

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

ARTICLE I - AFFILIATION

1. The Westchester Youth Soccer League, Inc. ("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, US Club Soccer 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 and posted on the WYSL's website, 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 US Club Soccer or any other association affiliated with the USSF.
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, which do not participate in scheduled League competition, may obtain certain limited benefits, 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 with the consent of the Board of Directors 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. The League and its members will not discriminate against any individual on the basis of race, color, religion, sex, sexual orientation, gender identity, age, national origin or any other basis inconsistent with USSF policy.

6. 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 2/3 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.

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

8. 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.

9. 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 of business at meetings.
7. Voting of members shall be 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 in the League 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, as follows:

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

Each member's vote(s) may be cast by an authorized delegate 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 at least seven (7) and no more than thirteen (13) Directors, including the Officers. Each Director shall be at least twenty-one years of age. All Directors shall serve for a term of two (2) years, with 50% of the Directors being elected during the even years and 50% plus one (1) of the Directors being elected during the odd years.

2. 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.
3. All Board of Directors Meetings shall be open to all members.
4. Each Director 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.
5. A quorum shall exist when a majority of the Directors then in office shall be present at a Board of Directors Meeting.
6. 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.
7. The Board of Directors shall include no more than four (4) Directors who are affiliated with a single member (*i.e.*, serving as a director, officer or otherwise employed by such member).
8. 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.
9. During the even years, assuming a thirteen (13) member Board of Directors, subject to the last sentence of paragraph 11, the six (6) candidates receiving the highest individual totals of the votes cast shall be elected to the Board. During the odd years, assuming a thirteen (13) member Board of Directors, subject to the last sentence of paragraph 11, the seven (7) candidates receiving the highest individual totals of the votes cast shall be to the Board. The Board in office immediately prior to the Annual General Meeting will determine the size of the Board, which shall in any event comply with Article IV, clause (i).
10. For purposes of electing the Directors, each member will receive a number of ballot(s) equal to the number of votes it is entitled to in accordance with Article III. On each ballot for electing Directors, a member may cast one vote for up to the number of Directors to be elected at such Annual General Meeting (*i.e.*, if there are seven (7) directorships to be filled, a member may cast one vote for up to seven (7) Directors). To be elected a Director, a candidate must be selected on at least 20% of the ballots.
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 2/3 vote of the Board of Directors then in office. Additionally, a Director may have his/her office, as a Director, declared vacant by a 3/4 vote of the Board of Directors then in office.

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 US Club Soccer, or with misconduct by any of its members, or any of their directors, officers, coaches, trainers, players, parents or others associated therewith.

ARTICLE V - LEAGUE OFFICERS

1. The officers of the League shall consist of the President, First Vice President, Second Vice President, General Counsel, Secretary and Treasurer, and may in addition consist of a Registrar and such other officers, including vice presidents, as the Board of Directors shall elect from their membership.
2. 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: President, First Vice President, Second Vice President, General Counsel, Secretary and Treasurer, and it may elect a Registrar and such other officers, including vice presidents, as the Board of Directors shall deem to be appropriate for the operation of the League.
3. These officers shall serve two-year terms commencing on the date of their election. 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.

GENERAL COUNSEL

The General Counsel shall be the chief legal officer of the League, shall have general charge of all legal matters pertaining to the League, shall attend meetings of the Board and, where appropriate, its committees, shall be authorized to represent the League in all legal proceedings, shall advise the League, its committees and officers on legal questions as may be required, and shall, subject to the direction of the President, oversee the provision of all legal services to the League. The General Counsel shall also be responsible for those functions (not necessarily limited to the foregoing responsibility as to legal matters) assigned to him by the Board of 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.

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.

Any other officers elected by the Board shall have such authorizations, duties and responsibilities as are set forth in the resolution of the Board approving the position held by such officer.

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 President, the Vice Presidents, the General Counsel and the Treasurer. 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

1. 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 be indemnified 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.

2. 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 2/3 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.