

# CROS-LEX AREA YOUTH SOCCER BYLAWS

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## **Article 1. Name**

This body shall be known as the Cros-Lex Area Youth Soccer. The initials "CLAYS" shall equally refer to this League.

## **Article 2. Purpose**

It is the mission of the CLAYS to develop, deploy, and maintain a comprehensive program for the development and promotion of the game of soccer for the youth of Croswell-Lexington and surrounding areas. This League has been established as a non-profit and educational organization. The League shall provide a governing structure to administer youth soccer and shall provide a vehicle to communicate information to Players, Parents, Coaches, Referees, and other interested parties.

## **Article 3. Membership**

Membership in the league shall include all eligible players, coaches, assistant coaches and team managers.

## **Article 4. Teams and Registration**

### **Section 1. Team Responsibilities.**

All head coaches are responsible for ensuring that their assistant coaches, team staff, players, parents, and fans adhere to these bylaws. Failure to enforce and abide by these rules may result in the person or persons being recommended for disciplinary action by the Board of Directors.

### **Section 2. Registration of Players and Team Staff.**

Each player may register for the fall and spring sessions by submitting a completed registration form with payment by the stated registration deadlines. Each team shall register a head coach and may register an assistant coach and a team manager. All team staff must be in compliance with the Risk Management Program.

## **Article 5. Meetings, Quorum, and Voting**

### **Section 1. General Meeting.**

A general board meeting will be held on the first Monday of every month. This will be an open meeting for the purpose of conducting league business, addressing coaches, team staff, referees, and concerns from players/parents. This meeting will commence at 7:00 PM and will conclude no later than 8:00 PM. In case of cancellation the secretary shall reschedule the meeting for when the majority of the board can meet. An open meeting specifically for parents, coaches, refs, etc will be held after each season to address any concerns or suggestions.

### **Section 2. Special Meetings.**

Special meetings of board members or general members may be called by the President and shall be called by the President at the direction of the Board of Directors, or at the request in writing of at least twenty-five percent (25%) in number of the membership entitled to vote at the meeting, or as may otherwise be provided by law. Notification of special meetings shall show the time, place, and agenda for the meeting within fifteen days.

### **Section 3. Quorum.**

A majority of the membership, present in person, shall, except as otherwise provided by law or by the Articles of Incorporation of the League as from time-to-time amended, constitute a quorum at all meetings of members. There shall be no voting by proxy. This means that only the properly authorized representative of a member may represent the member at a meeting. The members present in person at

such meetings may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, a majority of the members present may adjourn a meeting from time-to-time to a future date without further notice other than the announcement at the meeting; and when a quorum shall be present upon the adjourned day, any business may be transacted which might have been transacted at the meeting as originally called.

#### **Section 4. Conduct of Meetings.**

Meetings of members shall be presided over by a chairperson of the meeting who shall be the President of the Board of Directors or, if the President is not present, by the Vice President, or, if the Vice President is not present by the Secretary, or, if the Secretary is not present, by Treasurer, or, if the Treasurer is not present by the Registrar. If these five officers are not present the meeting shall be canceled and rescheduled as per Article 5 section 1. All elections and all questions shall be decided by a majority vote of the members present at the meeting, unless otherwise provided by law, the Articles of Incorporation, or by these Bylaws. All meetings of this League shall be conducted in accordance with Robert's Rules of Order (latest edition) or otherwise as agreed to by the participants.

#### **Section 5. Voting.**

Voting members of the board will conduct a roll call meeting to ensure that all members are heard. Each vote will include a motion and another member to support the motion prior to the roll call vote being completed. When a roll call vote is conducted the majority of votes will determine if the motion passes or fails.

If a motion is made, any objections to the motion should be heard prior to the roll call vote as it will be considered the resolution of the motion made. Each member has the option to vote for the motion, with a yea, against the motion, with a nay, or abstain from voting, as if to say they wish to not vote.

Not all motions require a roll call vote and situations that do will be at the discretion of the President or designee running the meeting. When a motion is made and a roll call vote is not required, a support to the motion will be offered by another member. If there is no support the motion is considered to be a failed motion. The offer to object to a motion should be offered after a show of support if no member speaks up before the support.

### **Article 6. Fees and Discounts**

#### **Section 1. Registration Fees.**

Registration fees and any late fees for all players, in the amount determined from time-to-time by the Board of Directors, shall be payable at dates determined by the Board of Directors.

#### **Section 2. Discounts.**

Each board member shall be eligible for a free player registration so long as they hold a Board of Directors Position.

