

WEST MICHIGAN YOUTH SOCCER ASSOCIATION BY-LAWS

Article 1. Name and Mission

1.1 Name: This organization shall be known as the West Michigan Youth Soccer Association and the abbreviation of WMYSA shall be used where desired.

1.2 Mission: The purpose of WMYSA shall be to educate, develop and encourage the growth of competitive soccer in Southwest Michigan and Northern Indiana through cooperative efforts of the various community programs. WMYSA shall provide an opportunity for selected youth soccer players and teams in participating programs to compete in regional leagues organized by age groups up to and including the under-19 age level for both boys and girls. WMYSA shall not interfere with existing recreational and development programs in the area. WMYSA will affiliate with the Michigan State Youth Soccer Association [MSYSA]. This affiliation will permit relationships with similar programs in Michigan and the Midwest and provide the opportunity for players and teams to participate in USYSA sanctioned tournaments.

WMYSA shall assume responsibility for maintaining a high caliber of play through the selection of players through an open tryout process and through the training and certification of both referees and coaches by the United States Soccer Federation [USSF].

Article 2. Structure and Responsibilities

2.1 Structure: WMYSA shall be divided into such operating division [participating clubs] as the Board may determine. Participating clubs existing at any time shall be set forth in the Rules and Regulations of WMYSA. Each participating club shall determine its own by-laws and policies and shall appoint a community representative to WMYSA.

2.2 Responsibilities: WMYSA shall meet the following responsibilities to the participating clubs.

- a. govern all clubs to be within the rules and regulations of the MSYSA and WMYSA, provide written rules and regulations consistent with MSYSA By-laws,
- b. register players in accordance with the rules and regulations of MSYSA,
- c. assure adequate insurance coverage for the representative's players, coaches, and managers through MSYSA,
- d. establish schedules for games among the teams of the participating clubs,
- e. oversee WMYSA Academy activities,
- f. maintain statistical records of game results, player participation and penalties,
- g. establish and collect per player or per team fees and disburse funds necessary for the sound financial operation of the organization,
- h. organize coaching or player clinics or other events for the benefit of the representatives, charging appropriate fees, and
- i. conduct business continuing to operate as a non-profit organization.

Article 3. Membership and Organization

- 3.1 Membership: There shall be three categories of voting members: Executive Officers, Board Members and Representatives. All registered players, coaches, and team managers are non voting participating members in the league.
- 3.2 Executive Officers: These shall include the President, Vice-President, Secretary, Treasurer, Statistician and Communication Director. No member may hold more than one executive position at one time. Executive Officers shall be elected by the Representatives with the exception of a mid-term vacancy.
- 3.3 Board Members: Voting Board Members shall include the Executive Officers plus a Clinic Coordinator and two Member At-Large. Non-voting Board Members shall include a Referee Coordinator, TKO Soccer Club Coordinator and the MSYSA Western District Commissioner. Board Members other than the Executive Officers may be appointed by affiliated organizations or by a majority vote of the existing Board.
- 3.4 Representatives: All players, coaches, and team managers are participants in the league. Club Presidents or their designate shall be their voting representatives. The term of each representative shall be the length of time the president is elected or appointed and is in good standing with their club. The representative's votes shall be weighted according to club players registered through WMYSA. Each representative has one vote and then an additional vote for every 200 players registered through WMYSA from their club.
- 3.5 Administrator(s): The Board may hire one or more individuals to administer responsibilities of the organization including, but not limited to, registration, scheduling and financial management. Any individual hired by the Board will serve at the order of the Board and will report regularly to the Board.
- 3.6 Board Committees: The Board may establish committees of at least two Board members to oversee any individual responsibilities performed by an Administrator.

Article 4. Officer Functions

- 4.1 President: The President shall be the chief executive officer of WMYSA. The principle duties shall be to provide leadership and guidance, preside at meetings, recruit and nominate Board Members not subject to election by Representatives, prepare and submit an annual report for the annual meeting and represent WMYSA, or delegate representation, at district and state meetings.
- 4.2 Vice-President: The Vice-President shall assume the duties of the President in the latter's absence and shall perform other duties as assigned by the board.

