

# PETOSKEY YOUTH SOCCER ASSOCIATION

## BY-LAWS

### ARTICLE I NAME AND PURPOSE

#### **Section 1. NAME**

The name of the organization shall be the **PETOSKEY YOUTH SOCCER ASSOCIATION** hereinafter called PYSA.

#### **Section 2. MISSION AND PURPOSE**

The mission of PYSA is to provide a positive and challenging life experience through recreational and competitive soccer for the Petoskey area and Northern Lower Michigan by participation in local, regional and state league and tournament play. Its purpose is to promote mental and physical fitness, develop self and community pride, teach sportsmanship and to provide the youth of the Petoskey area the opportunity to participate in an organized program of soccer. The activity is dedicated to the teaching of the skills of soccer, as well as an understanding and appreciation of the game. Good physical health habits and good mental attitudes shall be encouraged for all participants in PYSA programs. To achieve its mission and purpose the PYSA shall specifically seek:

- A. To provide a comprehensive youth soccer program for all youth within our defined geographic boundaries.
- B. To encourage and provide for parental and community support in the instructional and competitive aspects of a youth soccer program.
- C. Through such a program, to support the growth and development of our youth and the development of the sport of soccer.
- D. PYSA shall not discriminate nor condone discrimination on the basis of race, color, creed, national or ethnic origin.
- E. PYSA may be an affiliated league of and comply with the authority of the Michigan State Youth Soccer Association (MSYSA) and the United States Youth Soccer Association (USYSA) and the United State Soccer Federation (USSF).

### ARTICLE II POWERS AND RESTRICTIONS

#### **Section 1. POWERS**

To carry out the above purposes, PYSA shall have the power:

- A. To solicit and receive grants, contributions, and other property.
- B. To enter into contracts.
- C. To engage needed personnel and services.
- D. To acquire, own, control, maintain and improve real or personal property as may be required to carry out the above-mentioned purposes of this corporation.
- E. To do all acts necessary to carry out the above purposes.

**Section 2. RESTRICTIONS ON POWERS**

- A. No part of the money or other property received by the corporation from any source, including its operations, shall inure to the benefit of or be distributed to members of its board, officers, or other private persons, except that the corporation may pay reasonable compensation for services rendered and make payments and /or distributions in furtherance of the purposes set forth in these By-Laws.
- B. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as may be allowed under Section 401 of the Internal Revenue Code of 1954, as amended: and the corporation shall not participate in any political campaign on behalf of or in opposition to any candidate for public office, unless current regulations are modified to permit these activities.
- C. Notwithstanding any other provisions of these by-laws, this corporation shall not carry on any activities not permitted to be carried out by a corporation exempt from federal income tax under Section 501 ( c) (3) of the Internal Revenue Code of 1954, as amended, or by a corporation which may receive contributions which are deductions as to their donors under Section 170 ( c) (2) of the Internal Revenue Code of 1954, as amended.
- D. No monies shall be loan or pledged without the approval of the PYSA Board of Directors.

**ARTICLE III  
MEETINGS OF THE CORPORATION AND MEMBERSHIP**

**Section 1. ANNUAL MEETINGS (AGM)**

An annual meeting of the corporation shall be held once per year on a date determined by the Board for the purpose of determining the number of Directors, electing the Board of Directors and for the transaction of such other business as may come before the meeting.

**Section 2. NOTICE OF MEETING**

Notice of the date, time, place and object(s) of the annual meeting shall be given by means designed to inform all members of the meeting, including but not limited to: e-mail, first class mail addressed to each member entitled to vote at the meeting. In each instance, the notice shall be given not less than ten (10), nor more than thirty (30) days before the date of the meeting.

**Section 3. MEMBERSHIP**

- A. Membership in PYSA is granted to all those 18 years of age and older who actively participate in the activities of the organization either as a player, the parent/guardian of a player, a coach, assistant coach, or a referee; or anyone who demonstrates an interest in promoting and furthering soccer in Northwest Lower Michigan by volunteering his/her time or resources to PYSA.
- B. All players under 18 years of age shall have at least one (1) parent/guardian designated on the registration form as a member of PYSA. Additional parents/guardians may be designated by providing name and address information on the registration form or on a separate written statement submitted to the Director or Secretary of PYSA.

- C. Each registered member shall have one vote. Members must be present at the Annual General Meeting to vote.
- D. A special meeting may be called upon petition of the membership, signed by at least 40% of current registered members, or upon request of the Board of Directors by a majority vote.

## **ARTICLE IV DIRECTORS**

### **Section 1. GENERAL POWERS**

The policies for managing the affairs of the corporation shall be established by the board of directors, which shall have full legal responsibility for determining, implementing and monitoring policies governing the operation of the corporation, consistent with the PYSA Mission and Purpose.

