

BY-LAWS OF THE  
WESTCHESTER YOUTH SOCCER LEAGUE, INC.

ARTICLE I - AFFILIATION

1. The Westchester Youth Soccer League (“WYSL” or “League”) shall be affiliated with one or more youth organizations affiliated with the United States Soccer Federation, Inc. ("USSF").
2. No one may use the name or initials of the USSF, ENYYSA or WYSL or any of their logos except as provided under these By-Laws or except with the express written consent of such organization.

ARTICLE II - MEMBERSHIP

1. All clubs which were members of the unincorporated predecessor of the League on the date of the League’s incorporation shall be deemed members of the WYSL as of that day.
2. The WYSL may admit clubs as members, including clubs from outside of Westchester County, in accordance with policies and procedures to be adopted by the Board of Directors, provided that such clubs are in good standing with and not currently under suspension of, or currently have charges filed against them by, any organization affiliated with ENYYSA or any other association affiliated with the USSF/USYSA.
3. Any organization seeking to become a member of the WYSL for the purpose of entering one or more teams to participate in scheduled League competition must submit an application to the League’s Board of Directors on a form prescribed by the League and shall provide all information reasonably requested by the League in support of its application. The application must be received by the Board of Directors on or before December 1, for the Spring Season and May 1 for the Fall Season (or at such other times as the Board of Directors may designate by a vote of 2/3 of the Board of Directors at a meeting at which a quorum is present). Each new club shall pay a one-time \$500 deposit.
4. Intramural leagues and other organizations with headquarters in Westchester County, New York or the primary territory of a member, which do not participate in scheduled League competition, may obtain certain limited benefits, such as state or league insurance, announcements, communications, and minutes of the Board of Director’s meetings from the WYSL, only by affiliating directly with the WYSL and by paying an affiliation fee as determined by the Board of Directors. Such affiliation, shall, however, not entitle these organizations (referred to as "Affiliates") to member status. Affiliates may not vote in League matters and may not participate in League-sponsored programs unless specifically permitted to do so by the Board of Directors. Intramural leagues seeking to become Affiliates must so apply, and their applications must be approved by the Board of Directors.

5. Upon being accepted as a member or affiliate of the WYSL, each club shall receive a copy of the League's By-Laws and its rules as well as a copy of the Constitution, By-Laws, and rules of the ENYYSA.

6. The League and its members will not discriminate against any individual on the basis of race, color, religion, sex, age, or national origin.

7. The Board of Directors may, at its discretion, suspend from membership, or expel, any individual, team, or club that:

a) willfully refuses and neglects to fulfill any of its obligations as a member, or violates any of the provisions of the By-Laws or Rules and Regulations of the League.

b) commits any act which is inconsistent with the principles and standards of good sportsmanship and fair play.

Such action shall require a two-thirds vote of the Board of Directors. A member may appear before the Board of Directors and have an opportunity to show cause why such action should not be taken.

8. The Board of Directors, by majority vote, may reinstate a member or affiliate who has been suspended or expelled from the League.

9. Except as otherwise provided in these By-Laws, all meetings of the WYSL shall be conducted in accordance with the latest authorized edition of Robert's Rules of Order.

10. Failure of literal or complete compliance with provisions of these By-Laws or the League's rules with respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the members at meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the Board of Directors, committees or other bodies so affected.

### ARTICLE III -- MEETINGS OF MEMBERS

1. There shall be an Annual General Meeting of members each year in June. The date for this meeting will be determined by the Board of Directors and notification of same and a proposed agenda, including description of any matters to be submitted to a vote by the Board, shall be given to members at least fourteen (14) days in advance.

2. There shall be an Annual Special General Meeting of members each year in December. The date for this meeting will be determined by the Board of Directors and notification of same and a proposed agenda, including a description of any matters to be submitted to a vote by the Board, shall be given to members at least fourteen (14) days in advance.