#### **Section 3. Special Need-Based Waiver.**

Any member of the CLAYS family can recommend or request a waiver for a need-based free or reduced registration fee; this will be limited to one player per team. All issues will be handled on a case-by-case basis. A proper request should be filed at least two months prior to the season. This request must contain documentation demonstrating financial difficulty in meeting the registration fee. Board of Directors in closed-door session with an open vote shall decide within 20 days as to the waiver.

## **Article 7. Selection of Directors, Officers, & Vacancies**

### **Section 1. Selection of Directors.**

The directors currently in office shall serve for the terms for which they respectively were selected. Thereafter, the President, Secretary, and Registrar shall be appointed by the members for four-year terms on even-numbered years. The Vice-President, and Treasurer shall be appointed in odd-numbered years for four-year terms. The Coaching Coordinator, Event Coordinator, and State Delegate shall be appointed in odd-numbered years at a 2 year term. The Referee Coordinator, and Player Development Coordinator will be appointed in 2 year terms in even-numbered years. There is no limit to the number of terms an individual may serve.

The public will be notified of any term conclusions or resignations within 90 days of term ending or within 7 days of a resignation. The board will gather any resumes that demonstrate interest in filling the positions. 60 days prior to the term ending a board designee will call and arrange an interview date. The interviews will take place individually with the majority of board members. Once interviews have been concluded final candidates will return to the general board meeting in January. Notification of candidates selected will be by the board designee.

### **Section 2. Appointment of Board Members.**

The officers of the League shall be a President, a Vice President, a Secretary, a Registrar, and a Treasurer, who shall be appointed as provided in section 1 of this article of these Bylaws. The Board may also appoint such other officers and agents as it may deem necessary for the transaction of the business of the League. All selections are to be held at the CLAYS General Meeting in January.

### **Section 3. Vacancies**

Subsequent to election to the Board of Directors at the Annual League Meeting, by reason of death, resignation, removal or otherwise, vacancies shall be filled by appointment by a majority vote of the remaining members of the Board of Directors. Any member of the Board of Directors so appointed shall serve out the term of the Director so replaced. If an Officer or Director misses three (3) consecutive meetings without approval or without just cause, these absences constitute an implied resignation by that member. Therefore, the vacancy shall be filled by the Board of Directors in accordance with this Article.

## **Article 8. Powers**

### **Section 1. Disciplinary Authority Concerning Persons.**

The Board of Directors has authority to bar completely, suspend, or otherwise discipline, any player, Coach, Manager, Team Assistant, League Officer, Referee, Parent, Fan representing CLAYS or its affiliated teams for unacceptable behavior or conduct either in carrying out the duties of their position or while holding aforementioned offices and/or position. Upon receiving charges, CLAYS will forward the information to the Discipline and Appeals Committee. The Discipline and Appeals will act with due process in accordance with procedures established elsewhere in this document and in the policies of the CLAYS. The Committee will determine guilt or innocence and if appropriate the sanction to be taken against the individual. The first offense can result in a reprimand or, for a specific period of time, a suspension. Second offense will result in a suspension for not less than one (1) year.

### **Section 2. General Powers as to Negotiable Paper.**

The Board of Directors shall, from time-to-time, prescribe the manner of making, signatures or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instrument for the payment of money and shall designate the Officer or Officers, Agent or

Agents, who shall from time-to-time be authorized to make, sign or endorse the same on behalf of the League.

### **Section 3. Powers as to Other Documents.**

The Board of Directors in writing may authorize any Officer or Officers, Agent or Agents, to enter into any contract or execute or deliver any conveyance or other instrument in the name of the League, and such authority may be general or confined to specific instances.

## **Article 9. Committees**

### **Section 1. Discipline and Appeals Committee.**

The Board of Directors shall appoint the Player Development Coordinator as Chairperson of the Discipline and Appeals Committee every season. The Chairperson will appoint Members of the committee in accordance with the MSYSA Rules and Regulations and the bylaws of CLAYS. The Committee should include Coaching Coordinator and Referee Coordinator. This committee shall not have less than 3 Members. The Discipline and Appeals Committee shall follow the Rules and Regulations of MSYSA and the bylaws of CLAYS, the concepts of due process, and provide fair, swift and just hearing and resolution of all appeals or disciplinary procedures.

### **Section 2. Other Committees.**

CLAYS shall create committees deemed necessary to fulfill the objectives and purpose of CLAYS.

