

# Anne Arundel Youth Soccer Association, Inc.

## By-Laws

### PREAMBLE

Name: The name of the organization is the Anne Arundel Youth Soccer Association, Inc. ("Association").

Purpose: The main purpose of the Association is to provide the youth of Anne Arundel County the opportunity to participate in an organized soccer program and through its activities to foster the development of character, good citizenship and sense of fair play. In more specific terms, the Association seeks:

1. To provide a program to youngsters who would not otherwise have an opportunity to learn, develop, improve, and master the basic skills and fundamentals of soccer;
2. To maintain the highest ideals and standards of conduct, in and out of the field of play, among all its members; and
3. To work in close cooperation with Anne Arundel County Recreation and Parks Department to implement the best overall soccer program attainable in the County.

### ARTICLE I-MEMBERSHIP

- A. Group Membership in the Association shall be granted to any responsible Club Associations that meet the following requirements:
1. Is located in Anne Arundel County unless granted an exception by the AAYSA Board; and
  2. Is an accredited organization under Anne Arundel County Recreation and Parks Regulations unless granted an exception by the AAYSA Board; and
  3. Has at least one team entered in the Association's programs; and
  4. Pays its dues in a timely manner; and
  5. Pays the required registration fees for its teams in a timely manner; and
  6. List the Association as an additional insured on their liability policy.
- B. Definition of membership and rights:
1. Each Club Association will be granted the right to appoint a Commissioner to represent their interests; and
  2. Each Club Association's will be granted one (1) vote on behalf of their organization. A representative from that organization must be present at the meeting to be granted their vote; and
  3. If a Club Association fails to have a representative present at three (3) consecutive scheduled meetings it may be dropped from the Association by majority vote of the Executive Committee.
- C. General Membership shall be responsible for:
1. Drafting and approving the Association's Regulations to provide the legal framework for the day-to-day operation of the Association; and
  2. Drafting and Approving the Rules of Play under which games will be played in the various age groups prior to each season.
- D. Regular monthly meetings for all members will be held as necessary. Meetings may be deleted or additional meetings may be added at the discretion of the Executive Board if deemed necessary for conducting business. A schedule of proposed meeting dates will be provided by the President and distributed by e-mail to the last contact on file for each club on a seasonal basis. Notification of any modifications to the proposed schedule will be distributed in the same manner.

### ARTICLE II-THE EXECUTIVE BOARD

- A. The management of the Association will be vested in a ruling body called the Executive Board which will consist of:
1. The elected officers of the Association; and
  2. Immediate Past President

- B. The Executive Board will be responsible for the management of the Association within the limits specified by these By-Laws. More specifically, the Executive Board is responsible for:
1. Creating operating committees as deemed necessary for the purpose of carrying out the management functions of the Association and delegating to such committees the required authority to discharge their assigned duties;
  2. Submitting an annual report which will consist of at least two parts;
    - a) An account and records of the Association's activities during the past year;
    - b) An operation plan of the forthcoming year, which will include a proposed budget, prepared and presented by the Treasurer. Such reports will be presented for approval at the December meeting.
  3. Reviewing all grievances pertaining to the By-Laws, rules and regulations, and deciding as to their disposition.
  4. Authorizing the purchase of goods or services and the expenditure of funds required for the operation of the Association;
  5. Authorizing payment of all legitimate debts contracted by the Association.
- C. Each member of the Executive Committee except the President will be granted one (1) vote at all general membership meetings provided that he or she has not already been granted a vote as representative of his or her Club Association.
- D. Any decision or action by the Executive Board can be appealed to the general membership upon presentation to the Board of a written petition signed by no less than fifty percent (50%) of the Club Associations.

### **ARTICLE III-OFFICERS AND DIRECTORS**

- A. The Officers of the Association will be:
1. President;
  2. Vice-President;
  3. Secretary;
  4. Treasurer;
  5. Five (5) Board Members at large.
- B. The above officers, along with Immediate Past President, shall also be known as the Executive Committee.
- C. Authority, duties and responsibilities of the Executive Committee are:
1. The President is the top executive officer of the Association. In this capacity, the President has authority over the Association, the Executive Board, and the Standing Committees, and will preside at all meetings of the general membership and Executive Board. The President will be an ex-officio member of all standing committees. He or she will be authorized to sign checks for the payment of approved, legitimate Association expenses. The President will vote only to break ties.
  2. The Vice-President will perform such duties as may be assigned by the President. The Vice-President will act on behalf of the President in all meetings and functions not attended by the President. In the event of permanent vacancy in the presidency, the Vice-President will become the Association's President with full authority and responsibility for the unexpired balance of the term of office. He or she will be authorized to sign checks for the payment of approved legitimate Association expenses. He or she is responsible for conducting a quarterly audit of all bank statements.
  3. The Secretary will keep records of all meetings of the Association and the Executive Board and will prepare minutes of all such proceedings. The Secretary will also keep a record of all votes, Association correspondence and reports at all meetings, significant activities and events. The Secretary will have official custody of all books, records, papers and documents of the Association except those dealing with financial matters which will be in the hands of the Treasurer. However, copies of those records will be included in the Secretary's records. The Secretary will keep membership list of Association members.
  4. The Treasurer will keep accounts of all monies received or disbursed by the Association and will deposit all monies and valuable in the name of the credit of the Association in such banks and/or depositories as the Executive Board shall designate. The Treasurer will submit a statement in writing of the conditions of the finances of the Association at all general membership meetings and the Executive Board meetings. The Treasurer is authorized to sign checks for the payment of approved, legitimate Association expenses.
  5. Board members at large duties are as assigned by the President and Executive Committee.

