

# CONSTITUTION AND BYLAWS



## **PREFACE**

Long Beach Youth Soccer Organization was founded in 1970 under the name Long Beach Youth Soccer Club. In September 1976, the League affiliated with American Youth Soccer Organization as Long Beach Region 114. The League resumed independent status as Long Beach Youth Soccer Organization in February, 1979. On June 8, 1983, the Directors of the League, by unanimous consent, voted to adopt the Constitution and Bylaws. In October and November of 1983, Long Beach Youth Soccer Organization was registered with the Secretary of State of California and the Internal Revenue Service, as a non-profit, unincorporated association. The Constitution and Bylaws published here were adopted by the league on June 8, 1983, and were amended on October 12, 1983 (at the request of the Internal Revenue Service) and January 24, 1985 (to add the recreational emphasis protection clause).

The activities and operation of Long Beach Youth Soccer Organization are governed by the law of the land, and by the Constitution, Bylaws, and Rules and Regulations of the League. Where conflicts arise within this body of law, the law of the land will always take precedence; in turn, the Constitution takes precedence over the Bylaws, and the Bylaws take precedence over the Rules and Regulations. League play will conform to Laws of the Game (of latest issue) published by Federation Internationale de Football Association. Zurich, Switzerland, except as specifically modified for the benefit of youth soccer play in the league.

This booklet contains the latest amended version of the Constitution and Bylaws of Long Beach Youth Soccer Organization. The Constitution contains a broad statement of the purposes and intent of the league as a non-profit unincorporated association. The Bylaws define the authorities and responsibilities of the members and officers of the League, and provide general guidelines for the operation of the League. The specifics of League operation are defined in the Rules and Regulations, which are published under separate cover.

# TABLE OF CONTENTS

PREFACE.....	2
CONSTITUTION OF LONG BEACH YOUTH SOCCER ORGANIZATION .....	5
I. NAME .....	5
II. PURPOSES AND POWERS .....	6
III. PRINCIPAL OFFICE .....	8
IV. GOVERNING BODY .....	9
V. MEMBERS .....	10
VI. DEDICATION OF ASSETS & DISTRIBUTION ON DISSOLUTION.....	11
VII. LIMITATION ON POLITICAL ACTIVITIES .....	12
VIII. NET PROCEEDS FROM PUBLIC EVENTS.....	13
IX. DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES .....	14
X. CONSTITUTION .....	15
BYLAWS OF LONG BEACH YOUTH SOCCER ORGANIZATION .....	16
ARTICLE 1. OFFICES.....	16
ARTICLE II. MEMBERS .....	17
Section 2.01. – Classes of Membership and Rights.....	17
Section 2.02. - Qualifications.....	17
Section 2.03. - Admission and Duration.....	17
Section 2.04. - Fees and Assessments.....	17
Section 2.05. - Termination of Membership By Lapse, Resignation, Death, Suspension or Expulsion .....	18
Section 2.06. - Membership Roster.....	19
Section 2.07. - Transferability of Membership.....	19
Section 2.08. – Right to Inspect Records.....	19
ARTICLE III. MEETINGS OF MEMBERS.....	20
Section 3.01. – Place.....	20
Section 3.02. – Regular Meetings.....	20
Section 3.03. – Special Meetings.....	20
Section 3.04. - Quorum.....	20
Section 3.05. - Adjournment for Lack of Quorum.....	20
Section 3.06. – Loss of Quorum .....	20
Section 3.07. - Voting .....	20
Section 3.08. - Conduct of Meetings .....	20
ARTICLE IV. DIRECTORS AND OFFICERS.....	22
Section 4.01. - Qualifications.....	22
Section 4.02. - Elections .....	22
Section 4.03. - Term of Office .....	22
Section 4.04. - Compensation.....	22
Section 4.05. - Numbers and Titles.....	22
Section 4.06. - Removal.....	23
Section 4.07. - Vacancies.....	23
Section 4.08. - Meetings .....	24
Section 4.09. - Duties of Director Officers.....	25
Duties of Division Commissioners .....	29
ARTICLE V. - COMMITTEES .....	31

Section 5.01. - Executive Committee .....	31
Section 5.02. - Standing Committees.....	31
Section 5.03. - Special Committees .....	32
Section 5.04. - Vacancies.....	32
Section 5.05. - Quorum.....	32
Section 5.06. - Rules .....	32
ARTICLE VI. - EXECUTION OF INSTRUMENTS, DEPOSITS, AND DISBURSEMENT OF FUNDS .....	33
Section 6.01. - Execution of Instruments.....	33
Section 6.02. - Checks and Notes .....	33
Section 6.03. - Disbursement of Funds.....	33
Section 6.04. - Purchase Order Procedures.....	33
ARTICLE VII. - BYLAWS .....	35
Section 7.01. - Adoption, Amendment and Repeal .....	35
Section 7.02. - Certification and Inspection.....	35
ARTICLE VIII. - REPORTS, FISCAL YEAR, INSIGNIA, AND SEAL.....	36
Section 8.01. - Annual Report and Financial Statement.....	36
Section 8.02. - Fiscal Year.....	36
Section 8.03. - Insignia and Seal.....	36
ARTICLE IX. - CONSTRUCTION .....	37

# **CONSTITUTION OF LONG BEACH YOUTH SOCCER ORGANIZATION**

**An Unincorporated Association**

## **I. NAME**

The name of this organization is LONG BEACH YOUTH SOCCER ORGANIZATION, also referred to as "LBYSO."

