

TRI-TOWN UNITED SOCCER CLUB, INC.

BY - LAWS



REVISION A

DATE APPROVED: August 16, 2003

James McCready, President: *James McCready*

Guy Steinmetz, Vice President: *Guy Steinmetz*

Robert Ciepiela, Secretary: *Robert Ciepiela*

Mary Steinmetz, Treasurer: *Mary Steinmetz*

John Duval, Board: *John W. Duval*

Ronald Razzolini, Board: *Ronald Razzolini*



TRI-TOWN UNITED SOCCER CLUB BY-LAWS

****Revision A APPROVED 08/16/2003****

ARTICLE I

NAME / STRUCTURE

The name of this organization shall be the TRI-TOWN UNITED SOCCER CLUB, INCORPORATED and hereafter referred to in this document as TRI-TOWN UNITED. The TRI-TOWN UNITED SOCCER Club shall be a nonprofit corporation incorporated under the laws of the State of New York.

Each team within TRI-TOWN UNITED shall choose a unique team name to distinguish between teams within the same age bracket under the BWNYSJL (i.e. Tri-Town Fusion, Tri-Town Titans, Tri-Town Force, Tri-Town Enigma, etc.).

ARTICLE II

PURPOSE

The purpose of the TRI-TOWN UNITED SOCCER CLUB shall be to promote, foster, and perpetuate the game of soccer at the youth level in the communities of Elma, Marilla, and Wales, of the State of New York. This shall include development of coaches and players, promoting the growth of soccer, and encouraging the principles of good sportsmanship.

ARTICLE III

MEMBERSHIP AND COMMUNITY

A TRI-TOWN UNITED member is any player, parent(s) of a player(s), coach, Officer, or current Board Member(s) in good standing during the current seasonal year. The community of this organization shall be the legal town boundaries of Elma, Marilla, and Wales, State of New York and/or within the Iroquois Central School District.

ARTICLE IV

AFFILIATION

The TRI-TOWN UNITED SOCCER CLUB is affiliated with the following organizations:

- Buffalo & Western New York Junior Soccer League (BWNYSJL)
- New York State West Youth Soccer Association (NYSWYSA)
- United States Youth Soccer Association (USYSA)



ARTICLE V

NON-PROFIT ORGANIZATION

The TRI-TOWN UNITED SOCCER CLUB is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI

NON-PROFIT ORGANIZATION

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, (including the publishing or distribution of statements) or any political campaign on behalf of any candidate for public office.

ARTICLE VII

DISSOLUTION

1.0 DISPOSITION OF ASSETS BY BOARD

Upon the dissolution of the corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the corporation dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine.

2.0 DISPOSITION OF ASSETS BY COURT

Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



ARTICLE VIII

GOVERNMENT

The TRI-TOWN UNITED SOCCER CLUB shall be governed by its policies and by-laws as presently constituted or as these may from time to time be amended and/or altered. The government, control and management of all properties of this Club are vested in the Board of Directors, which provides for the election of Directors and Officers of this Club, their terms in office, their powers and their duties.

1.0 BOARD of DIRECTORS

1.1 Membership

Board of Director membership is open to all residents, 18 years and older, living in the towns of Elma, Marilla, or Wales, State of New York and those living in areas included in the boundaries of Iroquois School District. Exceptions may be made by a majority Board vote. The Board shall consist of a minimum of three (3) independent members. The Board of Directors shall be elected at the Annual Club Meeting by the Board Voting membership. The Board may appoint nonvoting members and Honorary Directors as needed. These nonvoting directors will need not be present at meetings and will not be counted in a quorum.

1.2 Election / Term of Office

Each Director of TRI-TOWN UNITED shall be elected at the annual meeting of the Board of Directors. The Board of Directors shall not have less than three (3) members and shall not be permitted to serve as director of the Club for more than five (5) consecutive terms.

