

BYLAWS OF WAYNE WINGS YOUTH SOCCER CLUB, INC.

Article I – Offices

The principal office of the Corporation shall be located in Ontario, New York. The Corporation may also have offices at such other places within or without the State of New York as the Board may from time to time determine or the business of the Corporation may require.

Article II - Purposes

The purposes for which this Corporation has been organized are to train and give instruction in the sport of soccer to its members so that they may learn and develop the skills necessary to participate in the activity; to promote the involvement of youth in the sport; to teach and enhance those characteristics of honesty, good fellowship, discipline, team play and self-confidence which are the essentials of good sportsmanship; to foster amateur soccer matches among its members and members of other similarly constituted organizations for the benefit, enjoyment and wellbeing of all participants; and for any and all other purposes as stated in the Certificate of Incorporation, as amended.

Article III - Members

1) Members

- a) Each family which has a child or children enrolled in any program conducted by the Corporation, shall be a member entitled to one (1) vote. The information provided on the program registration forms shall be used as the basis for determining the identity of the member and the address of the member.

2) Place of Meetings

- a) Meetings of Members shall be held at the principal office of the Corporation or at such place within Wayne County or Monroe County, New York as the Board shall authorize.

3) Annual Meetings

- a) The annual meeting of the Members shall be held within the month of November or such other time as the Board may direct, when the Members shall elect Directors and transact such other business as may properly come before the meeting.

4) Special Meetings

- a) Special meetings of the Members may be called by the Board or by the President and shall be called by 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 purposes stated in the notice.

5) Notice of Meetings of Members

- a) Notice of meetings of Members shall be given personally or electronically to each Member entitled to vote at such meeting, not less than ten (10) days nor more than sixty (60) days before the date set for such meeting. A notice for a special meeting shall state the purpose for which it is called and indicate that the notice is being issued by or at the direction of the person or persons calling 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.
- b) Notice of the Annual meeting shall be given not less than thirty (30) days prior to the date set for such meeting.

6) List of Members

- a) A list or record of Members entitled to vote, certified by the Secretary shall be produced at any meeting of Members upon the 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, 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 or record to be Members entitled to vote thereat may vote at such meeting.

7) Quorum of Members

- a) At any meeting of the Members, the lesser of 100 Members or 10% of the Members entitled to cast a vote shall constitute a quorum at a meeting of Members for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Members.

8) Vote of Members

- a) In any case in which a Member is entitled to vote, such Member shall have one (1) vote.
- b) Directors shall be elected by a 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 is permitted.

Article IV - Board of Directors

1) Board of Directors

- a) Subject to any provision in the Certificate of Incorporation the business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least 21 years of age.

2) Number of Directors

- a) The number of Directors shall be five (5). Each Director shall have one (1) vote in all matters that require a vote of the Board. There shall be no other voting members of the Board.

3) Election and Term of Directors

- a) All Directors shall serve two (2) year terms. At each subsequent annual meeting of Members, the Members shall elect Directors to fill any vacancies. Each Director shall hold office until the expiration of the term for which he is elected and until his successor has been elected and qualified, or until his prior resignation or removal.
- b) In the event that a Director vacancy exists and the Board is unable to fill the vacancy, then a Director may hold more than one office until said vacancy can be filled except that the offices of President and Secretary may not be held by the same person.
- c) There shall be no limit on the number of terms which any Member may serve.
- d) The President and Treasurer shall be elected in the ODD numbered calendar years and the remaining Directors shall be elected in the EVEN numbered calendar years.

4) Newly Created Directorships and Vacancies

- a) 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 than a quorum exists, unless otherwise provided in the certificate of incorporation.
- b) A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

5) Quorum of Directors

- a) Unless otherwise provided in the Certificate of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

6) Removal of Directors

- a) Any of the Directors may be removed with or without cause by a majority vote of the Members.
- b) Any Director may be removed for cause by majority vote of the Directors when there is a quorum of Directors present at the meeting of Directors at which such action is taken.

7) Resignation of Directors

- a) A Director may resign at any time by giving written notice to the Board, the President or the Secretary. 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.

8) Action of the Board

- a) Unless otherwise required by law, the vote of the majority of the Directors currently in office at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director shall have one vote.
- b) Voting by proxy or absentee ballot, including the use of written or electronic message, shall be allowed.

9) Place and Time of Board Meetings

- a) The Board may hold its meetings at the office of the Corporation or at such other places, either within or without the State of New York, 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 any other means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating by this means is deemed to be present at the meeting.

10) Annual Meeting

- a) An annual meeting of the Directors shall be held as soon as practicable following the annual meeting of Members.