### **Section 3. Procedures.**

All committees and each Member thereof, shall serve at the pleasure of the Board of Directors. The Board of Directors shall have the power at any time to increase or decrease the number of Members of any committee (not less than 3 members), to fill vacancies, to change any member and to change the functions or terminate the existence of any committee. All committees shall elect a Secretary who need not be a member of the committee and who shall keep minutes of all meetings of the committee, which shall be submitted to the next meeting of the Board of Directors for approval.

## **Article 10. Governing Body**

### **Section 1. President of the Board.**

The President of the Board shall preside at all meetings of the members and of the Board of Directors. The president shall be the chief executive officer of the league and shall have general and active management of the activities of the League and shall see that all orders and resolutions of the Board are carried into effect. The president shall execute all authorized conveyances, contracts, or other obligations in the name of the League except where required by law to be otherwise signed and executed and except where the signing and the execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the League. The President shall only cast a vote in case of a tie, President shall represent the league at scheduled meetings of other organizations. The president shall be responsible for scheduling all Games.

### **Section 2. Vice President of the Board.**

The Vice President of the Board, in the absence of the President of the Board, shall preside at all meetings of the members and of the Board of Directors. The vice president shall have such other powers and duties as may from time-to-time are prescribed by the Board of Directors. The Vice president shall direct, maintain and process the insurance plan and claims, Vice president shall order league related merchandise and maintain inventory control.

### **Section 3. The Secretary.**

The Secretary shall attend all meetings of the Board and all meetings of the members and record all votes and the minutes of all proceedings and have such other duties as delegated by the Board of Directors.

Shall also provide at every meeting the minutes from the previous meeting for approval by the board of directors.

#### **Section 4. The Registrar.**

The Registrar shall be responsible for maintaining a complete record of all teams and players for the purpose of player registration and team affiliation. The Registrar shall issue published procedures for the proper registration of players consistent with USYSA, MSYSA, and CLAYS policies regarding player registration. The registrar shall be responsible for providing Player pass cards and manage the risk management program for the league. The registrar shall be responsible for publicizing registration.

#### **Section 5. The Treasurer.**

Render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the league. The Treasurer shall submit a fiscal report showing income and expenses by budget categories and the current balance of all league accounts twice a year at the end of each season or as required by the Board of Directors,

The Treasurer shall have custody of the funds and securities of the League and shall keep full and accurate accounts of receipts and disbursements in books belonging to the league and shall deposit all moneys and other valuable effects in the name and to the credit of the league in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the League as may be ordered by the Board, taking proper vouchers for such disbursements, and shall the Treasurer give the league a bond, in such sum and with such surety or sureties as shall be satisfactory to the Board, for the faithful performance of the duties of office and for the restoration to the league (in case of death, resignation, or removal from office) of all books, papers, vouchers, moneys and other property of whatever kind in his possession or under his control and belonging to the league.

The Treasurer shall also be responsible for preparing any and all federal or state tax returns. The Treasurer shall be responsible for preparing any and all papers regarding the tax-exempt status of the league. The Treasurer shall arrange for a class II audit of all League accounts at the conclusion of each fiscal year such that the report will be completed by the second meeting of the new year.

#### **Section 6. Coach Administrator**

Will be elected by the coaches and will be responsible for the recruitment and training of coaches. Head of coaches will pick up and distribute information from the league to the coaches. Head of coaches is also to be the first point of contact for any disputes that arise within Teams.

#### **Section 7. Referee Administrator**

Will be elected by the Referee's pursuant to the approval of the Board of Directors, and will be responsible for the recruitment, training and scheduling for Referees. Head of referees will be the first point of contact for any disputes arising in a game situation regarding Referees. It shall be the responsibility of the Head referee to have not less than one meeting per month during season with all referees to discuss any problems or concerns and make recommendations to the Board or Directors on behalf of his or her referees.

#### **Section 8. State Delegate**

Will be responsible for attending MSYSA meetings and will be a coordinator for all matters related to MSYSA and CLAYS. State delegate will also obtain, know, and advise the Board of Directors of the rules of the MSYSA, and risk management, and will Act as chairperson of a constitution committee to maintain the CLAYS By-laws. This will be an elected position.

### **Section 9. Voting Board Members**

Event Coordinator, Player Development Coordinator, Field Maintenance Coordinator and Equipment Coordinator will all be considered eligible voting members of the board for any decisions that require a motion or roll call vote.

## **Article 11. Compensation & Expense**

### **Section 1. Compensation.**

The Officers/members of the board of directors of the league, as such, shall not be compensated for the performance of services for the league.