3. Special General Meetings may be called by the President, or upon request of a majority of the Board of Directors, or by petition of members entitled to vote, in the aggregate, at least 20% of the votes of all members. The President, when so directed, shall schedule said meeting between the 7th and 14th day following receipt of such petition, and shall give members at least five (5) days prior notice of the Special General Meeting.

4. Members which fail to have a representative present at the Annual General Meeting, the Annual General Special Meeting or any Special General Meeting shall be subject to such fine or penalty, as the Board of Directors shall from time to time provide.

5. A majority of those voting, a quorum being present, shall be required for passage of motions at meetings, unless applicable law, these By-Laws or the League's Certificate of Incorporation specifically provide otherwise.

6. Twenty (20) percent of the members of the League shall constitute a quorum for the transaction business at meetings.

7. Voting of members shall be cumulative, based on the number of registered travel teams. Each member of the League in good standing shall have such number of votes as shall be determined with reference to the aggregate number of travel teams registered during such season and with respect to a High School-age team not playing during such season registered during the immediately preceding season, for play in the League, the ENYYSA Premier League and in other leagues for which a team of a member has registered pursuant to approval granted by the WYSL (a "Qualified League"), including but not limited to MAPS, as follows:

<u>Number of Registered Travel Teams</u>	<u>Number of Votes</u>
1-6	1
7-15	2
16 or more	3

For purposes of counting such registered teams, the following shall each be counted as a single team: (1) a High School-age team playing in a Qualified League either in such or the immediately preceding season and (2) a younger team playing in the fall and spring.

A member's vote may be cast by an authorized representative of that member present at the meeting.

8. Only one delegate of each member shall have the right to vote at meetings of members. No delegate or alternate delegate shall be permitted to vote at the Annual General Meeting unless all of that member's debts are paid. In the event two or more individuals claim to be the delegate of a member, the Board of Directors or Executive Committee, by majority vote, shall determine which individual may act as the delegate.

## ARTICLE IV – DIRECTORS

1. The business of the League shall be conducted and managed by the Board of Directors, which shall consist of seventeen directors, including the Officers, plus the Immediate Past President and up to six (6) other Directors and Officers Emeritus as shall be fixed by resolution of the Board of Directors. Each director shall be at least twenty-one years of age. All directors (other than the Immediate Past President and other Directors Emeritus) shall serve for a term of two (2) years, with eight (8) directors being elected during the even years and nine (9) directors being elected during the odd years, of which one director shall be the president of the League, and be elected as provided below. The Immediate Past President and other Directors Emeritus shall serve for terms to be fixed by the Board of Directors.
2. The Directors shall be elected by the membership at the Annual General Meeting. At the first Annual General Meeting, the members shall elect a president and a registrar to serve, as the members decide, for a one or two-year term; thereafter, members shall elect a president for a two-year term.
3. The Board of Directors shall meet at least six (6) times a year on the dates and at the times determined by said Board of Directors.
4. All Board of Directors Meetings shall be open to all members.
5. Each director (including the Immediate Past President and other Directors Emeritus), in good standing, shall have one vote. Only directors may make motions, second motions, discuss motions and vote at meetings of the Board of Directors.
6. A quorum shall exist when a majority of the Directors then in office shall be present at a Board of Directors Meeting. For such purposes, the Immediate Past President and other Directors Emeritus shall not be counted as Directors in office.
7. A majority of those voting, a quorum being present, shall be required for passage of motions at a Board of Directors Meeting, unless a 2/3 vote is specifically required by these By-Laws, the certificate of incorporation or applicable law. The Board of Directors may act by ballot, by mail, by telephone, by e-mail or otherwise as it may determine.
8. No member may have more than four members of the Board of Directors affiliated with such member.
9. The members of the Board of Directors shall be elected by written ballot at the Annual General Meeting in June. Ballots shall include space for write-ins. Those elected will assume office upon the adjournment of the Annual General Meeting.
10. Members of the Board of Directors (other than the Immediate Past President and other Directors Emeritus) shall be elected for a period of two (2) years. During the even years, the eight candidates receiving the highest individual totals of the votes cast shall be elected to the

Board. During the odd years the nine candidates receiving the highest individual totals of the votes cast shall be so elected. Candidates for President will run against each other in a separate election, preceding the vote with respect to other directors. The candidate receiving the highest individual total, so long as it shall be a majority of the votes cast, shall be so elected. Directors Emeritus, including the Immediate Past President, must be nominated by the Board of Directors, and shall run, unopposed, in a separate election, following the vote with respect to the President and other directors.