1.3 Board of Directors - Voting

Voting Board Directors for the purpose of this Club are those individuals who meet the requirements of Article VIII, Section 1.1 and are registered in good standing as a member of the TRI-TOWN UNITED SOCCER CLUB and the Buffalo and Western New York Junior Soccer League (BWNYSJL). Each Board member will have one (1) vote. Absentee voting and/or proxy votes will not be allowed under any circumstances at any general meeting.

2.0 OFFICERS

2.1 Membership

Officer membership is open to all residents, 18 years and older, living in the towns of Elma, Marilla, or Wales, State of New York and those living in areas included in the boundaries of Iroquois School District. Exceptions may be made by a majority Board vote.



2.2 Officers Voting

Voting Officers for the purpose of this Club are those individuals who meet the requirements of Article VIII, Section 2.1 and are registered in good standing as a member of the TRI-TOWN UNITED SOCCER CLUB and the Buffalo and Western New York Junior Soccer League (BWNYJSL). Each Officer will have one (1) vote. Absentee voting and/or proxy votes will not be allowed under any circumstances at any general meeting.

3.0 METHOD OF EXECUTIVE VOTING

Executive voting procedures at the annual meeting, special meeting or any other general club meeting, called by the TRI-TOWN UNITED SOCCER CLUB Board under the provisions outlined in Article IX shall be as follows: Motions properly made and seconded may be decided by voice vote with the presiding officer deciding whether or not the motion is adopted. If the outcome of the voice vote is uncertain, in the opinion of the presiding officer, the presiding officer may request a show of hands from each party represented at the meeting and who are present in the room at the time of the vote, following the preconditions outlined in Article IX, Section 4.0. Robert's Rules of Order shall be followed.

ARTICLE IX

1.0 ANNUAL GENERAL MEETING

The TRI-TOWN UNITED SOCCER CLUB shall, prior to the conclusion of each fiscal year, call thirty (30) days in advance in writing for an annual meeting time and location. The President shall call and preside over the meeting.

2.0 SPECIAL MEETINGS

Special meetings of the TRI-TOWN UNITED SOCCER CLUB may be called by the President or the Club at such times as are deemed necessary. Written notice of such meeting must be given to all Officers and Board members to any member so dictated by the Officers or Board members.

3.0 CLUB MEETINGS

Regular Club meetings are intended to be held on the first Wednesday immediately following the BWNYJSL meeting of each month, or on other days approved by the Board, at a time and location established by the President. The Club will meet at least 8 times per year. The Board of directors shall have their annual meeting in December and may be represented at any club meeting. (ARTICLE IX, Section 4.1).



4.0 QUORUM

- 4.1** A meeting quorum will consist of those members present.
- 4.2** A voting quorum is needed for the purpose of conducting business of the Board and shall consist of a simple majority of the elected Board members. The President or Vice President must be present to conduct official TRI-TOWN UNITED SOCCER CLUB business.

5.0 PARLIAMENTARY AUTHORITY

The rules contained in the Modern Addition of Robert's Rules of Order shall govern the Club in all cases where they are consistent with these by-laws and any other special rules of order the Club may adopt.

6.0 CONFLICT OF INTEREST

Any Board member that may have a conflict of interest regarding any matter financial or otherwise that is under consideration by the Board for approval may excuse himself or herself from voting on any motion without penalty or prejudice. Board member(s) who may be reimbursed or otherwise compensated for services directly related to the operation of the TRI-TOWN UNITED SOCCER CLUB shall abstain from voting on any relevant motion(s).

ARTICLE X

1.0 POLICIES AND PROCEDURES

1.3 Purpose of Policies and Procedures

The purpose of the policies and procedures is to define and create the governing guidelines of the Club and to regulate the general operation of the Club, as well as define and regulate the registration of players, the formation of teams, and the general operation of other programs.

1.4 Amendments

Amendments to the By-laws and/or Policies and Procedures shall be approved by the Board. Any proposed amendment shall be submitted, in writing, to the Board, at least thirty (30) days prior to the Board meeting at which the amendment will be considered. Voting Board members shall be given a written copy of the amendment at least thirty (30) days before the meeting.