## II. PURPOSES AND POWERS

The purposes for which LBYSO is formed are:

- A. The specific and primary purpose is to provide non-profit, public educational amateur soccer for youths under 19 20 years of age who reside in the greater metropolitan area of Long Beach, California.
- B. The general purposes and powers are:
  1. To sue and be sued in its own name.
  2. To enter into and perform contracts in its own name, provided however, that no member of LBYSO shall be individually or personally liable for the debts or liabilities contracted or incurred by LBYSO, unless such member, in a writing signed by him or by his agent, personally assumes such debt or liability and, provided further, there is no presumption or inference that any member of LBYSO has consented or agreed to the incurring of any obligation by LBYSO from the mere fact of joining or being a member hereof, or signing its Bylaws or this Constitution.
  3. To enter into any of the commercial transactions authorized by the California Commercial Code, including without limitation the right to be a party to negotiable paper, to the issuance or transfer of warehouse receipts, bills of lading, and other documents of title, and to the issuance or transfer of investment securities, subject any conditions, restrictions or requirements imposed by law.
  4. To purchase, receive, own, hold, lease, mortgage, pledge, or encumber, manage, and sell property, real, personal, or mixed, of every kind, nature, and description as may be necessary for the business purposes and objectives of LBYSO, and to design, plan, erect, construct, repair, and furnish buildings or other structures to be used for the purposes of LBYSO.
  5. To adopt, alter, or cancel an insignia and to register such insignia, alteration, or cancellation thereof in the office of the Secretary of State.
  6. To adopt, use, and at will alter an LBYSO seal, but failure to affix the seal shall not affect the validity of any instrument.
  7. To adopt, amend, or repeal Bylaws in such manner as may be provided therein, provided, however, that the initial Bylaws of LBYSO must be adopted by the written consent of three-fourths (3/4) of the Directors named in this Constitution.
  8. To affiliate, or not to affiliate, with such other local, regional, national or international soccer federations or associations as the Directors of LBYSO may from time to time determine to be desirable and in the best interest of LBYSO, in the manner provided by the Bylaws of LBYSO as they may from time to time provide.

9. Generally to have and exercise all other rights and powers now conferred, or which may hereafter be conferred, on such associations by law, or which do not contravene the law or public policy of the State of California or of the United States.

(a) The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each paragraph shall, except where otherwise expressed, not be limited or restricted by references to or inference from the terms or provision of any other paragraph, but shall be regarded as independent purposes and powers.

(b) Notwithstanding any of the foregoing provisions, LBYSO shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary nonprofit purposes of LBYSO as set forth In Paragraph (a) of this Article 11.

### **III. PRINCIPAL OFFICE**

The principal office of LBYSO for the transaction of its business is located in Los Angeles County, California.

## IV. GOVERNING BODY

A. The powers of LBYSO shall be exercised, its property controlled, and its affairs conducted by a Board of 17 Directors in the manner specified in the Bylaws.

B. The names and addresses of the **first** Directors of LBYSO are:

Charles G. Armstrong	Long Beach CA 90807
Mel Drown	Long Beach CA 90815
Ben Bushman	Long Beach CA 90808
Dennis Boaz	Long Beach CA 90808
Rudy Rosier	Long Beach CA 90808
Kathleen.Cairns	Long Beach CA 90808
Ann Drown	Long Beach CA 90815
Michele McVey	Long Beach CA 90805
Rellen Owen	Long Beach CA 90815
Ada Braman	Long Beach CA 90808
Dave Spencer	Long Beach CA 90805
Larry C. Massa	Long Beach CA 90808
John Morrison	Long Beach CA 90815
Susan V. Ur	Long Beach CA 90808
Sandy Harris	Long Beach CA 90808
Bob Shrider	Lakewood CA 90713

C. The qualifications, the time and manner of electing, the terms of office, the duties and the manner of removing Directors and filling vacancies shall be as set forth in the Bylaws of LBYSO.

## **V. MEMBERS**

- A. The qualifications of members of LBYSO, the different classes of membership, the voting and other rights and privileges of members, and their liability for fees and assessments and the method of collection, and the termination of membership shall be as stated in the Bylaws.
- B. If the voting or other rights or interests, or any of them, be unequal, the Bylaws shall set forth the rule or rules by which the voting or other rights or interests of each member or class of members are fixed and determined.
- C. The interest of any member of LBYSO is the personal property of that member, and no member shall have any interest in property held by LBYSO, regardless of the time or manner in which said property is acquired.

## **VI. DEDICATION OF ASSETS & DISTRIBUTION ON DISSOLUTION**

- A. LBYSO is organized exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.
- B. LBYSO to not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to members thereof and is organized solely for nonprofit purposes.
- C. The property, assets, profits, and net income of LBYSO are irrevocably dedicated to educational, amateur youth athletic purposes and no part of the profits or net income of LBYSO shall ever inure to the benefit of any Director, officer, or member thereof.
- D. Notwithstanding any other provision of this Constitution, LBYSO shall not carry on any other activities not permitted to be carried on:
  - I. By a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).
  - II. By a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).
- E. In the event of dissolution or winding up of LBYSO. its assets remaining after payment of, or provision for payment of, all debts and liabilities of LBYSO shall be distributed to a nonprofit association, fund, foundation, or corporation which is organized and operated exclusively for educational amateur youth athletic purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code and Section 23701 (d) of the Revenue and Taxation Code of the State of California, or successor sections of these codes, as amended.
- F. If LBYSO holds any assets in trust, such assets shall, on dissolution, be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the principal office of LBYSO is located, on petition therefore by the Attorney General, or by any person concerned in the liquidation.