- A. The Board will consist of the following: President, Vice President, Secretary, Treasurer and at least three elected directors, plus a non-voting executive director if one has been appointed.
- B. The Board of Directors shall have the power to select and employ an executive director who shall be responsible to the Board of Directors, [through the president -deleted] for the administrative operation of PYSA. The board of directors shall delegate to the executive director the authority for operation of PYSA in accordance with the policies established by the board of directors.
- C. Board of Directors shall have the power to adopt an annual financial budget for PYSA.

### **Section 2. ELECTION OF DIRECTORS**

Members of the board of directors shall be elected at the Annual Meeting of the Corporation-Annual General Meeting. Prior to the Annual General Meeting, the board of directors shall create a Nominating Committee. The Nominating Committee shall make nominations of persons for election as directors of the corporation. The Annual General Meeting shall be held during the fourth week of October each year, unless the Board of Directors determines and votes to change the date of the Annual General Meeting as may be needed for the work of the Nominating Committee. All PYSA members shall be notified at the time of player registration of his/her right and opportunity to be considered by the nominating committee for election to the board and of the need to express that interest in writing to the executive director, who shall then furnish the name of the interested individual to the nominating committee. The list of nominees ultimately selected by the committee shall be submitted to the board of directors not less than twenty (20) days prior to the annual meeting. Additionally, anyone desiring to become a candidate for election may present a nominating petition to the nominating committee not less than thirty (30) days prior to the annual meeting of the corporation. No nomination other than those by the nominating committee or by a nominating petition as above described will be permitted.

- Section 3.** **NUMBER, TENURE AND QUALIFICATIONS**  
The board of directors of the corporation shall consist of at least seven (7) members and not more than fifteen, each of whom shall be elected for a term of two (2) years. At each annual meeting half of the directors shall be elected for two (2) year terms.
- Section 4.** **REGULAR MEETINGS**  
Regular meetings of the board of directors shall be held at least bi-monthly at such a location as may be determined by the board of directors or the executive director.
- Section 5.** **SPECIAL MEETINGS**  
Special meetings of the board of directors may be called by or at the request of the president, or in his/her absence or inability to act, by a vice president or any three (3) directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.
- Section 6.** **NOTICE**  
Notice of any special meeting of the board of directors shall be given at least five (5) days previous thereto personally, by e-mail, fax or by 1<sup>st</sup> class mail to each director at his or her address as shown by the records of the corporation or at such address as indicated to the executive director. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction or any business because the meeting is not lawfully called or convened. The business to be transacted at and the purpose of any special meeting of the board shall be specified in the notice or waiver of notice of such meeting. A written record or minutes shall be all special meetings shall be made and presented to the full board of directors at its next regular meeting.
- Section 7.** **QUORUM**  
One half (1/2) of the board of the directors shall constitute a quorum for the transaction of business at any meeting of the board. A director may participate in a meeting by means of a conference telephone or similar communication equipment, by means of which all persons participating in the meeting can hear each other and their participation shall constitute presence at the meeting. If at any meeting of the board there shall be less than a quorum present, a majority of those present may adjourn the meeting until a quorum shall have been obtained.
- Section 8.** **MANNER OF ACTING**  
The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, these by-laws or the articles of incorporation.
- Section 9.** **VACANCIES**  
Any vacancy occurring in the board of directors by any reason or by an increase in the number of directors shall be filled by the board of directors from persons recommended by the nominating committee. A director elected to fill a vacancy shall be elected for the remainder of his predecessor's term in office.

**Section 10. RESIGNATION**

Any director of the corporation may resign at any time by giving written notice to the president or to the board of directors. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 11. REMOVAL**

Any officer/director elected at the AGM or appointed by the board of directors in the event of a vacancy may be removed by a majority vote of the board of directors whenever in its judgment, the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

The absence of any director from three (3) consecutive board meetings shall result in the automatic removal of the director. He or she may request reinstatement at the next regularly scheduled board meeting, and be reinstated by an affirmative vote of two-thirds (2/3) of the directors present. When a board member misses his/her second consecutive regular scheduled meeting the Secretary shall send to him/her a letter explaining that one more missed meeting may result in his/her dismissal from the Board.

**Section 12. INFORMAL ACTION OF DIRECTORS**

Any action required to be taken at a meeting of the directors of the corporation, or any other action which may be taken at a meeting of directors, may be taken without a meeting if consent setting forth the action so taken shall be given by a majority of the directors entitled to vote with respect to the subject matter thereof. Such action may then be taken by telephone, conference call, electronic polling or fax. Approval of the matter at issue shall be only by an affirmative vote by two-thirds of the board members. A record of the directors involved, the action taken, and the means of voting used shall be recorded and submitted at the next regular meeting of the board of directors.