#### **ARTICLE IV-DIRECTOR MEETINGS**

An annual meeting of the Board Members shall be held at such time and place as the Board may determine. Special meetings may be held whenever the Board deems necessary, and may occur by means of telephone conference, E-mail or other similar device in which all persons may participate. Written or printed notice, stating the time, date and place of the annual or special meeting (s) shall be delivered to each Board Member at least seven (7) days prior to the day of the meeting. Such notice shall specify the business to be transacted or the purpose of each regular or special meeting of the Board Members. Meetings conducted by telephone conference, E-mail or other similar device shall be held at the discretion of the President.

#### **ARTICLE V-TERM OF OFFICE**

- A. The term of all officers of the Association will be two (2) years. The President and Secretary will be elected in the same year, alternating with the Vice-President and Treasurer. Board members will also alternate with three (3) serving concurrently and the other two (2) serving the alternate term.
- B. There will be no limit to the number of consecutive terms which any officer may serve in any position.
- C. An officer may be removed from office by his/her resignation or by a vote of two-thirds vote of the member associations. If a President is removed from office involuntarily, he/she shall not be allowed to serve on the Executive Committee.

#### **ARTICLE VI-ELECTION OF OFFICERS**

- A. Nominees for all offices must be members in good standing of the Association. Nominees for President and Treasurer will be restricted to persons who have been members for at least one (1) full year immediately prior to the election date.
- B. Elections will take place at the December general meeting or as soon thereafter as possible. Voting will take place by secret ballot. However, in the event there is but one (1) candidate for any office, election to that office may be by acclamation. The newly elected officers will be installed and will take office at the January meeting. They will hold office until their successors are elected.
- C. Electing a new officer in the event of a vacancy among the elected officers of the Association will require a majority vote of those in attendance at the meeting with a right to vote shall suffice for the election of an officer to fill a vacancy.

#### **ARTICLE VII-AMENDMENTS**

These By-Laws may be amended at any general membership meeting. Any member may propose an amendment, provided it is submitted in writing no less than one (1) month prior to any general membership meeting in which it is to be voted upon. For purposes of amending the By-Laws, an affirmative vote of two-thirds of the Club Associations will be needed for adoption. Amendments which may affect the conduct of games cannot become effective during the playing season to insure uniformity of play and fairness during the entire season.

#### **ARTICLE VIII-QUORUM**

- A. A quorum shall consist of the number of voting members present at the time of a meeting properly called. A simple majority of the voting membership present at any meeting, properly called, shall be sufficient to conduct the transaction of any business except amendments to the By-Laws. Proxy votes will not be allowed.
- B. In the event both the President and Vice-President are absent, the Secretary and Treasurer, in that order, will preside.

#### **ARTICLE IX-ORDER OF BUSINESS**

The suggested order of business at general meeting will be:

1. Call to Order;
2. Reading of previous meeting minutes;
3. Treasurer's report;
4. Committee/Representative reports;

- 5. Announcements;
- 6. Old Business;
- 7. New Business; and
- 8. Adjournment.

**ARTICLE X-RULES OF PLAY**

Anne Arundel Youth Soccer Association Inc.'s Regulations and Rules of Play, as adopted and modified by the Executive Board, are incorporated into and referenced in these By-Laws.

**ARTICLE XI-COMPLIANCE WITH THE INTERNAL REVENUE CODE**

- A. No part of the organization's assets or net earnings may inure to the benefit of any individual. This does not preclude the payment of reasonable amounts for goods or services provided to the organization.
- B. Upon dissolution, the assets of the organization shall be distributed to another non-profit organization that is exempt under section 501(c)(3) of the Internal Revenue Code.
- C. The organization shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, except to the extent permitted by section 501 (h) of the Internal Revenue Code, nor shall it participate to any extend in any political campaign for or against any candidate for public office.
- D. It is intended that the organization shall be entitled to exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation as described in section 501 (a) of the Code.

**ARTICLE XII-DISSOLUTION**

Upon the dissolution of the Association the Board of Directors shall, after paying or making provision for the payment of all outstanding obligations of the Association, dispose of all assets of the Association to a named recipient, foundation, corporation, or fund exclusively organized for the purpose as stated in the Preamble.

IN WITNESS WHEREOF, the parties hereto have executed the Agreement of the date of the last signature provided below.

James Cronin, President James B Cronin , 14 Dec 2011  
 Signature Date

Denise Hoffman-Cantrell, Vice President Denise Hoffman-Cantrell 12-14-2011  
 Signature Date

Jon Fisher, Secretary Jon Fisher 14 Dec 2011  
 Signature Date

Alan Lang, Treasurer Alan L Lang 12/14/2011  
 Signature Date