## **VII. LIMITATION ON POLITICAL ACTIVITIES**

No substantial part of the activities of LBYSO shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall LBYSO participate in or intervene in any political campaign on behalf of any candidate for public office.

## **VIII. NET PROCEEDS FROM PUBLIC EVENTS**

In the event LBYSO holds any event(s) to which members of the general public are invited to observe or participate in for a fee, the income from the general public, less a proportional share of the expenses, which will not benefit members will be paid over to an organization which is exempt from income tax under Section 501 (c)(3) of the Internal Revenue Code on an annual basis.

## **IX. DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES**

Notwithstanding any other provision in this Constitution, LBYSO shall be subject to the following limitations and restrictions:

1. LBYSO shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
2. LBYSO shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
3. LBYSO shall not retain any excess business holdings as defined in Section 4043 (c) of the Internal Revenue Code of 1954, or corresponding provisions of subsequent federal tax laws.
4. LBYSO shall not make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent federal tax laws.
5. LBYSO shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

## **X. CONSTITUTION**

- A. The original or a copy of this Constitution as amended to date shall be kept by the Secretary of LBYSO, and shall be open to inspection by all members or their agents at any reasonable time.
- B. This Constitution shall be amended only by resolution duly adopted by two-thirds (2/3) of the authorized Directors of LBYSO.

# **BYLAWS OF LONG BEACH YOUTH SOCCER ORGANIZATION**

## **ARTICLE 1. OFFICES**

### **Principal Office**

Section 1.01. The principal office of the Long Beach Youth Soccer Organization ("LBYSO" ) for the transaction of its business shall be located at the resident address of the person who may be serving as Chairman.

Mailing Address

### **Mailing Office**

Section 1.02. The mailing address of LBYSO shall be:

PO Box 8543

Long Beach, California 90808

### **Other Offices**

Section 1.03. LBYSO may also have offices at such other places as the Board of Directors may from time to time by resolution designate.

## **ARTICLE II. MEMBERS**

### **Section 2.01. - Classes of Membership and Rights**

There shall be two (2) classes of membership as allows: Voting Members and Participating Members. Voting Members only shall have voting rights in LBYSO, and the voting rights of each member of such class shall be equal. In all other respects. the membership and other rights, interests, and privileges of all members, regardless of class, shall be equal.

### **Section 2.02. - Qualifications**

- A. Each and every parent or guardian of a duly registered player, coach, or referee in LBYSO shall automatically become a Voting Member for the term of the "seasonal year" covered by the player's registration or the coach's or referee's appointment. As stated in Section 2.01, the voting rights of each Voting Member shall be equal, regardless of how many players any Voting Member may have duly registered.
- B. Participating Members shall be comprised of the following:
  - 1. Each and every duly registered player; and,
  - 2. Each and every sponsor, contributor, and any other person involved in the operation of LBYSO, who is not otherwise, a Voting Member.

### **Section 2.03. - Admission and Duration**

Application to become a duly registered player in LBYSO shall be made annually on such form as shall be prescribed from time to time by the Board of Directors. If the applicant possesses the qualifications to become a duly registered player as provided herein and in the "Rules and Regulations," and pays the requisite registration fee, his/her application shall be accepted. Such membership shall be for one "seasonal year" and shall continue from the date of registration acceptance until the last day of February or the end of that year's soccer season or until such membership is sooner terminated as in these Bylaws provided.

### **Section 2.04. - Fees and Assessments**

- A. PRIMARY RECREATIONAL PURPOSE. It is recognized that the primary purpose behind the organization and continuation of LBYSO is to provide RECREATIONAL non-profit public educational amateur soccer for youths under 19 20 years of age who reside in the greater metropolitan area of Long Beach, California. As used here, the term "recreational" soccer is meant to be contrasted with competitive soccer, intermediate soccer, tournament soccer outside of the normal LBYSO recreational schedule, and any other soccer participation outside of the normal recreational schedule.
- B. PRESERVATION OF RECREATIONAL PURPOSES. It is further recognized that the need to preserve and protect the primary recreational purpose of LBYSO is essential and that additional safeguards are critical and are necessary to be provided in these Bylaws.
- C. REGISTRATION FEE. There shall be an annual registration fee in such amount as may be determined from time to time by resolution of the Board of Directors charged for, and

payable with, the application to become a duly registered player in the normal and regular LBYSO recreational soccer program.

- D. UTILIZATION OF REGISTRATION FEE. Therefore, the normal and regular annual registration fee shall be collected and utilized for the LBYSO recreational soccer program only. Any and all costs associated with participation outside of the normal LBYSO recreational soccer program shall be borne entirely by those Members who choose to so participate in programs outside of the normal and regular LBYSO recreational program.
- E. ACCESSIBILITY OF MEMBERSHIP. Membership in LBYSO shall be NONASSESSABLE for LBYSO normal recreational participation, but may be assessable for competitive participation or other competition outside of the normal LBYSO recreational schedule.
- F. SECTION AMENDMENT. This Section 2.04 may be amended or repealed, in whole or in part, or deleted from any new Bylaws duly adopted, ONLY by the Vote or written consent of 80% or more of the authorized Directors, or by the vote of 80% or more of the Voting Members present at any duly constituted meeting of Members.