1.5 Board Amendment Voting

The Board of Directors may amend the By-laws or Policies and Procedures with a 2/3 majority (voting quorum) member vote approval. A voting quorum must be present (Article IX, section 4.2).



ARTICLE XI

1.0 Board of Directors

The policy making and executive functions of the TRI-TOWN UNITED SOCCER CLUB shall be vested in the Club's Board of Directors, which shall have the following powers:

1.1 Approval/Ratification Powers

- (1) To ratify, alter, or reject decisions of any officer, coach, committee, or other official of the Club only if the policies or procedures have been violated.
- (2) To ratify appointments of the President to fill vacancies in Offices.
- (3) To ratify, alter, or reject appointments to Club committees and such other officials as the Club may from time to time appoint.
- (4) To remove from office any appointed or elected member of the Club for reasonable cause, by due process by a simple majority vote of the Board as otherwise provided in the by-laws.

2.1 Judicial Powers

- (1) To enforce the by-laws and policies and procedures of the TRI-TOWN UNITED SOCCER CLUB, BWNYSJL, NYSWYSA, and USYSA.
- (2) To hear all cases of misconduct of players, officials, coaches, and/or persons affiliated with the Club and after such hearing if such person or persons are found in noncompliance of Club By-laws and/or Policies and Procedures, to impose such fines and/or penalty as it may deem proper.
- (3) To render final decisions on all matters of controversy.
- (4) To suspend, expel and/or impose fines or penalties upon any member which is found guilty of violation or breach of the TRI-TOWN UNITED SOCCER CLUB by-laws, policies and procedures, or any regulations of the affiliation.
- (5) To enforce the purposes for which the Club was organized.

3.1 Financial Powers

- (1) To contract for such personal services and facilities as shall be necessary for the operation of the Club business.
- (2) To authorize the expenditure of funds for purposes in keeping with the needs of the Club.
- (3) To ensure that all expenditures of funds in excess of \$500 are signed by more than one board member.



ARTICLE XII

1.0 BOARD ORGANIZATION

The Board shall consist of the Voting Officers, Directors, and Immediate Past President.

2.0 BOARD RESTRICTIONS ON SERVICE

No person under indictment for any criminal act may serve as a Board Member of the Club while the indictment is in effect. No officer or director elected shall be a paid employee or be compensated for fulfilling their duties. This does not include reimbursement for expenses incurred in order to fulfill official duties in connection with the business of the Club.

ARTICLE XIII

1.0 OFFICERS (voting)

1.1 Officers

The Officers are: President, Vice President, Secretary, and Treasurer.

1.1.1 Time and Place of Election, Term of Office

Elections for all Officers will be held during the Annual Meeting. The slate of candidates will be developed by the nominating committee. Nominations from the floor will also be accepted. Election shall be by simple majority of the board members. The terms of office begin the first Club meeting following the Annual Meeting.

All elected officers shall be elected for a period of two years. The President and Treasurer shall be elected on odd years, Vice President and Secretary on even years. No one person shall hold more than one (1) office at the same time. No officer shall serve more than three (3) consecutive terms.

1.1.2 Removal from Office

Any elected board member of this organization shall be removed from office by a two-thirds majority of the Board vote at a special emergency meeting convened pursuant to Article IX, Section 2.0 and Article X, Section 1.3.

Any elected board member, coach, or parent who requests removal of an elected board member, officer or appointed coach must provide a written report to the full Board prior to the convening of the meeting outlining specific reason(s) for requesting the removal from office or position. This report shall also be available to any TRI-TOWN UNITED SOCCER CLUB member upon request. The elected board member or coach who would be removed under such provision, shall also be provided a copy of the report prior to the convening of the meeting, and shall have an opportunity to present his or her rebuttal prior to any vote to remove him or her from office.