11. A member of the Board of Directors may be granted permission, by the President, to be absent from a scheduled meeting.

12. Any member of the Board of Directors (i) who is absent from three (3) successive regular meetings, without adequate reason, or permission from the President, or (ii) who fails to discharge his/her duties, as outlined in the description of the duties and powers of the League Officers, or (iii) who resigns, may have his/her office, as a Director, declared vacant by a two-third vote of the Board of Directors.

13. In the event of any vacancy, the remaining Directors, by a majority vote, may appoint a person to occupy the position of the vacant Directorship, until the next Annual General Meeting.

14. Any action required or permitted to be taken by the Board or a committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of the action or, if approved by the President, Executive Committee or the Board, by the polling or vote of directors by e-mail, or by a combination of such methods. Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

15. The Board of Directors shall have the power to deal with violations of the "Laws of the Game", and the rules and regulations of the League, as well as associations to which the League shall be affiliated, including the USSF and USYSA, or with misconduct by any of its members, or any of their directors, officers, coaches, trainers, players, parents or others associated therewith.

16. A Director Emeritus must have been an officer or director, and an Officer Emeritus must have been that Officer, for at least four years preceding his election as Director or Officer Emeritus. The duties and responsibilities of Directors and Officers Emeritus are to be designated by the President or the Board of Directors.

## ARTICLE V - LEAGUE OFFICERS

1. The officers of the League shall consist of the President, First Vice President, Second Vice President, Secretary, and Treasurer, and may in addition consist of a Registrar and the Immediate Past President.

2. The President, and if nominated by the Board of Directors the Immediate Past President, shall be elected by members as set forth in Article III. Following the close of the Annual General Meeting, and prior to the first of July, the Board of Directors shall elect from their membership the following League Officers: First Vice President, Second Vice President, Secretary and Treasurer, and it may elect a Registrar.

These officers shall serve one year terms commencing on the date of their election.

3. The duties and powers of League Officers are:

***PRESIDENT***

The President shall be the chief executive officer of the League, preside over meetings of the Board of Directors and members; and, with the approval of the Board, appoint members of the standing and special committees, and be ex-officio, a member of all committees. The President shall have the responsibility for the general management of the affairs of the League and shall see that all orders and resolutions of the Board of Directors are carried into effect.

***FIRST VICE PRESIDENT***

During the absence or disability of the President, the First Vice President shall have all the powers and functions of the President. He shall be responsible for those functions assigned to him by the Board of the President.

***SECOND VICE PRESIDENT***

During the absence or disability of the President and the First Vice President, the Second Vice President shall have all the powers and functions of the President. He shall be responsible for the functions assignment to him by the Board of Directors or the President.

***SECRETARY***

The Secretary shall attend to all correspondence received by the League and shall draft communications from it as directed by the Board; send reports, notices and agenda of all meetings of the Board and the League to the proper persons, and shall keep a complete list of all members and their voting power; record the minutes of all meetings of and keep records as directed by President or the Board of Directors and of meetings of members; be responsible for the counting and certification of all ballots cast by the general membership; prepare copies of the minutes and maintain a complete reference file of same; distribute to the membership the WYSL Guidelines, Regulations and Procedures as the Board of Directors may direct from time to time, and draft and prepare for distribution to the membership, any and all written materials, as the Board of Directors may direct from time to time. The Secretary may delegate any or all of these functions to another officer of the League or member of the Board.

***TREASURER***

The Treasurer shall be the officer responsible for League finances. In performing this function, the Treasurer shall be the administrator of the League's checking and savings accounts. As the administrator and custodian of the League's account, the Treasurer:

- a) shall report monthly, in writing, on the state of League finances.
- b) shall keep accurate and complete records of all financial transactions in accordance with recognized accounting procedures.

