



By-Laws of Rochester District Youth Soccer League (RDYSL)

As of October 14, 2019

Article I – Purposes

The purposes for which this Corporation has been organized are to foster and encourage the involvement of youth in the sport of soccer and to promote and enhance those characteristics of honesty, good fellowship, team play, and self confidence, which are essentials of good sportsmanship, as a means of building character and physical health, to provide for the enjoyment, entertainment, and well being of its members by encouraging and promoting the sport of soccer; and for any and all other purposes as stated in the Certificate of Incorporation, as amended from time to time.

Article II – Offices

The principal office of the Corporation shall be located in Monroe County, New York. The Corporation may also have offices at such other places within the Rochester District as designated by New York State West Youth Soccer Association (NYSWYSA) as the Board may from time to time determine or the business of the Corporation may require. No Corporate funds may be used for office space for any persons involved with the Corporation.

Article III – Members

1. Membership

This shall consist of two classes of members:

- A. Individual Members: Those persons elected to the Board of Directors. The individual membership of the RDYSL shall be open to any adult not subject to suspension under Section 4 of Bylaw 241 of the USSF Bylaws. An adult is defined as a person that is at least 18 years of age.
- B. Club Members: Shall be one (1) adult delegate from each duly affiliated club accepted for membership in the Corporation.
- C. A club member is in good standing when all financial obligations are current and the club has a minimum of (1) one team registered after the probationary period has expired.

2. Place of Meetings

Meetings of Members shall be held at the principal office of the Corporation or at such other place within the Rochester, NY District of NYSWYSA as the board shall authorize.

3. Annual General Meeting

The annual general meeting of the Members shall be held during the month of November, or as soon as practicable, at such date and time as the Board may direct, when the Members shall elect a Board and transact such other business as may properly come before the meeting.

4. Regular Meetings

Regular meetings of the Members shall be held during the year following the Annual General Meeting as so directed by the Board as required.

5. Special Meetings

Special meetings of the Members may be called by the Board or by the President and shall be called by the President or the Secretary at the request in writing by Members entitled to cast ten percent (10%) of the total number of votes entitled to be cast at such meeting. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be confined to the purpose stated in the notice.

6. Notice of Meetings of Members

Notice of meetings of Members shall be given personally, by fax, by first class mail, or by email not less than ten (10) days nor more than sixty (60) days before the date set for such meeting to each voting member. If mailed, such notice is given when deposited in the U.S. Mail, with postage thereon prepaid. If given electronically, a copy must be kept of electronic message with date sent. These notices must be sent to the Member of record at the addresses provided by the Club and recorded by the Secretary of the Corporation unless a written request that such notice be sent to some other address. A notice for a special meeting shall state the purpose for which the meeting is called and indicate that the notice is being issued by or at the direction of the person or persons calling for the meeting. No business other than that specified in the call for the meeting shall be transacted at any special meeting of the Members, except upon the unanimous consent of all the Members entitled to receive such notice.

7. List of Members

A list or record of Members entitled to vote, certified by the Secretary, shall be produced at any meeting of Members upon request, therefore of any Member who has given written notice to the Corporation that such request will be made at least ten (10) days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election, or if none present, the person presiding thereat, shall require such list or record of Members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list of record to be Members entitled to vote thereat may vote at such meeting.

8. Quorum of Members

At any meeting of the Members, a majority of the voting Members entitled to cast a vote shall constitute a quorum at a meeting of Members for the transaction of any business.

9. Vote of Members

- A. In any case in which a Member is entitled to vote, such Member, or their representative, shall have one (1) vote for each team in good standing and registered with the league.
- B. Directors shall be elected by plurality of the votes cast at a meeting of the Members entitled to vote in the election.
- C. All other corporation action shall be authorized by a majority of the votes cast at a meeting of Members by the Members entitled to vote thereon.
- D. Voting by proxy for member meeting can be done by e-mail except in cases of Board business.

10. Written Consent of Members

Any action that may be taken by vote may be taken without a meeting if done with the unanimous written consent, setting forth the action so taken, signed by all the Members entitled to vote thereon.

Article IV – Directors

1. Board of Directors

Subject to any provision in the Certificate of Incorporation, its Board of Directors, each of who shall be an Officer of the Corporation, shall manage the business of the Corporation.