1.1.3 Vacancies

In the event that a vacancy occurs for any officer, the President or Board of Directors, shall fill the vacancy within one month, or as soon as practicable by appointment. An appointed officer shall have no voting rights until which time they are affirmed by the board at the next possible meeting. The affirmed officer shall complete the term of the vacant officer and may be elected into office as such time under Article XIII, Section 1.1.1.

1.2 General Operating Guidelines

The TRI-TOWN UNITED SOCCER CLUB shall develop and maintain General Operating policies which describe procedures required by BWNYJSL and policies and procedures for the operation of TRI-TOWN UNITED SOCCER CLUB. Specific policies and guidelines for the overall management of TRI-TOWN UNITED SOCCER CLUB shall include (but not be limited to) duties and responsibilities for positions not described in Article XIII, Section 1.3.

1.3 DUTIES OF OFFICERS

1.3.1 President:

The President shall preside at Board meetings and all club meetings. The President shall coordinate and choose members of subcommittees whenever possible to aid in the organization of the club (i.e. fund-raisers, uniform selection, end-of-season picnic, etc.). There shall be similar duties in regards to adhoc committees for special purposes.

The President shall enforce the regulations of the TRI-TOWN UNITED SOCCER CLUB. The President shall sign contractual documents with the Treasurer as co-signer for disbursement of funds. He/she also will have the power to call special Board meetings and special Club meetings of the membership, if he/she determines there is an emergency or if any voting members follows prescribed procedure in asking for such a meeting.

The President acts as primary liaison of TRI-TOWN UNITED SOCCER CLUB with the Buffalo & Western New York Junior Soccer League and the New York State West Youth Soccer Association. He/she shall represent TRI-TOWN UNITED SOCCER CLUB at all BWNYJSL District meetings or find a suitable replacement for the meeting.

The President is responsible for ensuring each TRI-TOWN UNITED SOCCER CLUB meeting is run according to Robert's Rules of Order and maintains the TRI-TOWN UNITED SOCCER CLUB Policies and By-laws.

The President shall coordinate distribution of the TRI-TOWN UNITED SOCCER CLUB Operating Guidelines and Policies to Coaches.



The President shall help administer tryouts, team selections, and placement of displaced TRI-TOWN UNITED SOCCER CLUB players.

The President shall listen to all situations as reported by Coaches, Team Managers, players, and parents and inform the Board of all such problems or situations if deemed necessary.

1.3.2 VICE PRESIDENT / DIRECTOR OF COACHING

The Vice President shall perform all duties and exercise all the powers of the President during the latter's absence or incapacity. The Vice President is also responsible for organizing the Coaching Selection committee.

The Vice President shall coordinate all training and education necessary for the development and improvement of all TRI-TOWN UNITED SOCCER CLUB Coaches. He/she shall assess the needs of the coaching staff, arrange for and communicate as necessary the appropriate licensing clinic availability, skill training sessions and work shops.

The Vice President shall attend club and special coaches meetings throughout the year. These meetings shall include such topics as clinics and season review.

The Vice President shall observe each coach within the club (minimally one game during soccer season) and give feedback to the coach as well as the TRI-TOWN UNITED Board on strengths and development opportunities.

The Vice President shall develop, maintain, and utilize assessment tools to be used by players and parents to evaluate the coach, making certain that the evaluations are given at the end of each season.

The Vice President shall develop and maintain a soccer reference library.

The Vice President shall coordinate and assist in the selection of coaches with the Coaches Selection Committee and Tri-Town Board.

The Vice President shall be the first call for help for Coaches and Team Managers.

1.3.3. SECRETARY

The Secretary shall keep a record of all proceedings of the TRI-TOWN UNITED SOCCER CLUB including Board and Club meetings. The Secretary also will keep committee reports on file and conduct official correspondence for TRI-TOWN UNITED SOCCER CLUB. The Secretary will sign, with the President, contractual documents which reflect approved Board and TRI-TOWN UNITED SOCCER CLUB commitments.

