

MASON-DIXON SOCCER LEAGUE, INC. CONSTITUTION

Article I (Name of Organization)

The name of this organization shall be the Mason-Dixon Soccer League, Inc. (hereafter referred to as the M.D.S.L.).

Article II (Affiliation)

The M.D.S.L. is affiliated with local, state and national youth soccer leagues. Affiliations will be defined in the bylaws.

Article III (Purpose)

The Purpose of the M.D.S.L. is to promote, foster, and perpetuate the game of soccer on the youth level; to play the game according to the highest standards of good sportsmanship; to provide instructional, recreational and competitive levels of soccer for the residents of Southern York County and vicinity.

Article IV (Membership)

The membership of the M.D.S.L. shall be open to any of the following who are in good standing: youth soccer players and their parents or guardians, coaches, trainers, managers, administrators, volunteers, officials, and Board members. Voting membership shall be limited to members of the Board of Directors (hereafter referred to as "the Board").

An individual shall retain membership for the sports year in which they are participating plus the next full year, as long as the member remains in good standing.

Article V (Board of Directors)

Section 1: Officers

The officers of the M.D.S.L. who shall also compose the Board of Directors, shall consist of the following members:

Elected officers:

- 1.1.1.1. President
- 1.1.1.2. Fields Coordinator
- 1.1.1.3. 4th-12th Grade Intramural Coordinator

- 1.1.1.4. Games Commissioner
- 1.1.1.5. Indoor Soccer Coordinator
- 1.1.1.6. K-3 Intramural Coordinator
- 1.1.1.7. Secretary
- 1.1.1.8. Spring Soccer Coordinator
- 1.1.1.9. Travel Coordinator
- 1.1.1.10. Travel Registrar
- 1.1.1.11. Treasurer
- 1.1.1.12. Uniform Coordinator
- 1.1.1.13. Website Administrator

Other members of the Board: As defined in Article V, Section 7.

Board Advisor: Past President

No Board member shall have more than one vote on the Board, regardless of the number of positions held.

Section 2: Elections

The officers shall be elected to two year terms at the Organizational Meeting. Group A officers and Group B officers shall be elected in alternating years with Group A officers being up for election beginning with the first Organizational Meeting held subsequent to ratification of the Constitution.

The following offices shall be considered Group A offices:

1. President
2. Games Commissioner
3. Indoor Soccer Coordinator
4. K-3rd Grade Intramural Coordinator
5. Secretary
6. Travel Registrar
7. Website Administrator

The following offices shall be considered Group B offices:

8. Fields Coordinator
9. 4th-12th Grade Intramural Coordinator
10. Spring Soccer Coordinator
11. Travel Coordinator
12. Treasurer
13. Uniform Coordinator

The position of Executive Vice President shall be elected annually. Eligibility for Executive Vice President shall be restricted to elected M.D.S.L. Board members in good standing as specified in Article V, Section 1.

A plurality of votes by qualified members present and in good standing shall be necessary for election. Prior consent of nominees must be obtained. The officers shall be

elected at this meeting by ballot or by voice vote if no objection is raised. Nominees must be current members of the M.D.S.L.. The President shall count the votes and announce the results.

Section 3: Vacancies

If a vacancy exists for any office, other than President, Executive Vice President, or Vice President, during an unexpired term of office, a replacement shall be appointed by the President. The President shall submit the name of the appointee to the Board. This appointment shall be ratified by a majority vote of the Board within sixty (60) days. The appointee shall retain the position as an ex-officio elected member for the duration of the elected term of office.

Section 4: Removal from Office

An officer of the M.D.S.L. may be removed from office by a 2/3 (two-thirds) majority of the entire qualified membership voting in person. An officer may be removed for cause only after an appropriate hearing before the Board. An officer or committee chairperson may be removed after four consecutive absences from scheduled meetings.

Section 5: Duties of Officers

President

The President shall preside at all meetings of the M.D.S.L.; enforce the constitution, bylaws and such rules and regulations which may be enacted by the M.D.S.L.; call such meetings to order as are herein provided; cast a deciding vote on all issues at any meetings of the Board; supervise the affairs of the M.D.S.L.; sign all warrants for the payment of monies in excess of \$1,000.00 (one thousand dollars) with the treasurer; act as chairman of the executive committee of the Board; act as ex-officio member of all committees with voice only; sign all contracts and documents with the secretary and be the official representative of the M.D.S.L. in all legal and other matters.