**Section 2.05. - Termination of Membership By Lapse, Resignation, Death, Suspension or Expulsion**

- A. The membership of any member of LBYSO shall automatically terminate (1) on August 31 of each year as provided in Section 2.03 hereof, or (2) on written request for such termination delivered to the Chairman or Secretary of LBYSO personally or by United States mail, such membership to terminate when the request is received, or (3) on death.
- B. The Board of Directors is hereby authorized to take any and all actions that it may deem appropriate, including suspension or expulsion from membership, of any member of LBYSO for good cause. "Good cause", as used in this section, means:
  - 1. Any conduct that brings LBYSO into public disrepute or violates the purposes for which LBYSO is formed;
  - 2. Any willful failure or refusal to abide by the Constitution, Bylaws. or Rules of LBYSO; or
  - 3. Any other conduct that the Board of Directors may reasonably determine to be good cause.
- C. All rights and Interests of a member in LBYSO shall cease upon termination of membership as herein provided.
- D. Any member whose membership is terminated other than as provided in paragraph (a) of this Section 2.05, may have his membership reinstated on such terms as the Board of Directors may deem appropriate by filing a written request therefore with the Chairman or Secretary of LBYSO or with any Director and on approval of the request by a majority of Directors present at any duly constituted meeting at which the request to considered.

### **Section 2.06. - Membership Roster**

The Registrar of LBYSO shall keep a membership roster containing the name and address of each member. Termination of the membership of any member shall be recorded in the roster, together with the manner of termination and the date on which such membership ceased. Such roster shall be available for inspection by any Director of LBYSO at any reasonable time.

### **Section 2.07. - Transferability of Membership**

Membership in LBYSO is personal to the individual members and is nontransferable and nonassignable.

### **Section 2.08. - Right to Inspect Records**

All records of LBYSO, except the membership roster, shall be open to inspection on the written demand of any member at any reasonable time for a purpose reasonably related to his interests as such.

## **ARTICLE III. MEETINGS OF MEMBERS**

### **Section 3.01. - Place**

Meetings of members shall be held at such places as may be designated from time to time by the Board of Directors.

Regular Meetings

### **Section 3.02. - Regular Meetings**

Members shall meet regularly on an annual basis in January of each year. Directors shall be elected at this regular annual meeting each year.

Special Meetings

### **Section 3.03. - Special Meetings**

Special meetings of members shall be called by the Chairman or any five (5) Directors of LBYSO; not sooner than twenty (20) days following written notice mailed or personally delivered to each Director, and held at such times and places within the City of Long Beach, California, as may be designated by the person(s) calling such meeting.

### **Section 3.04. - Quorum**

Quorum requirements for meetings of members shall be (a) for regular meetings, a quorum of the sitting Board of Directors, and (b) for special meetings fifty (50) Voting Members.

### **Section 3.05. - Adjournment for Lack of Quorum**

In the absence of a quorum, no business shall be transacted and the only motion which the chair shall entertain to a motion to adjourn, provided, however, that by vote of a majority of the Voting Members present, the meeting may be adjourned from time to time.

### **Section 3.06. - Loss of Quorum**

The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

### **Section 3.07. - Voting**

Voting shall be by voice vote, provided, however, that election of Directors shall be by secret ballot when two or more candidates are running for the same office. Members shall not be permitted to vote by absentee ballot or act by proxy, and cumulative voting shall not be authorized.

### **Section 3.08. - Conduct of Meetings**

- A. Meetings of members shall be presided over by the Chairman of LBYSO, or, in his absence, by the Boys Coordinator, or, in the absence of both, by the Girls Coordinator, or, in the absence of all three, by a chairman chosen by a majority of the Voting Members present. The Secretary of LBYSO shall act as Secretary of all meetings of members, provided that in the Secretary's absence the presiding officer shall appoint another person to act as Secretary of the meeting.

B. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules 'are not inconsistent With or in conflict with these Bylaws, with the Constitution of LBYSO, or with law.

## **ARTICLE IV. DIRECTORS AND OFFICERS**

### **Section 4.01. - Qualifications**

Any Voting Member of LBYSO Is qualified to be a Director hereof.

### **Section 4.02. - Elections**

Directors, other than those named in the Constitution, shall be elected by the Voting Members present in person and voting at the annual regular meeting of members, provided a quorum is present, or, if no quorum to present, at the next succeeding regular or special meeting at which a quorum is present. Directors shall also be Officers of LBYSO, and shall be elected to the specifically designated offices in the order denoted in Section 4.06 of these Bylaws. No director shall hold more that one position. A simple majority of the votes cast for any position shall be required for election. Directors, including the original Directors, shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications for office.

### **Section 4.03. - Term of Office**

Directors, other than those named in the Constitution, shall serve from the next regular meeting of directors following their election until the next regular meeting of directors following the next annual election of Directors at which their successors are elected. The Directors named in the Constitution shall serve until the next regular meeting of directors following the election of their successors at the regular meeting of members in February following adoption of the Constitution.

### **Section 4.04. - Compensation**

Directors shall serve without compensation, except that they shall be allowed and paid such actual and necessary expenses incurred in attending to LBYSO affairs as the Board of Directors way authorize or sanction.

