

Delaware Soccer Club

By-Laws

Article I

Offices

The principle office of the Delaware Soccer Club (hereinafter referred to as the “Club”) shall be in the City of Buffalo, County of Erie, State of New York. The Club may have offices at such other locations as the Board of Directors may from time to time determine or the business of the Club may require.

Article II

Purposes

1. The general purpose of the Club is to promote interest and participation in the game of soccer and to develop and improve the soccer skills and knowledge of participating players and coaches. Another purpose is to provide teams with playing matches in competitions and exhibitions. In addition to those purposes such other purposes as stated in the Certificate of Incorporation of this Club are incorporated here.

2. Notwithstanding any other provisions of these articles, the Club is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code (IRC) of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.

3. No substantial part of the activities of the Club shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h)) or participating in, or intervening in (including publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

4. Notwithstanding anything herein to the contrary, these By-Laws shall be interpreted consistently with the By-Laws of the USSF and NYSWYSA. The USSF articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of the Club to the extent applicable under state law, and the Club will abide by those articles, bylaws, policies, and requirements. The Club will abide by the USSF’s articles, bylaws, policies, and requirements on interplay.

Article III

Membership

The membership of the Club shall be of three types: General, Player, Voting:

1. General - The general membership shall consist of the members of the Board of Directors, Officers, Coordinators, Coaches, Parents and Guardians of the players, and any other non player who wishes to join in attempting to accomplish the purposes of the Club, and who is not subject to suspension under Section 4 of By-law 241 of the USSF Bylaws. No voting rights are given to the general membership.
2. Player - The player membership shall consist of players playing on teams sponsored by the Club. No voting rights shall be given to player membership.
3. Voting:
 - A. All coaches, managers, officers, coordinators and concerned adults who have been designated to function in a position requiring responsibilities, conducting work and duties for the Club, shall be considered a voting member and shall be issued a Certificate of Membership.
 - B. The Board of Directors shall exercise sole authority for determining by majority vote, which titles shall meet the requirements of Section A of paragraph 3 of Article III.
4. Suspension of Member. A coach may suspend a player for cause, and any such suspension shall be reported immediately to the Board of Directors with the particulars underlying the suspension. The Board of Directors may suspend a coach or any other member for cause by majority vote, except where limited below, with a director stating the particulars for such action.
5. Suspended Member's Right to a Hearing. Any suspended member may petition the Board of Directors for a hearing. The hearing shall go forward at the next regular meeting of the Board of Director, but any Director may call a special meeting to consider a suspension. In any such case, the hearing shall be the first item of business at the meeting. The particulars of the suspension shall be stated by the coach or the director as the case may be, after which the suspended member shall be given an opportunity to be heard by himself or his guardian. The Board of Directors will then consider the hearing in executive session. The suspension shall be upheld only by a two-thirds vote.
6. All grievances involving the right to participate and compete in activities sponsored by the USSF, the NYSWYSA, and the Club may be appealed to the USSF's Appeals Committee in accordance with NYSWYSA By-Laws and policies. The USSF's Appeals Committee shall have jurisdiction to approve, modify or reverse a decision. A decision rendered

by the Club or the NYSWYSA from which an appeal is taken is not suspended pending the final decision of the USSF's Appeals Committee unless the Committee otherwise orders. The decision made by the Club or the NYSWYSA may be upheld, revised or reversed and remanded.

Article IV

Government

1. The Board of Directors - The general management of the affairs of the Club shall be vested in the Board of Directors and shall be elected as provided in Article VII of these by-laws. The number of directors shall not exceed fifteen (15) members.

2. Officers - The officers of the Club shall consist of a President, Vice President of Administration, Vice President of Travel Programs, Vice President of House League Programs, Secretary and Treasurer. Officers will be selected from the Board of Directors as provided in of Article VIII of these by-laws.

3. President - The President shall be a member, ex-officio, of all Committees.

4. All meetings - All meetings shall be governed by and proceed according to Roberts' Rules of Order.

Article V

Board of Directors' Meetings

1. The Board of Directors - Meetings of the Board of Directors shall be held monthly on a day of the week convenient to the Board of Directors as constituted.

2. Officers - Special meeting of the Board of Directors may be called by any member of the Board of Directors at any time on his/her own initiative. A written notice of such meeting shall be mailed and postmarked to each Board member at least seven (7) days prior to the special meeting. The notice shall specify the date, time, location and business to be conducted at the special meeting. Only the business so specified may be conducted at such meeting.

3. Majority - A simple majority of the extant Board of Directors shall constitute a quorum at any regular or special meeting. If a quorum is not present for a regular or special meeting, the presiding director may adjourn the meeting to a day and hour fixed by him/her.

