shall receive notice of all scheduled board meetings at least seven (7) days prior to the meeting, and they shall be given a reasonable chance to request a date and time that fits their schedule. A quorum shall consist of not less than half of the Board members. The Board may take action by a majority vote of the legal votes cast of the Board of Directors. If the number of Board members in attendance results in an even number of legal votes, the Chairperson's vote will not be counted in the event of a tie.
- c. **Participation by Teleconference.** Any one or more members of the Board may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by conference telephone or similar communications equipment shall be considered attendance at the meeting for all purposes, including determination of a quorum.
- d. **Open Meetings.** Meetings of the Board of Directors shall be open to all PSC members, however the Board may hold closed meetings for the following reasons:
 - 1. The Chairperson rules any part of the agenda to be confidential on the grounds that its disclosure would be detrimental to the welfare of the PSC.
 - 2. A suitable venue cannot be arranged that will accommodate the anticipated number of additional club members.
- e. **Action by Written Consent.** Any action required or permitted by the Board may be taken without a meeting if a majority of the Board consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board. Email constitutes an acceptable form of writing.
- f. **Business.**
 - 1. The Board of Directors runs the day-to-day operations of the PSC.
 - 2. The Board of Directors shall attend to such matters as may be referred to it. It shall be responsible to the PSC membership for such conduct of PSC activities in accordance with these Bylaws and the Policies and Procedures established by the Board.
 - 3. The Board shall adopt an annual budget and establish registration fees as it deems appropriate.
 - 4. The Board shall establish policies and adhere to existing policies of the League on the formation of affiliated teams, registration of players and teams, length and dates of playing seasons, creation and selection of competitive teams, and involvement of the PSC in tournaments and other competitions.
 - 5. The Board of Directors may vote to expend PSC funds, not to exceed five percent (5%) of the annual budget per fiscal year, outside of the approved budget. Such expenditures shall be reported in the meeting minutes. All excess revenues will be retained for the following fiscal year in a conservative, interest-bearing certificate or account as specified in the Policies and Procedures. Exceptions to this rule are made for:
 - i. Items that vary in price and are paid for directly with dues or surcharges, such as league fees and uniforms.
 - ii. Items that are funded specifically by a particular donation or fund-raising activity.
- g. **Contracts.** The Board of Directors shall have the authority to enter into contracts on behalf of the PSC.
 - 1. No member of the Board of Directors or their immediate families shall be in a paid position or contract with the PSC.
 - 2. On any contractual issue in which there is a potential or actual conflict of interest, that member(s) involved may not vote on the issue.
- h. **Delegation of Authority by Officers and Boards.** The Officers and Board members delegating authority retain full responsibility for the performance or exercise of the powers, duties, and responsibilities that they have delegated. They also are responsible for negligence and its consequences in the exercise of the delegated authority.
- i. **Resignation.** Any member of the Board of Directors may resign at any time by giving written notice of such resignation to the Chairperson or to the President. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof by the Chairperson or the President.

j. **Removal of Board Members.**

1. Grounds for removal from office of a Board member shall be: (i) continued, gross, or willful neglect of the duties of the office; (ii) failure or refusal to disclose necessary information on matters of organization business; (iii) unauthorized expenditures, unauthorized signing of checks, or misuse of organization funds; (iv) misrepresentation of the organization and its Officers to outside persons; or (v) conviction of a felony.
2. Adequate notice shall be provided to the accused Director. A fair hearing shall be held. A reasonable opportunity to defend oneself shall be provided.
3. A Board member shall face removal from office by a majority vote of the legal votes cast of the Board of Directors at a regularly or specially scheduled Board Meeting.
4. Removal from office shall be permanent unless the grounds for removal are later found to be inaccurate.
5. Removal from office shall not prevent that officer's children or wards from being a member of the PSC or playing for a team.

ARTICLE 10
Indemnification

- a. The PSC shall indemnify a director, officer, employee, agent, volunteer or member of the PSC to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his conduct as a director, officer, employee, agent, volunteer or member, except that the mandatory indemnification required by this sentence shall not apply:
 1. to a breach of such person's duty of loyalty to the PSC;
 2. for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law;
 3. for a transaction from which such person derived an improper personal benefit; or
 4. against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the PSC, or against expenses in any such case where such person shall be adjudged liable to the PSC.
- b. The Board of Directors may indemnify those of the PSC's employees, agents, members or volunteers who are not directors in all instances; including those which are excluded from mandatory indemnification under Section (a.), as it deems appropriate, so long as such indemnification is not inconsistent with law. Such indemnification may be provided by general or specific resolution, or by contract approved by the Board.
- c. No amendment to or repeal of this Section shall apply to or have any effect on the indemnification's hereunder of any director, officer, employee, agent, volunteer or member of the PSC for or with respect to any acts or omissions of such person occurring prior to such amendment or repeal.
- d. Any indemnification by the PSC pursuant hereto shall be only made in the manner and to the extent authorized by applicable law, and any such indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may otherwise be entitled.
- e. The PSC shall have power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the PSC, or is or was serving at the request of the PSC as a director, officer, employee, agent, volunteer or member against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the PSC would have the power to indemnify him or her against such liability under applicable law.

ARTICLE 11
Dissolution

- a. Dissolution of the PSC shall be decided at a Special General Meeting and shall require the following conditions:
 1. A quorum shall consist of not less than the members entitled to cast two hundred votes or one-fifth of the total number of votes entitled to be cast, whichever is lesser. At least half of the Board of Directors must be present.
 2. At least two-thirds of the votes must be in favor of dissolution.
- b. In the event that the PSC is dissolved, all of the assets remaining after payment of all debts, shall be distributed to a nonprofit fund, nonprofit foundation, or nonprofit organization established for the purpose of developing youth soccer or helping children in need.

- c. The members of the Board of Directors presiding at the time of dissolution shall ensure that all legal proceedings are correctly followed. They shall preserve the records of the PSC for the length of time legally required and shall make themselves available for any subsequent audits or investigations by legal authorities. Resignation from the board shall not relieve them of these duties.

ARTICLE 12

Amendments

- a. Amendments to these bylaws shall be made at a Special General Meeting and shall require the following conditions:
 - 1. A quorum shall consist of not less than the members entitled to cast two hundred votes or one-fifth of the total number of votes entitled to be cast, whichever is lesser. At least half of the Board of Directors must be present.
 - 2. At least two-thirds of the votes must be in favor of any proposed amendment.

End