The President shall be one member of the five (5) member committee responsible for the annual selection of Travel team coaches.

In addition to the above, the president may represent or appoint a representative for the M.D.S.L. at the following:

- a) All Sports Booster Club & Appropriate subcommittee Meetings
- b) S.R.R.B., Borough & Township Meetings (as needed)
- c) Regional Workshops of the affiliated leagues.
- d) Conferences of the affiliated leagues.

The President shall appoint all committees and chairpersons and perform such other duties as the league may from time to time direct.

Executive Vice-President

The Executive Vice-President shall perform all the duties and exercise all the powers of the President during his or her absence or incapacity, and in the event that the office of President shall become vacant, the Executive Vice-President shall succeed to the position of President and shall call for a special election for the offices of President and Executive Vice President to be held within sixty (60) days.

Vice-President

The Vice-President shall be the current Board member who has served in an elected position, without interruption, for the longest duration and is not the current President or Executive Vice President. The Vice-President shall perform all the duties and exercise all the powers of the President in the absence of the President and Executive Vice-President.

Fields Coordinator

The Fields Coordinator shall be directly responsible for coordinating volunteers to ensure that fields are created, maintained, lined and properly marked according to M.D.S.L. and affiliated league guidelines; shall inspect goals and nets for damage and/or need of replacement; shall present a budget request to the treasurer to properly maintain fields.

4th Grade – 12th Grade Intramural Coordinator

The 4th-12th Grade Intramural Coordinator shall be directly responsible for overseeing the operation of the 4th-12th Grade divisions; shall assist the Website Administrator with fall Soccer registration; shall oversee the instruction of coaches in that program; shall also form and set teams, schedule practices, resolve any disputes within the division; shall sit on the Laws Committee; shall coordinate with the Spring and Indoor Coordinators to provide assistance in the creation of teams; shall work with the treasurer to create a budget for projected expenses; shall be present (or provide representation) at any championship games within that division.

Games Commissioner

The Games Commissioner shall be responsible for all scheduling of intramural games and tournaments; schedule the referees, hold clinics for them and supervise them during the season; reschedule games when necessary; oversee the year end tournament and be present at the championship games; shall serve as chair of the Laws Committee; shall be responsible for managing disciplinary issues that arise during all seasons and during the tournament; may coordinate with the Spring and Indoor Coordinators on the assignment and scheduling of referees and games.

Indoor Soccer Coordinator

The Indoor Soccer Coordinator shall be directly responsible for overseeing the operation of the Indoor Soccer Program; shall assist the Website Administrator in the registration of the players for Indoor Soccer; shall oversee the instruction of coaches in that program; shall work with school district to secure facilities for the season; shall sit on the Laws Committee; shall coordinate with the Spring, K-3 and 4-12 Intramural Coordinators to provide assistance in the creation of teams; shall schedule games; shall coordinate with the Games Commissioner for the scheduling of referees and games; shall form and set teams;

shall resolve any disputes within the division; shall work with the treasurer to create a budget for projected expenses.

K-3rd Grade Intramural Coordinator

The K-3 Division Coordinator shall be directly responsible for overseeing the operation of the K-3rd Grade divisions; shall assist the Website Administrator with fall soccer registration; shall oversee the instruction of coaches in that program; shall also form and set teams, schedule practices, resolve any disputes within their division; shall sit on the Laws Committee; shall coordinate with the Spring and Indoor Coordinators to provide assistance in the creation of teams; shall work with the treasurer to create a budget for projected expenses; shall be present (or provide representation) at any championship games within that division.

Secretary

The Secretary shall keep a record of all proceedings of the M.D.S.L.; shall keep attendance record at all meetings of the Board and executive Board committee; hold the official copy of the constitution and bylaws and a record of all amendments thereto; disseminate to the Board any proposed changes to constitution within 5 days of receipt; record minutes of meetings of the Board, the executive committee, and present them for approval at the following meeting; collect and preserve a record of minutes of committee meetings; conduct the necessary correspondence incidental to the M.D.S.L. business. In addition, the Secretary shall maintain copies of all current forms, Board member lists, and all other forms used by M.D.S.L. (e.g. coach handouts, letters to team parents, etc.) and be directly responsible for other duties assigned by the President.