- c) shall enforce League rules and procedures regarding fiscal matters.
- d) shall expend and deposit monies as directed by the Board of Directors.

The Treasurer shall perform additional functions relative to his general responsibility for finances, such as developing League or financial reports as directed by the Board of Directors and as required by state and/or federal regulations, and making available to the auditor(s) all fiscal information requested.

### ***TRUSTEES***

The Trustees shall be responsible for the overall operation of the specific function assigned to them by the Board of Directors.

### ***REGISTRAR***

The Registrar shall be responsible for the coordination and overseeing of the registration of all duly registered players. The Board of Directors may elect from their membership a person who will act as Registrar. In this event, the Registrar shall be an officer of the League and will not receive compensation for serving as Registrar. The Board may also authorize the President or a committee to hire a person to serve as a registrar, in which event the registrar will not be an officer of the League.

### ***IMMEDIATE PAST PRESIDENT***

The Immediate Past President shall provide advice and counsel to the President, and shall be involved in long range planning and policy matters. The President, with the approval of the Immediate Past President, may assign to the Immediate Past President other specific duties and responsibilities.

## ARTICLE VI – COMMITTEES

1. The Board of Directors may, at its discretion, establish standing, special committees and ad hoc committees to perform functions as the Board may designate, to the extent permitted by applicable law.
2. Standing, special and ad hoc committees may have members who are not on the Board of Directors, but committees must have as a member at least one member of the Board.
3. The Board of Directors has the right to reject any proposal, plan, request, suggestion and recommendation submitted by any standing, special or ad hoc committee.
4. The Executive Committee of the Board of Directors shall consist of the Officers including the Immediate Past President. The Executive Committee shall have authority to act on behalf of the Board on matters demanding immediate attention when it is impractical or impossible to call a meeting of the Board of Directors. If possible, prior to any action of the Executive Board, the President shall seek advice from and/or poll by e-mail or otherwise available members of the Board. Actions of the Executive Board may be rescinded or modified by the Board.

5. A committee may act by mail, telephone, e-mail or otherwise as it may wish or as the President or Executive Board may direct.

## ARTICLE VII – INDEMNIFICATION

(a) The League shall, to the full extent permitted by applicable law (as now or hereinafter in effect), indemnify any person (and the heirs, executors and administrators of such person) who, by reason of the fact that he or she is or was a director or officer of the League, or is or was serving at the request of the League as a director or officer or another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, is or was a party or is threatened to be made a party to:

(i) any threatened, pending or completed action or proceeding, whether civil or criminal (other than an action by or in the right of the League), against judgments, fines, amounts paid in settlement and expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with any such action or proceeding if such director or officer (x) acted in good faith, for a purpose which he or she reasonably believed to be in, or, in the case of service for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the League and (y) in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful, or,

(ii) any threatened, pending or completed action by or in the right of the League to procure a judgment in its favor, against amounts paid in settlement and expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action except that no indemnification shall be made in respect to (x) a threatened action, or a pending action that is settled or otherwise disposed of, or (y) any claim, issue or matter as to which such person shall have been adjudged to be liable to the League, unless, and only to the extent that, the court in which the action was brought or, if no action was brought, any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnify for such portion of the settlement amount and expenses as the court deems proper.

Any indemnification by the League pursuant hereto shall be only made in the manner and to the extent authorized by applicable law, and any such indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may otherwise be entitled.

(b) The League shall have power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the League, or is or was serving at the request of the League as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the League would have the power to indemnify him or her against such liability under applicable law.



## ARTICLE VIII – AMENDMENTS

1. Amendments to the By-Laws may be made at any meeting of members by a two-thirds majority vote of the votes cast, a quorum being present. Each club entitled to vote shall be given at least thirty (30) days written notice of the proposed Amendments.
2. Amendments to the League Rules and Regulations may be made at any meeting of the Board of Directors by a majority of the Board, a quorum being present.