Article VI

Membership Meetings

1. Annual Meetings - The annual meeting of the membership of the Club shall be held on the second Tuesday in the month of November in the City of Buffalo, New York unless notice of another time and place is given to the voting membership at least thirty (30) days prior to the scheduled annual meeting.

2. Special Meetings - Special meetings of the membership may be called from time to time by the President at his/her own initiative or the written initiative of two (2) or more voting members. Notice of such meeting shall be postmarked to each voting member at least ten (10) days before the meeting. The notice shall specify the date, time, location and business to be conducted at the Special Meeting. Only the business so specified may be conducted at such meeting.

3. Quorum - At all membership meetings of the Club, one-tenth of the voting members shall constitute a quorum. If a quorum is not present, the presiding officer may adjourn the meeting to a day and time set by him/her.

4. Proxy Voting - Each person entitled to vote at a membership meeting may authorize another to act by proxy. Each proxy must be signed by the member and dated. No proxy shall be valid for longer than thirty (30) days.

5. Order of Business - At all membership meetings of the Club the order of business shall be as follows:

- A. Roll Call
- B. Reading of Minutes of prior meeting
- C. Reports of Committees
- D. Reports of Officers
- E. Old and Unfinished Business
- F. New Business
- G. Adjournment

Article VII

Directors

1. Management of Club - The Club shall be managed by the Board of Directors. The Board of Directors shall have the general charge and management of the affairs, funds and property of the Club. The Board of Directors shall have the full power to take such steps as it deems necessary to carry out the purposes of the Club. It shall also have the power to determine whether the conduct of any member is detrimental to the welfare of the Club or violates the by-laws or rules of the Club and to affix penalties for such conduct. The Board of Directors shall have the power to make rules of conduct of the Club and its activities. The Board of Directors shall have the authority to enter into contracts and instruments binding upon the Club and may lease or purchase equipment and facilities for use of its members. Each director shall be at least twenty one (21) years of age. All By-Laws which pertain to directors of the Club shall apply with equal force and effect to concomitant responsibilities as officers. There shall be one (1) director to fill each of the following officer positions:

- A. President
- B. Vice President of Administration
- C. Vice President of Travel Programs
- D. Vice President of House League Programs
- E. Secretary
- F. Treasurer

2. A director may serve in more than one capacity as an officer. However, it is recommended no more than one position be served by any officer.

3. Election and Term of Directors - The directors of the Club shall be elected at the annual meeting of the membership. Each voting member shall be entitled to one (1) vote for each director's position up for election. The candidates receiving a plurality shall be declared elected. Election to the Board of Directors shall be for a two (2) year term. The terms shall be staggered so that no less than seven (7) positions on the Board of Directors shall be up for election in any one year. Each director shall hold office until the expiration of his/her term for which he/she was elected and until his/her successor has been elected or until his/her prior resignation or removal.

4. Removal of Officer or Director: Directors may or shall be removed as follows:

- 1. Any officers or directors may be removed for cause; or
- 2. Any director who without excuse accepted by the Board of Directors

misses two meetings of the Board of Directors in a calendar year.

Any such removal shall be upon seven days written notice to the officer or director with particulars for the removal. The officer or director to be removed shall be given an opportunity to be heard before a vote is taken. The officer or director shall be removed by a two-thirds vote of the voting members or directors.

5. Resignation - A director may resign at any time by giving written notice to the President of the Club. The resignation shall be effective on the date received and accepted by the President.

6. Quorum - A majority of the entire extant Board of Directors shall constitute a quorum for the transaction of business.

7. Action by the Board of Directors - If a quorum is present, the majority of the directors present and voting shall be the act of the Board of Directors. Each director present shall have one (1) vote.

8. Board of Directors Meetings - The Board of Directors will hold meetings at such times and places as the Board of Directors may from time to time determine.

9. Notice of Meetings - No special notice need be given for regular meetings of the Board of Directors. If a special meeting is held, notice must be given, in writing, at least seven (7) days prior to the meeting.

10. Special meetings - Special meetings of the Board of Directors may be called by any board member. The notice must specify the business to be transacted at the meeting and no other business may be conducted at such meeting.

11. Chairman - At all meetings of the Board of Directors, the President shall act as Chairman. In his/her absence, the Vice President of Administration shall serve. If both are absent, a Chairman selected by the board members present shall preside.

12. Committees - The Board of Directors may appoint such committees as it deems necessary. All committees shall be subject to the direction and control of the Board of Directors.

13. Nominating Committee - The President shall appoint a nominating committee consisting of at least two members of the Board of Directors to propose nominees for election to the Board of Directors at the annual membership meeting. At the annual membership meeting, nominations will also be taken from the floor, the committee need not recommend more than one person for each opening.