Spring Soccer Coordinator

The Spring Coordinator shall be directly responsible for overseeing the operation of the Spring Soccer Program; shall assist the Website Administrator in the registration for the Spring Soccer participants; shall sit on the Laws Committee; shall coordinate with the Indoor, K-3 and 4-12 Intramural Coordinators to provide assistance in the creation of teams; shall schedule games; shall oversee the instruction of coaches in that program; shall coordinate with the Games Commissioner for the scheduling of referees and games; shall form and set teams; shall resolve any disputes within the division; shall work with the treasurer to create a budget for projected expenses.

Travel Coordinator

The Travel Coordinator is responsible for organizing the tryouts for travel; gathering evaluators for these tryouts; work with the travel registrar in organizing tryouts; attend affiliated league meetings each month and report back to the full Board on the findings; present a budget to the league treasurer on projected expenses for the year; assign fields for practices and games; shall serve as a member of the travel committee; shall calculate player rankings and report these results to the travel committee for approval prior to the selection of travel teams.

Travel Registrar

The Travel Registrar will work with the Travel Coordinator in organizing tryouts for travel; be responsible for all registration processes required by affiliated league for travel; communicate with all required forms; aide in registering teams for M.D.S.L. selected tournaments; shall relay all pertinent information to coaches regarding travel; shall serve as a member of the travel committee.

Treasurer

The Treasurer shall have charge of the financial affairs of the M.D.S.L.; keeping accurate financial records and shall present a detailed report of the league's financial position at each Board meeting; shall prepare and present budget, with advice from the other officers of the Board, at the organizational meeting; shall deposit all monies in the name of the M.D.S.L. with a depository which shall be designated by the M.D.S.L.; execute receipt for all such monies which are paid to him/her, including registration fees; liquidate all bills against the M.D.S.L. after same have been approved by the Board and after he/she has received properly executed warrants for that purpose. Warrants in excess of \$1,000.00 (one thousand dollars) must be countersigned by the President.

Uniform Coordinator

The Uniform Coordinator shall be responsible for the procurement of and coordinating the distribution of all uniforms for all league programs.

Website Administrator

The Website Administrator shall oversee the maintenance of the web site, serve as a liaison between the league and its website provider, as well as coordinate the website for all programs' registration throughout the year; shall work with the Secretary to ensure all league documents are preserved online.

Section 6: Advisor

Past President

The office of the Past President shall be assumed by the out going President of the M.D.S.L. and the term of Office shall be limited to two years. This officer provides continuity between the old and new administrations and acts as an advisor on previous policies and procedures of the Board. The Past President shall be an ex-officio member of the Board with voice and vote. The Past President shall be one member of the (5) five-member committee responsible for the annual selection of the Travel team coaches. If the Past President currently holds another position on the Board, this position shall not be filled.

Section 7: Other Members of the Board

Additional positions may be created by the Board with a 2/3 majority vote. Nominations shall be confirmed by a simple majority of the board. These shall be ex-officio Board positions with voice and vote. Titles, duties and term of office shall be defined in the league bylaws.

Article VI (Committees)

Section 1: Standing Committees

Executive Committee

The President shall preside as chairperson of the executive committee of the Board. The committee shall conduct league business between meetings of the Board. This committee shall also serve as the bylaws committee and rule on all unresolved business. The quorum necessary for the executive committee to conduct business is three members. The executive committee is composed of the President, Executive Vice President, Secretary, Treasurer and one additional elected Board member as defined in Article V, Section 1.

Travel Committee

The President shall appoint a travel committee of five (5) members. It shall include the President, Past President, Travel Registrar, Travel Coordinator and one other current member of the Board of Directors. If the Past President position is vacant, the President shall appoint another member to the committee. Three members present at a committee meeting shall be required for a quorum.

The committee shall be responsible for:

- 14. Reviewing applicants and selecting travel coaches
- 15. Scheduling travel tryouts for upcoming season
- 16. Developing travel regulations and policies for presentation to the Board

Laws Committee

The Laws committee shall be composed of the Games Commissioner, K-3rd Grade Intramural Coordinator, 4th-12th Grade Intramural Coordinator, Indoor Soccer Coordinator, and Spring Soccer Coordinator. Three members present at a committee meeting shall be required for a quorum.