**Section 13. LIMITATION OF LIABILITY OF VOLUNTEER DIRECTORS, VOLUNTEER OFFICERS AND OTHER VOLUNTEERS, AND ASSUMPTION OF CERTAIN LIABILITIES BY THE CORPORATION**

- A. A volunteer director or volunteer officer, as those terms are presently defined or used in the Michigan Nonprofit Corporation Act (the Act), shall have no personal liability to the Corporation or its directors or members, if any, for monetary damages for a breach of the director's or officer's fiduciary duty: provided, however, that this provision does not eliminate or limit the liability of a director or officer for any of the following:
1. A breach of the director's or officer's duty of loyalty to the Corporation or its directors or members, if any;
  2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
  3. A violation of section 551(1) of the Act;
  4. A transaction from which the director or officer derived an improper personal benefit;
  5. An act or omission occurring before the effective date of this amendment; and
  6. An act or omission that is grossly negligent.

The Act defines a volunteer director as a director who does not receive anything of the more than nominal value from the Corporation for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by a director in his or her capacity as a director, if and to the extent approved by the Board of Directors.

- B. In addition to and without in any way limiting paragraph A above, the Corporation hereby assumes all liability to any person other than the Corporation or its directors or members, if any, for all acts or omissions of a volunteer director or volunteer officer, as those terms are presently defined or used in the Act, incurred in good faith in the performance of the director's or officer's duties; provided, however, that the Corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the Corporation as an organization described in the Internal Revenue Code of 1954 or the corresponding provisions of a future United States Internal Revenue Law.
  
- C. In addition to and without in any way limiting paragraphs A and B above, the Corporation hereby assumes the liability for all acts or omissions of any volunteer director, volunteer officer, or any other volunteer, as those terms are presently defined or used in the Act, occurring on or after the effective date of this amendment if all of the following are met:
  - 1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
  - 2. The volunteer was acting in good faith;
  - 3. The volunteer's conduct did not amount to gross negligence or willful or wanton misconduct;
  - 4. The volunteer's conduct was not an intentional tort; and
  - 5. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.A nondirector volunteer is presently defined in the Act to mean an individual, other than a volunteer director, performing services for a nonprofit corporation who does not receive compensation or any other type of consideration for the services other than reimbursement for expenses actually incurred.
  
- D. If the Act is amended after the effective date of this amendment to authorize the further elimination or limitation of the liability of volunteer directors, volunteer officers, or any other volunteers of nonprofit corporations, then the liability of volunteer directors, volunteer officers and any other volunteers, in addition to the limitation, elimination and assumption of personal liability contained in this Section 13, shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the Corporation as an organization described in Section 501 ( c ) ( 3 ) of the Internal-Revenue Code of 1954 or the corresponding provisions of a future United States Internal Revenue Law. No amendment or repeal of the Section 13 shall apply to or have any effect on the liability or alleged liability of any volunteer directors, volunteer officers, or any other volunteers of the Corporation for or with respect

to any acts or omissions of such person occurring prior to the effective date of any such amendment or repeal

## **ARTICLE V OFFICERS**

No member of the Board of Directors shall act as a spokesperson for PYSA. A Board member shall notify the other board members in advance of community meetings at which PYSA participation is planned so that any board member may participate if he/she desires.

### **Section 1. PRESIDENT**

In accordance with and in furtherance of policies adopted by the Board, the President shall:

- A. Preside at all meetings of the board and at the annual general meeting.
- B. Be an ex-officio member of any committee established within the organization but shall not act as its chairman. The President must be advised by each committee chairperson of the date, time and place of any and all meetings. Copy of all correspondence from all committees will be sent to the President.
- C. Be responsible for day-to-day operation of PYSA, which may be delegated to the executive director.
- D. Coordinate the activity of the total organization and have the authority to delegate responsibility, as it becomes necessary.
- E. Have the authority to take disciplinary action, as prescribed by the By-Laws or other rules and regulations, against any coach, player, referee or parent.
- F. Have the authority to authorize expenditures of up to \$500.00 per occasion without the prior approval of the Board, but shall report said expenditures to the board at the next regular meeting.
- G. Be responsible for or delegate the securing all playing fields from proper authorities.
- H. Promote PYSA and the game of soccer within the community.
- I. To execute legal documents authorized by the Board of Directors
- J. Provide an annual report at the annual general meeting.

### **Section 2. VICE PRESIDENT**

The Vice President shall preside and act in the absence of the President and shall:

- A. Assist the president in the discharge of his or her duties, as the president may direct.
- B. Perform such other duties as from time-to-time may be assigned to him or her by the president or by the board.
- C. In the absence of the president or in the event of his or her inability to act, the vice president shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

**Section 3. TREASURER**

In the absence of a volunteer treasurer, the Board of Directors shall arrange for and hire an individual or entity to perform the functions of the Treasurer.