11) Regular Meetings

- a) Regular meeting of the Board shall be held monthly.

12) Special Meetings

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

13) Notice of Meetings of the Board, Adjournment

- a) Each Director shall be given not less than ten (10) days prior written or electronic notice of the time and place of a regular meeting.
- b) Each Director shall be given not less than three (3) days prior written or electronic notice of the time and place of a special meeting. Any such notice shall specify the purpose of the special meeting.
- c) 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.
- d) 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.

14) Chairman of the Board

- a) At all meetings of the Board, the President, or in his/her absence the Vice-President shall preside.

15) Executive and Other Committees

- a) 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, except as to the matters prohibited by Section 712 of the Not-For-Profit Corporation Law.
- b) Each committee of the Board shall serve at the pleasure of the Board.
- c) 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.

- d) 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.

16) Compensation

- a) No compensation shall be paid to Directors.

17) Action without a Meeting

- a) Any action required or permitted to be taken by the Board may be taken without a meeting if the majority of all elected Directors of the Board consent in writing to the adoption of a resolution authorizing the action.

18) Coordinators

- a) The Board, by a majority vote of the currently elected Directors, shall have the authority to appoint, from the Membership, or from the community, Coordinators who are tasked with specific functions within the club.
- b) Coordinators shall work in a non-voting, advisory capacity to the Board and as such shall be included in all Board meetings, workshops and communications that pertain to their specific functions.
- c) Coordinators shall serve for the term of one season, however there shall be no limit on the number of terms that a coordinator may serve. All coordinators shall serve at the pleasure of the Board and may be removed and/or replaced at any time, with or without cause, by a majority vote of all currently elected Directors.
- d) The Board shall maintain a policy which outlines the current coordinator positions and their duties.
- e) At a minimum, the following Coordinator positions shall exist within the club:
 - i) Registration Coordinator (Registrar) - (may be split into Boys & Girls)
 - ii) Facilities Coordinator
 - iii) Tournament Coordinator
 - iv) Scheduling Coordinator
- f) One person may be appointed to handle more than one coordinator position. Additionally, Directors may serve as coordinators.
- g) Coordinators shall attend Board meetings or provide a written report to the President or Secretary prior to each meeting pertaining to any critical functions of said coordinator.

Article V – Director Responsibilities

1) President

The President shall:

- a) Be the chief executive officer of the Corporation
- b) Attend and preside at meetings of the Members and of the Board
- c) Manage the business of the Corporation

- d) See that all orders and resolutions of the Board are carried into effect
- e) Be an ex-officio member of all standing committees.

2) Vice-President

- a) During the absence or disability of the President, the Vice-President, shall have all the powers and functions of the President.
- b) The Vice-President will attend Board Meetings.
- c) Assist the President and Director of Coaching & Team Development with appointment and management of Coordinators as needed.

3) Secretary

The Secretary shall:

- a) Attend meetings of the Board and of the Members.
- b) Record all votes and minutes of all proceedings in a book to be kept for that purpose and publish these minutes to Board and members within ten (10) days.
- c) Give or cause to be given notice of all meetings of Members and of special meetings of the Board.
- d) Keep in safe custody the seal of the Corporation and affix it to any instrument when authorized by the Board.
- e) When required, prepare or cause to be prepared and available at each meeting of Members a certified list in alphabetical order of the names of Members entitled to vote thereat.
- f) Keep all the documents and records of the Corporation, including the Certificate of Incorporation and these Bylaws, as required by law or otherwise, in a proper and safe manner.
- g) Perform such other duties as may be prescribed by the Board.

4) Treasurer

The Treasurer shall:

- a) Attend meetings of the Board and of the Members.
- b) Have the custody of the corporate funds and securities.
- c) Keep full and accurate accounts of receipts and disbursements in the corporate books.
- d) 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.
- e) Disburse the funds of the Corporation as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements.
- f) Render to the President and Board at the regular meetings of the Board, or whenever they require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.
- g) Prepare an annual budget to be reviewed at all Board meeting.
- h) Render a full financial report at the annual meeting of the Members if so requested.
- i) 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.

- j) Perform such other duties as are given to him by these By-laws or as from time to time are assigned to him by the Board or the President.

5) Director of Coaching & Teams

The Director of Coaching & Teams shall:

- a) Attend meetings of the Board and of the Members.
- b) Coordinate the try out process.
- c) Design a set of coach selection criteria and recommend all team coaches.
- d) Design a coaches' 'Code of Conduct'.
- e) Monitor team coaches and help them plan and implement a successful season
- f) Design a continuing education plan for all club coaches.
- g) Work with registration, facilities and scheduling coordinators to assure that all necessary paperwork and notifications are completed.