14. Vacancies. Any vacancy on the Board of Directors may be filled by a two-thirds vote of the Board of Directors. The newly-elected director shall immediately begin to serve.

Article VIII

Officers

1. Election of Officers - All officers shall be elected by the vote of the Board of Directors at the first meeting of the Board of Directors following the annual membership meeting. The President shall be elected for an initial two (2) year term, which may be extended from year-to-year, but in no event shall a President serve for more than four years consecutively. The other officers, as listed below, shall be elected for an one (1) year term:

- A. Vice President of Administration
- B. Vice President of Travel Programs
- C. Vice President of House League Programs
- D. Secretary
- E. Treasurer

2. The persons filling the positions enumerated above must be members of the Board of Directors at the time serving as an officer. One person may serve in more than one capacity as an officer except President and Treasurer.

3. Duties of Officers

- A. President- The President shall preside at all meeting of the Club. The President shall have the duty to oversee the Club. The President may not enter into contracts, instruments or otherwise binding the Club without the approval of the Board of Directors. The President shall serve as an *ex officio* member of all committees and shall perform such other duties as are necessarily incident to the office of President.
- B. Vice President of Administration - In the absence of the President, the VP Administration shall preside and assume duties of the President. The VP Administration has overall responsibility for registrations, including forms, volunteers, location and timing. The VP Administration or his/her designee shall further have charge of all receipts and moneys of the Club and shall deposit them in the name of the Club in a financial institution approved by the Board of Directors. He/she shall keep a regular record of such receipts and transmit such records to the Treasurer.
- C. Vice President Travel Program - The VP Travel has overall responsibilities for developing and supervising the programs and activities relating to travel teams. The VP Travel or his/her designee will perform

liaison duties with any local, state and national affiliated organizations.

- D. Vice President House League Program - The VP House has overall responsibilities for developing and supervising the programs and activities of the Delaware Soccer House League for member boys and girls. The VP House shall oversee activities for the Delaware Soccer House League.
- E. Secretary - The Secretary shall keep the minutes of all meetings of the Club, shall record all of the business transactions of the Club, attend to all correspondence, keep the Club records and shall have general charge of the property of the Club. The Secretary shall send such notices as required by these by-laws or as directed by the Board of Directors.
- F. Treasurer - The Treasurer shall be the Chief Financial Officer of the Club. He/she shall keep regular records of all receipts and disbursements and report the same to the Board of Directors and membership. The Treasurer shall keep a regular record of transmittals from the VP Administration. He/she, along with at least one (1) other officer, shall sign checks and withdrawal slips (the President will also be authorized to sign checks in emergency situations) on behalf of the Club upon any and all accounts in order to make disbursements ordered or authorized by the Board of Directors. The Treasurer may authorize expenditures of up to one hundred dollars (\$100) without board approval. The Treasurer shall consult with an accountant and shall prepare a draft federal and state tax return by the second Tuesday in February to present to the Board, with the return to be filed prior to the second Tuesday in March.
- G. Coordinators - Each officer or director shall have the authority to appoint coordinator(s) to assist him/her with their respective Club duties. These actions of the coordinators do not represent the Board of Directors. All actions of the coordinator(s) must be reported to the respective officer or director.

Article IX

Dissolution

In the event of dissolution, all of the remaining assets and property of the Club shall after payment of necessary expenses thereof be distributed to such Clubs as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

Article X

Amendments

These by-laws may be amended by submitting the proposed amendment(s) in writing at a regular/special meeting. At a subsequent regular meeting, the proposed amendment(s) may be incorporated into these by-laws by a majority affirmative vote of the extant Board of Directors. Changes to membership require a two thirds majority of the membership.

Article XI

Compensation

1. Unless otherwise agreed to by the Board of Directors, no officer, coordinator, coach or director shall be compensated for work performed on behalf of the Club except for the disbursement of reasonable expenses incurred on behalf of the Club.

2. No part of the net earnings of the Club shall inure to the benefit of any member, trustee, director, officer of the Club, or any private individual, (except that reasonable compensation may be paid for services rendered to or for the Club), and no member, trustee, director, officer of the Club, or any private individual shall be entitled to share in the distribution of any of the Club's assets on dissolution of the Club.

Article XII

Income Tax

In any taxable year in which the Club is a private foundation as described in IRC 509(a), the Club shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the Club shall not:

- (a) engage in any act of self dealing as defined in IRC 4941(d),
- (b) retain any excess business holdings as defined in IRC 4943(c),
- (c) make any investments in such a manner as to subject the Club to tax under IRC 4944, or
- (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.