### **Section 4.05. - Numbers and Titles**

The Board of Directors and Officers of LBYSO shall consist of seventeen (17) different persons elected in the order hereinafter specified each year at the annual meeting of members in February. The following shall constitute the Board of Directors and Officers of LBYSO:

- (1) Chairman and Chief Executive Officer
- (2) Boys Coordinator
- (3) Girls Coordinator
- (4) Treasurer and Chief Financial Officer
- (5) Secretary
- (6) Head Coach
- (7) Director of Referees
- (8) Fields Manager
- (9) Equipment Manager
- (10) Boys Registrar
- (11) Girls Registrar
- (12) Statistician
- (13) Team Parent Coordinator

- (14) Ways & Means Director
- (15) Safety Director
- (16) Publicity Director
- (17) Cultural Exchange Director

#### **Section 4.06. - Removal**

- A. The entire Board of Directors, or any individual Director, may be removed from office at any time by the vote of a majority of the Voting Members present at any duly constituted meeting of members of LBYSO, provided every effort has been made to give said Board of Directors, or any individual Director, at least fifteen (15) days prior notice of the proposed motion to be considered. If any or all Directors are so removed, new Directors may be elected at the same meeting and they shall hold office for the remainder of the term of the removed Directors. If new Directors are not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in Section 4.07 hereof.
- B. Individual Directors may also be removed from office by a vote of the Board of Directors at any duly held meeting, provided every effort has been made to give said member at least fifteen (15) days prior notice of the proposed motion to be considered. A vote of 2/3 of those present after the quorum requirement has been met shall be required to remove any Director. Actions that could lead to the removal by the remaining Directors are:
  - 1. Excessive absenteeism from Board meetings;
  - 2. Conduct unbecoming a Director; and,
  - 3. Any other conduct that the Board of Directors might deem detrimental to LBYSO, or to soccer.

#### **Section 4.07. - Vacancies**

- A. Vacancies in the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, (2) whenever the number of Directors authorized by the Constitution is increased by an amendment to the Constitution, and (3) on failure of the Members in any election to elect the full number of Directors authorized.
- B. Vacancies caused by the death, resignation, or disability of a Director or Directors, or by his or their removal as provided in these Bylaws, or by an amendment of the Constitution increasing the number of Directors authorized shall be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director.
- C. A majority of the Voting Members present at any duly constituted meeting of members may elect a Director at any time to fill any vacancy not filled by the Directors as provided In Paragraph (b) of this section. Should the offices of all Directors become vacant and there is consequently no Director left to fill vacancies, the vacancies shall be filled by a majority of the Voting Members present at a special meeting of members called for that purpose, whether or not a quorum is present.

- D. Persons elected to fill vacancies as in this section provided shall hold office for the unexpired terms of their predecessors, or until their removal or resignation as in these Bylaws provided.

#### **Section 4.08. - Meetings**

- A. Meetings of Directors shall be held at any location reasonably designated by the Chairman or other Director who may call a meeting.
- B. The Board shall meet regularly on the second and fourth Mondays of each month at 7:00 p.m., unless such days fall on a legal holiday, in which event the next regular meeting shall be held at such time and place as may be designated by the Chairman. Any regular meeting may be omitted upon decision of the Chairman, but the Board shall be required to meet at least once each calendar month.
- C. Special meetings of the Board may be called by the Chairman, or, if he is absent or is unable or refuses to act, by the Boys and Girls Coordinators acting together, or by any four (4) Directors acting together, and such meetings shall be held at the place designated by the person or persons calling the meeting.
- D. Written or oral notice of the time and place of meetings shall be delivered personally to each Director or, if written, sent to him by United States mail, postage prepaid, at least five (5) days prior to such meeting, provided, however, that notice of all regular meetings is hereby dispensed with. If sent by mail, the notice shall be addressed to the Director at his address as is on the books of LBYSO and shall be deemed given at the time it to deposit in the mail.
- E. The transactions of any meeting of the Board however called and noticed or wherever held are as valid as though the meeting had been duly held after proper call and notice, provided, a quorum, as hereinafter defined to present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting. or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the records of LBYSO or made a part of the minutes of the meeting.
- F. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business.
- G. In the absence of a quorum, no business shall be transacted. and the only motion which the Chair shall entertain is a motion to adjourn, provided, however, that a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.
- H. Meetings of Directors shall be presided over by the Chairman of LBYSO. or, in his absence, by the Boys Coordinator or, in the absence of both, by the Girls Coordinator, or, in the absence of all three, by a chairman chosen by a majority of the Directors present. The Secretary of LBYSO or, in the Secretary's absence, any Director appointed by the presiding officer shall act as Secretary of the Board of Directors.

- I. Meetings of Directors shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws, with the Constitution of LBYSO, or with law.
- J. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, and hence of LBYSO, unless the Constitution or these Bylaws require a greater number or otherwise provide.

#### **Section 4.09. - Duties of Director Officers**

In general, it shall be the duty of all Directors:

1. To perform any and all duties imposed on them collectively or individually by law, by the Constitution of LBYSO, by these Bylaws, or by the Rules and Regulations (collectively, the "Governing Documents"), and such other duties during their term of office.
2. To employ such agent and employees as may be reasonably required from time to time to conduct the business or further the principles of LBYSO.
3. Provide for the orderly transition of newly elected board members by transferring league property, conveying information and providing general assistance.

##### **A. CHAIRMAN.**

The Chairman shall be the chief executive officer of LBYSO and shall in general, subject to the control of the Board of Directors, supervise and control the affairs of LBYSO. He shall perform all duties incident to his office and all other Directors are directly responsible and accountable to the Chairman for the performance of their duties and responsibilities. Without in any manner limiting the generality of the foregoing, the Chairman's duties and responsibilities shall include, but not be limited to, the following:

1. Complete responsibility and authority to conduct the business of LBYSO within the framework of the Governing Documents;
2. To ensure that all functions are carried out as set forth in the Governing Documents for the advancement of goodwill and sportsmanship in the organization;
3. To act as Chairman at all Board and General Membership meetings;
4. To appoint any special committee(s) which he or the Board deem necessary to carry out the functions of the organization; and,
5. To administer through subordinates, all of the organization's activities.