### **Section 2. Expenses**

The Officers/members may be reimbursed for expenses incurred on behalf of the league and not to exceed \$100.00 without prior approval of the board with the exception of standard operating expenses.

## **Article 12. Seasonal Year; Fiscal Year; Seals, Notices**

### **Section 1. Seasonal Year.**

The seasonal year of this League shall begin on August 1 and end on July 31 of the following calendar year.

### **Section 2. Fiscal Year.**

The Fiscal Year of the League shall be September 1 and end on August 31 of the following calendar year.

### **Section 3. Corporate Seal.**

The Board of Directors may (but need not) provide a suitable corporate seal for use by the Corporation.

### **Section 4. Notices.**

Any notice required by statute or by these Bylaws to be given to the members, to the directors, or to any officers of the League, unless another requirement is provided herein or in any statute, shall be sufficient if given by depositing it in a United States Post Office box or receptacle in a sealed, postpaid wrapper, addressed to the member, trustee or officer at his last address as that appears on the records of the League, and the notice shall be deemed to have been given at the time of the mailing.

## **Article 13. Discrimination**

Girls' teams, boys' teams, and coed teams shall be established on an equal basis.

## **Article 14. Amendments; Rules and Regulations**

### **Section 1. Amendments to Bylaws.**

These Bylaws may be altered or repealed, or new Bylaws may be altered in lieu thereof, by a majority vote of the members present at any Annual or Special Meeting of members, if a notice of the proposed alteration, repeal or substitution is contained in the notice of the meeting made at least 30 days prior to the meeting.

### **Section 2. Rules, Regulations and Policies.**

The Rules, Regulations and Policies of this League as now established and as hereafter amended may be altered, repealed or new Rules, Regulations and Policies may be adopted in lieu thereof by a majority of the Board of Directors then in office and present at the meeting of the Board, subject to membership approval.



## **Article 15. Dissolution.**

If at any time the CLAYS is dissolved in its entirety, any and all monies and assets will be relinquished to Cros-Lex Area School District to be used for the promotion of the Game of Soccer.

## **Article 16. Verified Address and Telephone Line.**

The league will maintain an address and a telephone line for the purpose of conducting League Business.

## **Article 17. League Colors**

League Colors will be Blue, Orange, Red, Purple, Yellow, Green, and Gray.

## **Article 18. Insurance.**

The League may purchase and maintain insurance (and pay the entire premium thereof) on behalf of any person who is or was a director, officer employee or agent of the League, or is or was serving at the request of the League as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against his or her status, as such, whether or not the League would have the power to indemnify against such liability under the provisions of this Article VI or under the provisions of Sections 561 through 565 of the Michigan Business Corporation Act.

## **Article 19. Indemnification of Directors and Officers**

### **Section 1. Third Party Suits.**

To the extent permitted by Michigan law, from time-to-time in effect and subject to the provisions of this Article 19, the League shall identify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the League) by reason of the fact that he or she is or was a director, officer, employee or agent of the League, or is or was serving at the request of the League as a trustee, director, officer, employee of agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the League or its members, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceedings by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably had cause to believe to be in or not opposed to the best interests of the League or its members and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

### **Section 2. Suits by or in Right of the League.**

To the extent permitted by Michigan law from time-to-time in effect and subject to the provisions of this Article 19, the League shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the League to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the League, or is or was serving at the request of the League as a trustee, director, officer, employee or agent of another corporation, (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the League or its members, except that no indemnification shall be made in respect of any claim, issue or matter as to

which the person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the League unless and only to the extent that the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

### **Section 3. Indemnification against Expenses.**

To the extent that a person who is or was a director, officer, employee or agent of the League, or a trustee, director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise with which he or she is or was serving at the request of the League has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article 19, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

### **Section 4. Determination that Indemnification is Proper.**

Any indemnification under Section 1 or Section 2 of this Article 19 (unless ordered by a court) shall be made by the League only upon a determination that indemnification of the person is proper in the circumstances because he or she has met the applicable standard of conduct set fourth in Section 1 and Section 2. The determination shall be made (1) by the Board by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

### **Section 5. Reimbursement of Expenses.**

Expenses incurred by any person who may have a right to indemnification under this Article VI in defending a civil or criminal action, suit or proceeding may be paid by the league in advance of the final disposition of the action, suit or proceeding as authorized in the manner provided by Section 4 of this Article 19 upon receipt of an undertaking by or on behalf of the person to repay the amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the League pursuant to this Article 19.