The Secretary shall keep minutes at any TRI-TOWN Club meeting and shall store such recordings.

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The Secretary shall maintain a register of all members names and mailing addresses.

The Secretary shall inform all members of upcoming meetings (via mailings, phone call, or internet e-mailings).

The Secretary shall work with the Travel Coordinator to obtain field permits for the TRI-TOWN UNITED SOCCER CLUB travel season.

The Secretary shall receive all league game and tournament results from all Coaches and compile an end-of-season report to the TRI-TOWN UNITED SOCCER CLUB Board and present results at the September Club meeting.

1.3.4 TREASURER

The Treasurer shall be responsible for keeping the bank accounts of the TRI-TOWN UNITED SOCCER CLUB in satisfactory order according to commonly accepted business practices and also be responsible for the disbursement of funds as authorized by the Board and/or the voting membership.

The Treasurer shall report the financial status of TRI-TOWN UNITED SOCCER CLUB to the Board at Board meetings and at the club meetings. The Treasurer also will be responsible for a short and long-range financial plan and forecast, including this subject in an annual report to the board. Exceptions will be identified when establishing fund raising projects.

The Treasurer will assure that the Club's accounts are examined at least annually and that any taxes or appropriations of filing are completed or paid with accordance with New York State and/or the United States Federal Government under Non-Profit Organization Status.

The Treasurer shall also coordinate with all fund raising committees.

ARTICLE XIV

2.0 OFFICERS

2.1 OFFICERS (NON-VOTING)

2.1.1. REGISTRAR

The Registrar is responsible for ensuring each TRI-TOWN UNITED SOCCER CLUB player has met the Club and BWNYJSL guidelines and provide organization for registration for TRI-TOWN UNITED SOCCER CLUB Travel teams and programs for the up-coming season.

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The Registrar will organize and coordinate all information for the TRI-TOWN UNITED SOCCER CLUB in accordance with the BWNYSL registration, with help from the coaches, including:

- a. Player registration
- b. Coaches registration
- c. Assistant Coaches registration
- d. Team registration

The Registrar will complete the tryout welcome letter and distribute at sign-up. He/she will attend all sign-up sessions to verify player age and ascertain eligibility for participation in the TRI-TOWN UNITED SOCCER CLUB season.

2.1.2 TRAVEL COORDINATOR

The Travel Coordinator is responsible for club equipment, fields assignments, and field maintenance. He/she may organize and coordinate sub committees for marking, mowing and other field maintenance. He/she will report to the Treasurer a budget for field maintenance.

The Travel Coordinator shall work closely with the coaches, team managers and team parents to provide the guidance and leadership necessary to ensure the most positive soccer experience for all.

The Travel Coordinator shall coordinate and organize the distribution and collection of team equipment to the coaches.

The Travel Coordinator shall organize and coordinate with the Secretary, field usage insurance and written approvals.

2.1.3 PAST PRESIDENT

The Past President will serve as an advisor to the President and will perform other duties as may aid the Club.

The Past President will serve as nominating chairman for nomination of officers and directors of the Club for the Annual Club Meeting.

ARTICLE XV

1.0 Club Meetings

1.1 Voting Membership

Voting membership is retained for Coaches, attending Board Directors, Officers (voting and non-voting) and any parent(s) present at the TRI-TOWN UNITED SOCCER CLUB monthly meetings.



1.2 Business at Club Meetings

The voting membership at club meetings shall have the power to accept or reject decisions of the TRI-TOWN UNITED SOCCER CLUB which are considered everyday operating procedures, as long as those decisions do not change or circumvent any policies within the Club's By-laws or Policies and Procedures.

ARTICLE XVI

TRI-TOWN UNITED LOGO

Any use of the TRI-TOWN UNITED logo or symbolic representations of the logo must be approved by the TRI-TOWN UNITED Board prior to use by any TRI-TOWN UNITED SOCCER CLUB team, player, coach or outside person(s).