##### **B. BOYS AND GIRLS COORDINATORS.**

LBYSO shall be divided into a Boys League and a Girls League in the manner specified by the Rules and Regulations, with the exception that the PeeWee (K) Division may be either coed or separate for boys and girls as the Board may each year determine. The responsibility for coordinating the activities of each League shall rest with the Boys or Girls Coordinator, as appropriate. Their authority shall include the following:

1. To ensure that all Rules and Regulations and procedures of LBYSO are enforced;
2. To act as mediator when disputes arise;
3. To ensure that each coach has submitted his administrator forms and option requests one week prior to the division draft;
4. To help select coaches;

5. To communicate information to coaches;
6. To nominate Division Commissioners to aid the Board of Directors
7. The Girls Coordinator shall be responsible for the Pee Wee Division in the event it is to be coed; and
8. Any other actions that may be required to ensure the successful operation of their divisions.

**C. TREASURER and CHIEF FINANCIAL OFFICER.**

Subject to provisions of Article VI of these Bylaws, the Treasurer shall:

1. Be the chief financial officer of LBYSO and have charge and custody of, and be responsible for, all funds, securities and financial records of LBYSO, and deposit all such funds in the name of LBYSO in banks, trust companies, or other depositories as the Board may select;
2. Prepare a detailed budget to be adopted at an April Board meeting;
3. Receive, and give receipt for, moneys due and payable to LBYSO from any source whatever;
4. Disburse or cause to be disbursed the funds of LBYSO as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
5. Keep and maintain adequate and correct accounts of the organization's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
6. Exhibit at all reasonable times the books of account and financial records to any Director of LBYSO. on request therefore;
7. Exhibit at all reasonable times to any Voting Member, on written demand therefore for a purpose reasonably related to the interests of such member, the books of account and financial records of LBYSO. and shall exhibit said records at any time when required by the demand of ten (10) percent or more of the Voting Members;
8. Render to the Chairman and Directors whenever he or they request it an account of any or all transactions and of the financial condition of LBYSO; and,
9. Prepare, or cause to be prepared, and certify the financial statements to be included in an annual report to members.

**D. SECRETARY.**

The Secretary of LBYSO shall:

1. Secure the place for meetings and notify all appropriate parties;
2. Act as Secretary at all Board and General Membership meetings;
3. Certify and keep at the residence of the Secretary the original or a copy of LBYSO Governing Documents as amended or otherwise altered to date;
4. Take, prepare and distribute to all Board members minutes of all meetings of the Board and the members;
5. Take care of all LBYSO correspondence including league voice mail;
6. Keep at the residence of the Secretary a book of minutes of all meetings of the Directors and members, recording therein the time and place of holding, whether regular or special, and, if special, how authorize,. notice thereof given, the names of those present at Directors' meetings, the number of members present at members' meetings, and the proceedings thereof;

7. See that all notices are duly given in accordance with the provisions of these Bylaws or as may be required by law;
8. Be custodian of the records of LBYSO, with the exception of financial records which are the responsibility of the Treasurer;
9. Exhibit at all reasonable times to any Director or Voting Member of LBYSO on request therefore, the Governing Documents, and the minutes of the proceedings of Directors' and members' meetings; and,
10. Procure insurance to cover the league assets.

**E. HEAD COACH.**

The Head Coach shall:

1. Be responsible for recruiting, selecting, develop training, and upgrading LBYSO coaches, with the assistance of the other members of the organization;
2. Be responsible for ensuring that at least ten (10) hours of coaches' clinics shall be conducted prior to the start of each session's league play;
3. Ensure that each coach has a complete current copy of Rules & Regulations and Official Rules of Soccer at the beginning of each season; and
4. Be responsible for recommending to the Board the removal of any coach whose conduct or behavior is believed to be detrimental to the ideals of LBYSO.

**F. DIRECTOR OF REFEREES.**

The Director of Referees shall:

1. Be responsible for recruiting, developing, training and upgrading of LBYSO referees, with the assistance of other members of the organization;
2. Be responsible for coordinating referees for all games;
3. Be responsible for arranging a referee course to be taken prior to the start of each league season;
4. Be responsible to see that all referees are properly attired, and that they are provided with a complete current copy of Rules & Regulations and Official Rules of Soccer and that they show up on time at the games in proper attire; and.
5. Be responsible for ensuring that any referees who fail to properly discharge their duties to the ideals of LBYSO are removed from serving as a referee.

**G. FIELDS MANAGER.**

The Fields Manager shall:

1. Be responsible for obtaining all necessary permits to ensure an adequate number of playing fields for each season's(Fall and Spring) games, practices and other events;
2. Be responsible for setting up goals and properly lining all playing fields;
3. Ensure that all fields are ready for play 1/2 hour before game time;
4. Be responsible for having all equipment removed after the last game on each field;
5. Be responsible for the general appearance of the playing fields and post-game cleanup;
6. Be responsible for designating coaching areas and spectator areas as required;
7. Be responsible for scheduling of team practice times;
8. Be responsible for establishing and maintaining a lost and found for articles left on playing or practice fields;

9. Be responsible for maintaining a current inventory of league equipment; and,
10. Be responsible for replacement and/or acquisition of equipment as required.

#### **H. EQUIPMENT MANAGER.**

The Equipment Manager shall:

1. Recommend to the Board of Directors the following:
  - a. Approximate number of new uniforms required, cost and type to purchase;
  - b. Approximate number of practice and game balls required, cost, and type to purchase;
2. See that all teams are adequately supplied with complete sets of uniforms and 3 game balls;
3. Be responsible for seeing that all defective equipment is returned to the supplier of the defective equipment for proper replacement, repair, or reimbursement.