2. Number of Directors

The number of Directors shall be not less than seven (7) and no more than seventeen (17). Each member of whom shall be at least eighteen years of age.

3. Elections and Term of Directors

At each Annual General Meeting, the Members shall elect Directors for a term of one (1) year, or until the next annual general meeting. There shall be no limit on the number of terms, which any member may serve.

4. Resignations and Removal of Directors

A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective. In addition, any Director absent from two successive meetings without satisfactory reason shall forfeit his/her position as a member of the Board. Any Director may be removed with or without cause by a majority vote of the Members.

5. Newly Created Directorship and Vacancies

Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason may be filled by a vote of a majority of the Directors then in office, although less if less than a quorum exists, unless otherwise provided in the Certificate of Incorporation. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the expired term of his predecessor.

6. Quorum of Directors

Unless otherwise provided in the Certificate of Incorporation, a majority of the directors entitled to cast a vote shall constitute a quorum at a meeting of directors for transaction of business or of any specified item of business. Any one or more members of the Board or any committee may participate in a meeting by means of a conference telephone, electronic video screen communication or similar communications equipment. Participation by such means shall constitute presence in person as a meeting provided that all persons participating in the meeting can hear each other and that said person may participate in all matters, including, but not limited to, proposing, objecting to and voting upon a specific action taken at the meeting.

7. Action of the Board

Unless otherwise provided, any reference to corporate action to be taken by the Board shall mean such action at a meeting of the Board. Unless otherwise required by Law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present, shall be the act of the Board. Each Director present shall have one (1) vote.

8. Place and Time of Board Meeting

- A. The Board may hold its meetings at the Office of the Corporation or at such other places within the Rochester, NY District of NYSWYSA as it may from time to time determine.
- B. All Directors may participate in a regular or special meeting through the use of a conference telephone or by any other communication by which all Directors participating may simultaneously hear or see each other's communication during the meeting. A Director participating by this means is deemed to be present at the meeting.

9. Annual Meeting

An annual meeting of the Board shall be held as soon as practicable following the annual meeting of Members.

10. Regular Meetings

The regular meeting of the Board shall be held at such times and places that the Board may determine.

11. Special Meetings

The President or three Directors may call special meetings of the Board at any time.

12. Notice of Meetings of the Board Adjournment

- A. Each Director shall be given not less than five (5) days prior written notice of the time and place of a regular meeting or any special meeting. Written notice can be given personally, by e-mail, fax or U.S. mail. Any such notice shall specify the purpose of any regular or special meeting.
- B. Notice of any meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her.
- C. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

13. Chairman of the Board

At all meetings of the Board, the President, or in his absence a chairperson chosen by the Board, shall preside.

14. Executive and Other Committees

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other standing or special committees, to

the extent provided in such resolution and shall have authority of the Board, except as to the matters prohibited by Section 712 of the Not-For-Profit Corporation Law. Each committee of the Board shall serve at the pleasure of the Board. No notice of committee meetings is necessary. Written minutes of the proceedings of all meetings of each committee shall be kept by a member appointed by the committee chairman and shall report at the regular meeting of the Board. The minutes of each committee shall be made available on request for any member of the League. The minutes shall be forwarded to the Corporation Secretary for permanent record. A Board member shall chair the following committees and the activities of each committee are subject to approval of the Board:

- A. Executive Committee: shall consist of at least three (3) Board members and must be appointed by the Board of Directors and shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:
 - (i.) The filling of vacancies in the Board or in any committee.
 - (ii.) The fixing of compensation of the Directors for serving on the Board or any committee.
 - (iii.) The amendment or repeal of the By-Laws or the adoption of new By-Laws.
 - (iv.) The amendment or repeal of any resolution of the Board when by its terms shall not be so amendable or repealable.
- B. Committees of the Corporation: the Board of Directors may designate committees of the Corporation. The resolution authorizing any such committee shall set forth its duties, its term and who may be eligible to serve. The Chair of each committee of the Corporation shall be a Board member appointed by the Board of Directors. The members of such committees need not be Board members and shall be appointed by the Chair of the committee. Such committees shall not be a committee of the Board and shall not exercise any of the powers of the Board or have the authority to bind the Board and shall be advisory only.
- C. Audit Committee: The Corporation shall have an Audit Committee if it is required to file an independent certified public accountant's audit report with the Attorney General pursuant to New York Executive Law Section 172-B(1). The Audit Committee shall be a committee of the Board which shall be responsible for overseeing the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements. The Audit Committee shall be comprised of at least three committee members. All committee members shall be "independent Directors" as defined under the New York Not-for-Profit Corporation Law. The Board of Directors shall adopt an Audit Committee Charter to govern the operations of the Audit Committee.
- D. Scheduling Committee: to receive team entries, form playing divisions, and develop a game schedule.
- E. Awards Committee: to procure all trophies awarded by the Corporation.
- F. Cup and Tournament Committee (if applicable): to receive entries for, to plan, and to administer the League Cup.
- G. Referee Committee: to maintain a liaison with Division coordinators and the referee unit and the Assignor, and to receive and communicate problems reported by or concerning referees.

Special committees shall have only the powers delegated to them by the Board and in no case shall have powers which are not authorized for standing committees. Each special committee established shall consist of at least three (3) directors appointed by the President. The committee shall select the chairman of the committee.

15. Compensation

No compensation shall be paid to Directors, as such, for their services, but the Directors, at their sole discretion, may agree to reimburse for the documented expenses reasonably incurred by them in the performance of their duties. There shall be no paid personnel of the Corporation with the exception of the Registrar(s) and the webmaster.

16. Action Without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if done with the unanimous written consent of all Board members to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the Board or committee. Consents may be provided in writing signed by the Board or committee member either in hard copy or by any other reasonable means; including by e-mail, from which the recipient can reasonably determine that the transmission was authorized by said Board or committee member.

Article V – Officers

1. Officers, Election, Term

- A. The Members, other than the individual members, shall elect Officers at the Annual General Meeting and shall consist of a President, 1st Vice President, 2nd Vice President, 3rd Vice President, 4th Vice President, Secretary, Treasurer, and All Other Officers as it may determine, who shall have such duties, powers, and functions as hereinafter provided.
- B. Each Officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.
- C. A single person may hold more than one office, but one person may hold more than one elected position.

2. Removal, Resignation, Salary, Etc.

- A. Any Officer elected or appointed may be removed for cause or without cause by a vote of the Members.
- B. In the event of the death, resignation, or removal of an Officer, the members in their discretion may elect or appoint a successor to fill the un-expired term.
- C. Any Officer may resign at any time by giving written notice to the President or Secretary. Any such resignation shall take effect at the time specified therein or, if no time is specified, upon delivery.
- D. Any Officer absent from two successive meetings without satisfactory reason shall forfeit his position as an Officer of the Corporation.

3. President

The President shall be the Chief Executive Officer of the Corporation; the president shall preside at all meetings of the Board; shall have the management of the business of the Corporation; shall see that all ordered resolutions of the Board are carried into effect; and

shall perform such duties as may be assigned to him/her from time to time by the Board. The President shall be an ex officio non-voting member of all committees.

4. Vice President

During the absence or disability of the President, the Vice President, or if there are more than one, the 1st Vice President, shall have all powers and functions of the President. Each Vice President shall chair one of the standing committees and shall perform such other duties as the Board shall prescribe.

5. Secretary

The Secretary shall:

- A. Attend all meetings of the Board and of the Members and record all votes and minutes of all proceedings in a book to be kept for that purpose. Record all minutes of committee meetings forwarded.
- B. Give or cause to be given proper notice of all meetings of Members and of special meetings of the Board and committee meetings.
- C. Keep in safe custody the Certificate of Incorporation and a copy of these By-Laws.
- D. Keep a complete registration of all teams and players.
- E. When required, prepare or cause to be prepared and available, a current list of the Directors and Officers of the Corporation and their residence addresses, emails, and telephone numbers.
- F. Acknowledge any communication directed to him/her by affiliated members.
- G. Handle all correspondence of the Corporation.
- H. Perform such duties as may be prescribed by the Board.