- 4.3 Secretary: The secretary shall write and distribute to Board members the minutes of all meetings and issue notices of all meetings.
- 4.4 Treasurer: The treasurer shall have custody of all funds, securities, evidence of indebtedness and other valuable documents, and shall deposit funds and securities in the name and to the credit of WMYSA in a bank or depository. The treasurer shall keep an accurate account of all money received and paid out. To the degree such responsibilities are performed by an Administrator, the treasurer shall oversee and audit the records and accounts.
- 4.5 Statistician: The statistician shall have oversight responsibility for maintaining the records of game scores, division standings, and red and yellow cards of WMYSA players and coaches. The statistician administers disciplinary oversight related to red and yellow cards.
- 4.6 Communications Director: The Communications Director shall have the oversight responsibilities for public relations of WMYSA, including, but not limited to, the management of the league's website and any published general communications. The Communication Director shall have oversight for establishing the policies of web site postings and email distributions.
- 4.7 Clinic Coordinator: The clinic coordinator shall assure that sufficient clinics are held for adequate training and licensing of WMYSA coaches. The clinic coordinator shall also strive to organize periodic general or specialty skill clinics for players.
- 4.8 At-Large Members: Two at-large Board members shall have responsibilities as determined by the Board and shall also initially serve on the Board in order to better understand Board functions in order to be able to potentially assume future executive positions. Such members shall typically serve on the executive committees. At-large members may be assigned by majority vote of the Board to the positions of Registrar or Scheduler in the absence of, or to oversee, an Administrator hired to perform these duties.
- 4.9 Referee Coordinator(s): The referee coordinator shall act as liaison between WMYSA and officials associations.
- 4.10TKO Soccer Club Coordinator: The TKO Soccer Club Coordinator will be the liaison of WMYSA to the TKO Board, and may represent WMYSA at the meetings of the State Premier League Program.
- 4.11District Commissioner for Western Michigan: The District Commissioner is selected by the delegates of the leagues in the Western District. The commissioner sits on the MSYSA Board and represents the leagues in the Western District.

Article 5. Meetings and Election of Officers

- 5.1 Annual General Meetings: WMYSA shall hold an annual meeting to elect executive officers and for voting on other business. Annual meetings of WMYSA shall be held on such dates and at such times as may be fixed by the Board. Written notice of annual meetings shall be

given to the representatives not less than 10 days before the meeting. At the meeting, candidates for elective office shall be elected by a majority vote of all voting members attending the meeting. Any matter of business may be discussed at an annual meeting.

- 5.2 Other Meetings: Regular meetings of the Board, community representatives and coaches shall be scheduled periodically by the Board. Meeting notices shall be issued at least 7 days in advance of the scheduled date and, when practicable, up to several weeks or months in advance. A special meeting of the Board may be called for any purpose at any time by the President, Secretary or any two Executive Officers without notification to representatives. A special meeting of all representatives must be called upon written request of at least 20% of representatives. Upon such request, the Board must schedule a meeting to take place within 30 days and supply written notification to all representatives. Only topics specified in the written meeting request may be addressed at such a special meeting. All meetings are open to all members in good standing and minutes of all meetings are available, upon request, to any member in good standing.
- 5.3 Quorum and Voting: A quorum of the Board is considered to be five voting members or a majority [50% + 1] of Board positions not vacant at the time of a given meeting. Providing proper notice of a meeting of all members has been given, the members present shall constitute a quorum. All votes shall be decided by a majority vote [50% +1] of the quorum present. Any Board member or representative may submit a written proxy vote. Each written proxy must be signed and given to an Executive Officer prior to a vote and will be counted only if a vote on the specific issue addressed is held.
- 5.4 Conduct of Board Meetings: Board meetings at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of one or more voting members, if any action taken is approved by at least a majority of the initial quorum present for the meeting.
- 5.5 Board Action Without Meeting: The Board may act on items to which all voting members consent in writing. Resolution and written consents shall be filed with the minutes of the following meeting.
- 5.6 Removal of a Board Member: An Executive Officer may be removed with or without cause by a majority vote of representatives at any special meeting called for by written request of at least 20% of representatives according to the procedures specified in Section 5.2 of the By-laws. A replacement for an Executive Officer who has been removed requires a majority vote of representatives present at a special or annual meeting of all representatives. Other voting Board members serve at the discretion of the Board and may be terminated by a majority vote of the other current voting Board members.
- 5.7 Terms of Office and Vacancies: The term of office for all Board positions shall be two years, with terms ending at the end of the month during which an annual meeting is held. Vacancies on the Board, except for those resulting from a majority vote at a meeting of all representatives, may be filled by a majority vote of remaining board members. In even years elections will be held for President, Vice President, Communication Director, and one At-Large Member. In odd years elections will be held for Treasurer, Secretary, Statistician, Clinic Coordinator, and one At-Large member.