The committee shall be responsible for the following:

- 17. Creation and modification of the the M.D.S.L. rules for each season and age group.
- 18. Enforcement of the Laws of the Game (FIFA) as amended by the M.D.S.L.
- 19. Advising the Board of unresolved grievances involving the rules**

Section 2: Ad-Hoc Committees

The Board may form committees when necessary to accomplish specific short term or long term goals. Committees shall have duties defined in the bylaws and will have a chairperson assigned

Article VII (Bylaws)

The Board of Directors shall have the power to adopt bylaws regulating the affairs of the M.D.S.L., including but not limited to: creating appointed Board positions, prescribing the duties of the officers of the Board, describing the function of ad-hoc committees, and creating policy and procedure for the league. The bylaws shall not be inconsistent with this Constitution. All such bylaws must be submitted to the Board in writing for a vote. Bylaws shall be approved, amended and repealed by simple majority vote of Board members in good standing. Bylaws shall be enforced by and upon all league members.

Article VIII (Meetings)

Section 1: Organization

Five elected Board members and two additional Board members shall constitute a quorum for all meetings unless otherwise specified in this document or in the bylaws.

Minutes shall be taken at all meetings and shall be submitted to the Secretary at or before the next Board meeting.

Section 2: Organizational Meeting

Shall be held annually, between December 1st and January 31st with a scheduled date to be publicly announced no later than the November Board meeting. The meeting may be rescheduled by two-thirds vote of the Board.

Section 3: Board Meetings

The Board shall meet on the second Thursday of each month during the calendar year unless otherwise directed by the President.

Section 4: Executive Committee

The executive committee of the Board may meet at the discretion of the President.

Section 5: Standing Committees

The standing committees of the Board may meet at the discretion of the committee chairperson.

Section 6: Special Meetings

Special meetings of the league may be called by the President or upon written demand of the President by 25% of the members of the league in which case a meeting shall be called by the President within one week of such demand.

Article IX (Budget)

Management, preparation and approval of the budget shall be as follows:

- a) Budget requests shall be submitted in writing by the members of the Board, and selected committee chairpersons to the Treasurer upon request.
- b) The Treasurer will prepare a budget annually and will have it ready for presentation to the Board on or before December 1.
- c) The Board shall have sixty (60) days from the date of the Organizational Meeting to approve the budget. A simple majority of Board members in good standing shall be required to approve the budget.

Article X (Nonprofit Provisions)

Section 1: Said corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Section 2: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (include the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Section 3: Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future

federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

Article XI (Officers and Directors Indemnification Rights)

The corporation shall indemnify each of its directors and officers whether or not then in service as such (and his or her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a director or officer of the corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duty as director or officer by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office. The right to indemnify for expense shall also apply to expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all rights to that which such director or officer may be entitled.

Article XII (Directors Limitations on Liability)

A Director of the corporation shall stand in a fiduciary relation to the corporation and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

- 1) One or more officers of the corporation whom the director reasonably believes to be reliable and competent in the matters presented.
- 2) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.
- 3) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual directors may, in considering the best interests of the corporation, consider the effects of any action upon suppliers and customers of the corporation and upon communities in which offices or other establishments of the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

A director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- 1) The director has breached or failed to perform duties of his or her office under this section; and
- 2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to:

- 1) The responsibility or liability of a director pursuant to any criminal statute; or
- 2) The liability of a director for the payment of taxes pursuant to local, state or Federal law.

Article XIII (Ratification & Amendment)

Section 1: Ratification

This Constitution shall be ratified and effective upon a 2/3 vote of the qualified membership. Upon ratification, previously elected Board members shall remain in office and shall become ex-officio elected members of the Board for the duration of their term of office. Elected Board positions that are held by interim or appointed members shall become ex-officio elected members of the Board for the duration of their term of office.

Section 2: Amendment

The Constitution may be amended or repealed by a vote of 2/3 majority of those present at any Board meeting. Any proposed changes to the Constitution shall be

presented, in writing, to the Secretary. The Board shall not vote to ratify the Amendment until forty-five (45) days after it has been presented.

Section 3: Continued operation

In the event this Constitution is repealed, it shall remain in effect until a new Constitution has been ratified.

Amendment I

The position of Indoor Coordinator as defined in Article V, Section 5 is eliminated from the MDSL Board of Directors.