6. Treasurer

The Treasurer shall:

- A. Have the custody of the corporate funds and securities.
- B. Keep full and accurate accounts of receipts and disbursements in the corporate books.
- C. Deposit all money and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board.
- D. Disburse the funds of the Corporation as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements.
- E. Render a full financial report at the annual meeting of the Members if so requested.
- F. Be furnished by all Corporate Officers and agents at his request, with such reports and statements as he may require as to all financial transactions of the Corporation.
- G. Perform such other duties as are given to him/her by these By-Laws or as from time to time are assigned to him/her by the Board or the President.

Article VI – Registrar

1. Appointment

With the concurrence of the District Commissioner of the NYSWYSA, the Board of Directors shall appoint one or more individuals to serve as Registrar. This shall be a paid position. The Registrar shall be invited to participate in all Board Meetings. They do not, however, have voting privileges at Board meetings.

2. Duties

A Registrar shall:

- A. Attend to player and team registrations, as specified by the NYSWYSA for district travel teams and as further specified by the Corporation.
- B. Report regularly to the Board on their activities.

Article VII – Rules and Regulations

All Members of this Corporation shall operate in accordance with the duly approved rules, regulations, and laws of soccer as promulgated by FIFA, USSF Youth Division, NYSWYSA, and this Corporation. The directors, by majority vote, may determine the rules and regulations of the league, after providing 30 days notice of the proposed changes to the Members of the league.

Article VIII – Execution of Instruments

All Corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by the President or by such Officers or Officers of other person or persons as the Board may from time to time designate, but unless so authorized by the Board, or expressly authorized by these By-Laws, no Officer or agent shall have any power or authority to pledge the Corporation's credit or to render it liable pecuniary in any amount for any purpose. No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Members.

Article IX – Fiscal Year

The fiscal year shall begin October 1st in each and every year.

Article X – References to Certificate of Incorporation

Reference to the Certificate of Incorporation in these By-Laws shall include all amendments thereto or changes thereof unless specifically exempted.

Article XI – Indemnification

If a Director or Officer of the Corporation is made a party to any civil or criminal action or proceeding in any matter arising from the performance by such Director or Officer of his duties for or on behalf of the Corporation, then to the full extent permitted by law, the Corporation, upon affirmative vote of the Board of Directors, a quorum of Directors being present at the time of the vote who are not parties to the action or proceeding, shall:

- A. Advance to such Director or Officer all sums found by the Board, so voting, to be necessary and appropriate to enable the Director or Officer to conduct his defense, or appeal, in the action or proceeding; and
- B. Indemnify such Director or Officer for all sums paid by him/her in way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein, subject to the proper application of credit for any sums advanced to the Director of Officer pursuant to clause (A) of this Article.

The foregoing shall not obligate the Corporation to purchase Directors' or Officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board.

Article XII – By-Law Changes

The By-Laws may be amended, repealed, or adopted, or a special meeting called for that purpose, by a two-thirds majority roll call vote of the Members at the Annual General Meeting. All proposed amendments must be given to the Members at least ten (10) days prior to the date of the Annual General Meeting.

Article XIII – Non-Discrimination

The Corporation and its member clubs shall not discriminate against any individual on the basis of race, religion, color, age, sex or national origin.

Article XIV – Determination of Club Membership Voting

The seasonal year of play shall be September 1 to August 31. The Board shall establish a registration period of each seasonal year. The teams registered during the most recent registration period shall determine the number of votes per club and such voting shall continue until the next registration period. A club's voting rights will be adjusted for teams removed or added to league play for a seasonal year, according to corporate policy and procedure, after the registration period.

Article XV – Appeals

The RDYSL will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. These procedures shall include that all grievances involving the right to participate and compete in activities sponsored by the USSF, and NYSWYSA, and the RDYSL may be appealed to the USSF Appeals Committee in accordance with NYSWYSA bylaws and policies. The Federation's Appeals Committee shall have jurisdiction to approve, modify or reverse a decision. A decision rendered by the RDYSL or the NYSWYSA from which an appeal is taken is not suspended pending the final decision of the Federation's Appeals Committee unless the Committee otherwise ordered. The decision made by the RDYSL or the NYSWYSA may be upheld, revised, or reversed and remanded.

Article XVI – Dissolution

This League may be dissolved by the vote of a two-thirds vote of its members. In the event of dissolution, the property of the corporation shall be equitably distributed back to the member clubs in existence at the time of the dissolution.