#### **I. BOYS AND GIRLS REGISTRAR.**

The Registrars shall:

1. Supervise and be responsible for proper registration of all players and members;
2. Serve as chairman of the Draft Committee; and
3. Perform the role and functions of Assistant Secretary when called upon;
4. Be responsible for the actual draft of players and conduct of the draft meetings;
5. Be responsible for the preparation and dissemination of all information required by the District Risk Management Coordinator of CYSA-S; and,
6. To inform the Board of any changes in the Risk Management Policies of CYSA-S.

#### **J. STATISTICIAN.**

The Statistician shall:

1. Be responsible for maintaining up to date accurate records of all league statistical date;
2. Be responsible for establishing a valid player rating system to insure team balance as much as practicable;
3. Be responsible for establishing playing schedules and distributing them to coaches; and
4. Oversee the dividing of the Red/Blue Divisions, as required.

#### **K. TEAM PARENT COORDINATOR.**

The Team Parent Coordinator shall:

1. Ensure that each coach appoints at least one team parent per team;
2. Coordinate, educate and supervise team parents in the following responsibilities:
  - a. Distribution of schedules and other materials to the coaches and players;
  - b. Collection of monies for special events or other purposes as directed by the Board;
3. Perform the role and functions of Assistant Secretary when called upon; and,
4. Be responsible for the preparation and distribution of the Team Parent Notebook,
5. Supervise and coordinate volunteers in to make them available for LBYSO activities.

**L. WAYS & MEANS DIRECTOR.**

The Ways and Means Director shall:

1. Be responsible for ascertaining, establishing and administering all fund-raising and revenue generating activities of LBYSO, excepting registration fees and cultural exchange activities; and,
2. Perform the role and functions of Assistant Treasurer when called upon.

**M. SAFETY DIRECTOR.**

The Safety Director shall:

1. Be responsible for the bidding and obtaining all necessary insurance coverage for players, coaches, directors, members, and any other persons or concerns, public or private, as may be necessary or required for this unincorporated association;
2. Make available to proper parties all necessary claim forms;
3. Properly process in a timely manner all insurance claims that may be lodged;
4. Be responsible for obtaining and distributing all trophies and awards; and
5. Coordinate the first aid training policy for the league.

**N. PUBLICITY DIRECTOR.**

The Publicity Director shall:

1. Be responsible for the preparation and dissemination of all information released to the general public including Internet related publicity;
2. Be responsible for directing and administering registration publicity;
3. Be responsible for all photography of players and teams either covered by the registration fee or sanctioned by the Board;
4. Be responsible for the LBYSO newsletter; and,
5. Be responsible for the LBYSO yearbook, if any.

**O. CULTURAL EXCHANGE DIRECTOR.**

The Cultural Exchange Director shall:

1. Be responsible for coordinating all activities involving functions affecting LBYSO or select teams thereof with organizations or entities outside of LBYSO; and,
2. Be responsible for all fund raising activities involving cultural exchange functions.

**Duties of Division Commissioners**

1. Communicate information to the other coaches in their division, as well as pass information from the coaches to the Coordinators;
2. Collect game/sportsmanship scores in their divisions and report them as required;
3. Maintain running standings in their division as a double check to the Statistician's records;
4. Aid coordinator in preparation for season by ensuring administrator forms and option forms are turned in at least one week prior to draft for coaches in their division;
5. Attend their division rating meeting and aid statistician in collecting fair ratings for all players;
6. Aid in the scheduling and evaluation of referees as required in their division; and,
7. Attend Board of Directors meetings as frequently as possible.



## **ARTICLE V. - COMMITTEES**

### **Section 5.01. - Executive Committee**

The Board of Directors, by a two-thirds (2/3) vote of its authorized members, may designate three (3) or more of its number to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of LBYSO except the power to adopt, amend, or repeal the Bylaws, and provided that the designation of such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed on it or him, by law, or by the Governing Documents. By a majority vote of its members, the Board may at any time modify or revoke any or all of the authority so delegated, increase or decrease, but not below three (3), the number of Its members, and fill vacancies therein from the members of the Board. The Committee shall establish rules and regulations for its meetings and meet at such times as it deems necessary, provided that a reasonable notice of all meetings of the Committee shall be given to its members, and no act of the Committee shall be valid unless approved by the vote or written consent of a majority of its members. The Committee shall keep regular minutes of its proceedings and report the same to the Board from time to time as the Board may require.

### **Section 5.02. - Standing Committees**

LBYSO shall have the following Standing Committees which shall be chaired by the Director herein designated:

#### **A. Draft Committee –**

1. Purpose: To ensure the distribution of players in as fair and equitable manner as possible;
2. Members: Registrar, Statistician, Head Coach, Boys Coordinator, Girls Coordinator, and, for the purpose of deciding any disputes, the Chairman;
3. Chairman of the Draft Committee: Registrar; and,
4. Attendance: All members of the Draft Committee will be expected to be present throughout each draft session.

#### **B. Grievance Committee –**

1. Purpose: To settle all game disputes;
2. Members: One Director and four other Voting Members comprised of one referee, one coach and two other Voting members other than Directors, referees or coaches, to be appointed by, and to serve at the pleasure of, the Chairman; and
3. Chairman of Grievance Committee: A Director appointed by the Chairman.

#### **C. Coach Selection Committee –**

1. Purpose: To select coaches as may be required;
2. Members: Head Coach, Boys Coordinator, Girls Coordinator, and Chairman; and,
3. Chairman of Coach Selection Committee: Head Coach

### **Section 5.03. - Special Committees**

Special Committees for specific purposes or activities may be designated from time to time by the Chairman or by resolution of the Board of Directors. Chairman of such Committees shall be appointed by the Chairman.