- 5.8 Right of Inspection: Any Board member or Representative, upon written request to the President and payment of reasonable copy costs, has the right, at any reasonable time, to inspect and copy all books, records, documents or property of WMYSA. Personal identification information may not be copied. As a result of a Right of Inspection personal identification information may not be copied or shared without the individual member's consent on file with WMYSA. Personal identification information includes but is not limited to names, phone numbers, addresses, Social Security numbers, and identification numbers.
- 5.9 Telephonic Conferences: A Board member may participate in a meeting of the Board by conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Article 6. Committees

- 6.1 General Powers: The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

A committee designated by the board may exercise any powers of the board in managing the corporation's business and affairs, to the extent provided by resolution of the board. However, no committee shall have the power to

- (a) amend the articles of incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the bylaws of the corporation;
- (d) fill vacancies on the board; or
- (e) fix compensation of the directors for serving on the board or on a committee.
- (f) recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property and assets;
- (g) recommend to the members a dissolution of the corporation or a revocation of a

dissolution; or

(h) terminate memberships.

6.2 Meetings: Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article 5 for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.

6.3 Consent to Committee Actions: Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

Article 7. Indemnification

7.1 Indemnification: WMYSA will, to the fullest extent now or hereafter permitted by law and by regulations and rulings issued by the Internal Revenue Service, indemnify any board member or officer of the WMYSA (and, to the extent provided in a resolution of the Board or by contract, may indemnify any volunteer, employee or agent of WMYSA) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a board member, officer, volunteer, employee or agent of WMYSA, or is or was serving at the request of WMYSA as a board member, director, officer, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses (other than taxes, penalties or expenses of correction) including attorneys' fees (which expenses may be paid by WMYSA in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of WMYSA, and such persons is either successful in his or her defense or the proceeding is terminated by settlement and such person has not acted willfully and without reasonable cause with respect to the corporation duties concerned, and with respect to any criminal action or proceedings, if the person had no reasonable cause to believe his or her conduct was unlawful.

WMYSA may purchase and maintain insurance on behalf of any such person against any liability (including penalties, taxes, expenses of correction, judgments, settlements or expenses) 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 WMYSA would have the power to indemnify him or her against such liability under the provisions of this Article or under the provisions of Sections 561 through 565 of the Michigan Nonprofit Corporation Act.

7.2 Rights to Continue: This indemnification will continue as to a person who has ceased to be a board member or officer of WMYSA. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of WMYSA to the extent provided in a

resolution of the Board or in any contract between WMYSA and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a board member, officer, volunteer, employee or agent of WMYSA will inure to the benefit of the heirs and personal representatives of that person.

Article 8. Community Representatives

8.1 Each participating club shall appoint a community representative to attend WMYSA functions as required. Community representatives shall inform participating clubs of current WMYSA rules and regulations and shall be responsible for providing registrations and scheduling information to WMYSA in accordance with WMYSA rules and regulations.

Article 9. State Premier League Play

9.1 WMYSA shall support participation in a state-wide competitive program as operated by MSYSA. The WMYSA Board will administer and supervise all teams representing MYSA. The teams shall be subject to the Rules and Regulations of WMYSA and MSYSA.

Article 10. Rules and Regulations

10.1 The WMYSA Board shall adopt Rules and Regulations and review and update them periodically at its discretion. They shall govern conduct, play and disciplinary actions concerning all representatives plus any other topics considered relevant by the Board. These Rules and Regulations may also be amended or appealed by a vote of all representatives at a regular, special or annual meeting. All Rules and Regulations must be consistent with the By-laws of WMYSA, MSYSA and USYSA.

Article 11. Compensation

11.1 Board members may not receive any compensation for their services on the Board or on committees. However, by resolution of the Board, reimbursement or advancement of funds may be made for any expenses paid by a Board member for products or services for the benefit of WMYSA. One or more individuals may be hired by the Board to administer WMYSA activities. Such individuals may be representatives of WMYSA but may not serve on the Board. Wages and salaries paid to administrative personnel must be clearly noted in periodic and annual financial reports.

Article 12. Corporate Document Procedure

12.1 Procedure: All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

Article 13. Amendment of By-laws

13.1 These by-laws, or any portion thereof, may be amended or replaced by an affirmative vote of all representatives present at a regular, special or annual meeting of all representatives.

13.2 An amendment or replacement must be recommended by a written proposal of the Board its designee or a group representing 20% of representatives that is distributed for review by representatives through distribution to community representatives at least ten days prior to the scheduled meeting.

Article 14. Dissolution of WMYSA

14.1 If, for some reason, WMYSA should no longer exist, all assets will be used to pay all debts and liabilities known to WMYSA. Any assets that remain shall be given to MSYSA, the Michigan State Youth Soccer Association, which is a Michigan not-for-profit corporation.

Article 15. These by-laws, upon adoption, supersede all previous By-laws, procedures, rules, regulations and policies adopted or used by WMYSA.