Article VI - Execution of Instruments

All Corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by the President or by such Officer 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 financed on behalf of the Corporation unless specifically authorized by the Members.

Article VII - Fiscal Year

The fiscal year shall begin on the first day of November in each year.

Article VIII - 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 accepted.

Article IX - 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:

- 1) 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
- 2) Indemnify such Director or Officer for all sums paid by him 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 or Officer pursuant to clause (1) 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 authorize and approved by the Board.

Article X - By-Law Changes

- 1) The Bylaws may be amended, repealed, or adopted, by a majority of the votes cast by Members eligible to cast such votes at the Annual Meeting or at a special meeting called for that purpose.
- 2) All proposed amendments must be given to the Members, in writing or via electronic notification, at least fifteen (15) days prior to the date of the Annual Meeting.

Article XI - Rules and Regulations, Policies & Procedures

- 1) All members of this Corporation shall operate in accordance with the duly appointed rules, regulations, and laws of soccer as promulgated by FIFA, USSF, USYSA, NYSWYSA, and this Corporation.
- 2) The Board shall adopt, maintain and publish via the official club website, or via other written or electronic means, a set of Policies and Procedures for the operations of the club. Such policies shall be made available to all members, coaches and players.
- 3) The Board may adopt, revise or revoke a policy or procedure by a majority vote of all currently elected Directors. The Board may choose, but is not obligated, to solicit public comment or feedback regarding a policy before the adoption, revision or revocation.
- 4) The Board shall notify the membership via written or electronic mail of the adoption, revision, or revocation of all policies a minimum of 30 days before the effective date of the policy. Such notification shall include the full text of the policy, or in the case that the policy is published on the official club website, a link to the full text of the policy.
 - a. In the event that a policy adoption, revision or revocation is deemed critical to the safety and well-being of the players, or that a 30-day notice would substantially negatively impact the club (financially or operationally), the Board may, upon unanimous vote of all currently elected directors, make such adoption, revision or revocation effective immediately, provided that the notifications required above are made as soon as reasonably possible, but in no case greater than 48 hours, after the adoption, revision or revocation.

Article XII - Affiliations

- 1) The Wayne Wings Youth Soccer Club Inc. is a member of the New York State West Youth Soccer Association, and as such agrees to abide by the laws and procedures governing membership.
- 2) The membership of the Wayne Wings Youth Soccer Club shall be open to any soccer players, coaches, trainers, managers, administrators, and officials not subject to suspension under Bylaw 241 of the United States Soccer Federation (USSF).
- 3) The USSF articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of the Wayne Wings Youth Soccer Club to the extent applicable under state law, and the Wayne Wings Youth Soccer Club will abide by those articles, bylaws, policies, and requirements.

- 4) The Wayne Wings Youth Soccer Club will abide by the USSF's articles, bylaws, policies, and requirements on interplay.

Article XIII – Appeals

The Wayne Wings Youth Soccer Club 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, the New York State West Youth Soccer Association (NYSWYSA), and the Wayne Wings Youth Soccer Club may be appealed to the USSF's 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 Wayne Wings Youth Soccer Club 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 orders. The decision made by the Wayne Wings Youth Soccer Club or the NYSWYSA may be upheld, revised or reversed and remanded.

Article XIV – Non-Discrimination

This corporation shall not discriminate against any individual on the basis of race, color, age, sex, or national origin.

Appendix A

**CERTIFICATE OF INCORPORATION
OF
WAYNE WINGS YOUTH SOCCER CLUB, INC.**

UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

The undersigned hereby certifies:

1. The name of the Corporation is Wayne Wings Youth Soccer Club, Inc.
2. The Corporation is a Corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.
3. The purposes for which the Corporation is formed are to give instruction in the game of soccer to its members; to distribute information for the improvement of the sport and promote the involvement of youth in the sport; to provide soccer matches among its members and members of other similarly constituted organizations for the benefit, enjoyment and wellbeing of its members; to advance and develop those characteristics of honesty, good fellowship, discipline, team play and self-reliance which are the essentials of good sportsmanship.
4. The Corporation is a Type B Corporation under section 201 of the Not-for-Profit Corporation Law.
5. The office of the Corporation shall be located in the County of Wayne, State of New York.
6. The names and addresses of the initial directors are:

Christine Derks
6704 Lakeside Road
Ontario, NY 14519

Lynn Rzepka
3853 Orchard Street
Walworth, NY 14568

Theresa Wright Hayden
715A Jacobs Road
Macedon, NY 14502

Marsha Cross
485 County Line Road
Ontario, NY 14519