### **Section 5.04. - Vacancies**

Vacancies on any Committee may be filled in the same manner as provided in the case of original appointments.

### **Section 5.05. - Quorum**

A majority of the whole Executive Committee or of a whole Standing Committee shall constitute a quorum of such Committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee. Unless otherwise provided in the designation of the Committee, Special Committees shall act under the direction of the respective Chairmen without any requirement as to a quorum.

### **Section 5.06. - Rules**

Each Committee may adopt rules for its own government and procedure not inconsistent with law, or the Governing Documents.

# **ARTICLE VI. - EXECUTION OF INSTRUMENTS, DEPOSITS, AND DISBURSEMENT OF FUNDS**

## **Section 6.01. - Execution of Instruments**

The Board of Directors, except as otherwise expressly provided In the Constitution or in these Bylaws, may by resolution authorize any officer or agent of LBYSO to enter into any contract and deliver any instrument in the name of and on behalf of LBYSO, and such authority may be general or confined to specific instances.

## **Section 6.02. - Checks and Notes**

- A. Except as otherwise specifically determined by resolution of the Board of Directors, as provided in Section 6.01, or as otherwise required by law, or any of the Governing Documents, checks, drafts, promissory notes, orders for the payment of money. and other evidences of indebtedness of LBYSO shall require two authorized signatures.
- B. There shall be three (3) generally authorized signatories of LBYSO: the Chairman, the Treasurer, and the Ways and Means Director.

## **Section 6.03. - Disbursement of Funds**

Any expenditure of more than \$50 will require a Purchase Order with proper approvals, using the following guidelines:

- A. Expenditures of up to \$100 may be approved by any Board Member as long as they do not exceed their budget;
- B. Expenditures of \$100 to \$200 shall require the additional approval of the Chairman of LBYSO; and,
- C. Expenditures in excess of \$200 will require the approval of the Board of Directors.

## **Section 6.04. - Purchase Order Procedures**

- A. All expenditures over \$50 must have a Purchase Order complete as follows in 4 copies:
  - 1. Name and address of vendor;
  - 2. Description of merchandise being purchased;
  - 3. Quantity being purchased;
  - 4. Unit price;
  - 5. Extended price by item;
  - 6. Total expenditure;
  - 7. Approval.
- B. The completed Purchase Order copies will be distributed:
  - 1. Original to vendor (expenditures of \$500 or more will require the vendor to sign the Purchase Order);
  - 2. One copy to the Treasurer as a notice of upcoming expenditure; and,
  - 3. Two copies for the preparer of the Purchase Order.
- C. Steps to complete the purchase:
  - 1. The original of the Purchase Order will be given to the vendor;

2. The copy that goes to the Treasurer will be kept in suspense as a notice of impending expenditure, and the Treasurer will follow-up with the originator of the Purchase Order when no Invoice has been received 30 days post delivery date;
3. When the merchandise is received, the originator shall verify that all items have been received and that we have been charged the contract price of the Purchase Order.
4. The packing slip and/or invoice will be attached to one copy of the Purchase Order and forwarded to the Treasurer to provide notification that the goods have been received and that the bill should be paid; and,
5. The remaining copy of the Purchase Order will be retained by the originator for his records and to aid in budget preparation for the next year.

## **ARTICLE VII. - BYLAWS**

### **Section 7.01. - Adoption, Amendment and Repeal**

These Bylaws shall become effective on their being signed by three-fourths of the original Directors as named in the Constitution, and, except for the "Super Majority" required to amend, repeal, or delete Section 2.04 hereof, they may be amended or repealed, in whole or in part, and new Bylaws adopted by the vote of a majority of the Voting Members present at any duly constituted meeting of Members. The requirements to amend, repeal, or delete Section 2.04 are set forth In Section 2.04 (f).

### **Section 7.02. - Certification and Inspection**

The original or a copy of the Bylaws, as amended or otherwise altered to date, certified by the Secretary of LBYSO shall be recorded and kept in a book which shall be kept at the residence of the Secretary, and such book shall be open to inspection by the members at all reasonable times.

## **ARTICLE VIII. - REPORTS, FISCAL YEAR, INSIGNIA, AND SEAL**

### **Section 8.01. - Annual Report and Financial Statement**

The Board of Directors shall cause a written annual report, including a financial statement, to be prepared and submitted at the annual meeting of members in February of each year. The report shall summarize the Association's activities for the preceding year and shall consist of a balance sheet as of December 31st, contain a summary of receipts and disbursements, be prepared in such manner and form as is sanctioned by sound accounting practices, and be certified by the Treasurer, or a public accountant.

### **Section 8.02. - Fiscal Year**

The fiscal year of the Association will be the calendar year.

### **Section 8.03. - Insignia and Seal**

The Board of Directors may adopt, use, alter, or cancel an LBYSO insignia or seal, or both, and by rule shall prescribe the time, manner, and place in which such insignia may be worn or used.

## **ARTICLE IX. - CONSTRUCTION**

As used in these Bylaws;

- A. The present tense includes the past and future tenses, and the future tense includes the present.
- B. The masculine gender includes the feminine and neuter.
- C. The singular number includes the plural, and the plural number includes the singular.
- D. The word "shall" is mandatory and the word "may" is permissive.
- E. The words "Directors" and "Board" as used in these Bylaws in relation to any power or duty requiring collective action, mean "Board of Directors."