The treasurer shall be the principal accounting and financial officer of the corporation and shall:

- A. Keep a receipt and accounting of all monies which shall be deposited in a recognized financial institution in the name of PYSA. All accounts shall be paid by check and bear the signatures of one of the following: the President, the Treasurer or the Executive Director. All accounting records shall be produced when required by the Board. The Treasurer will maintain an up-to-date statement of all accounts.
- B. Give a report at all board meetings and at the annual general meeting.
- C. Prepare an annual financial statement each December 31 or at the end of his/her term of office if prior to December 31.
- D. Assure that taxes are filed on a timely bases and that PYSA financial audits are arranged and prepared as may be directed by the Board.

**Section 4. SECRETARY**

The secretary shall record the minutes of the meetings of the board of directors. And shall:

- A. Keep an accurate record of all board and general membership meetings.
- B. Provide copy of minutes of each meeting to the Executive Director prior to the next meeting.

**ARTICLE VI  
COMMITTEES**

**Section 1. AUTHORITY TO ESTABLISH COMMITTEES**

The board of directors, by resolution adopted by a majority of directors in office at the annual meeting, shall designate and appoint committees as deemed necessary.

**Section 2. STANDING COMMITTEES**

The standing committees will consist of executive, finance, nominating and travel team advisory.

- A. *Executive committee*  
The executive committee shall consist of the president, vice-president, secretary, treasurer and executive director of PYSA. The executive committee shall meet as required to assist in the day to day management of the corporation. All actions shall be subject to ratification by the board of directors at the next scheduled meeting.



*B. Finance committee*

The treasurer shall be chairperson of the finance committee and the committee shall concern itself with the finances of the corporation and shall periodically scrutinize the financial condition of the corporation and report thereon to the board of directors.

*C. Nominating committee*

This committee shall prepare and submit to the Board of Directors a list of nominated candidates for the open Board of Director seats and also those who have expressed an interest in serving on the Board. This list shall be submitted at the board meeting held prior to the Annual General Meeting. If there are more individuals interested in the seats then open on the Board of Directors then the Board shall vote on which nominated and interested individuals to place on the ballot for election at the Annual General Meeting. This committee shall also recommend to the board of directors a nominee for any vacancy, however created, which shall arise on the board of directors.

*D. Travel team advisory committee*

The Travel Team Advisory Committee shall consist of three (3) board members who are not coaches and two (2) coaches who are not board members. This committee shall deal with issues that arise within the travel teams, their coaches, parents and players. The Travel Team Advisory committee shall make recommendations concerning any of the aforementioned issues to the board of directors.

**Section 3. TERM OF OFFICE**

Each member of a committee shall continue as such until his or her successor is appointed or resignation is accepted.

**Section 4. ADDITIONAL COMMITTEES**

The board of directors may from time-to-time appoint committees whose powers, terms of office, and rules of procedure shall be determined by the board. Any such committee may be abolished or any member removed (with or without cause) at any time by the board.

**Section 5. VACANCIES**

Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

**Section 6. QUORUM**

Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum 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.

**Section 7. RULES**

Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the board of directors.

**ARTICLE VII  
CONTRACTS, DEPOSITS AND FUNDS**

**Section 1. CONTRACTS**

The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

**Section 2. DEPOSITS**

All funds of the corporation shall be deposited from time-to-time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

**Section 3. GIFTS**

The board of directors may accept of behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any specific purpose of the corporation.

**ARTICLE VIII  
BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors. Any member, or his or her agent or attorney may inspect all books and records of the corporation, for any proper purpose at any reasonable time.

**ARTICLE IX  
FISCAL YEAR OF CORPORATION**

The fiscal year of the corporation shall be the calendar year.

**ARTICLE X  
SEAL**

The corporation seal shall have inscribed thereon the name of the corporation and the words ACorporate Seal, Michigan@.

**ARTICLE XI  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Michigan or under the provisions of the Articles of Incorporation or by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XII  
AMMENDMENTS**

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the board of directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the law or the articles of incorporation.

**ARTICLE XIII  
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the corporation, all assets of the corporation in excess of the liabilities of the corporation shall be distributed to an organization or corporation selected by the board of directors, which shall be an organization or corporation exempt from federal income taxation under Section 501 (c) ) (3) of the Internal Revenue Code of 1954 (as amended) or any similar successor provision.

**ARTICLE XIII  
EFFECTIVE DATE**

These by-laws shall become effective immediately on their adoption by the corporation.

[These By- Laws approved by PYSA Board of Directors at meeting on March 21, 2005]