

PORT CHESTER SOCCER CLUB

FOUNDED AUGUST 2001

BY-LAWS



Updated September 1, 2009

PORT CHESTER SOCCER CLUB INC.

BY-LAWS

Article I - Name

The name of the corporation shall be the PORT CHESTER SOCCER CLUB INC.

Article II - Purposes

The objects of the corporation (sometimes referred to as the "Club" or "PCSC") shall be to foster, promote, monitor, regulate and advance the sport of soccer; to introduce and teach the sport of soccer to the youth of the community; to establish teams and select coaches, and to sponsor, make available and participate in soccer clinics, leagues and related activities for the recreation and well being of the youth of the community; to teach the fundamentals of sportsmanship and team play and to teach the positive values of competition; and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, as may be permitted by the laws of the State of New York. The Club has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profits of the Club is distributable to, or shall inure to the benefit of, its members, directors or officers, except to the extent permitted under the Not-For-Profit Corporation Law.

Article III - Membership; Dues

1. All players on PCSC teams shall be members of the Club. All children residing in the Village of Port Chester, or who are eligible to attend public schools in the Village of Port Chester, or who are otherwise eligible to play on a soccer team in the Port Chester Recreation League, are eligible to play on a PCSC team. Upon the prior approval of the Executive Board, other children shall be eligible to play on a PCSC team.

2. Families of players on a PCSC team who have paid in full all dues and assessments shall be PCSC members. One vote may be cast for and on behalf of each player in good standing on a PCSC team. All rights of players under the age of eighteen (18) to attend and participate in meetings are exercisable by such player's family. Membership shall not be limited to players on PCSC teams and their families.

3. Membership dues shall be determined annually by the Executive Board. In the discretion of the Executive Board, dues for a player may include the amount of the league registration fee for such player and/or such player's share of the league registration fee for the player's team. If and to the extent registration fees are

not included as part of dues, the Club, directly or through the Coaches/Managers, shall be entitled to assess players. All players on a team shall pay equal amounts in respect of PCSC dues and league registration fees.

Article IV - Officers

The Officers of the Club and their duties and responsibilities shall be as follows:

President: The President shall preside at all meetings of the Club, Council of Coaches and Executive Board. The President with the advice and approval of the Executive Board shall appoint all committees of the Club. The President shall be entitled to be a member of all committees, with full right to vote therein.

The President may call and conduct conferences of Officers and Executive Directors of the Club, and shall perform such other duties as are commonly performed by the chief executive of a voluntary organization, or as may be assigned to him or her by the Executive Board. The President shall be responsible for the general management of the affairs of the Club with the concurrence of the Executive Board, and shall see that all orders and resolutions of the Executive Board are carried out.

The President shall have the power to authorize funds to be disbursed for the purchase of uniforms, athletic equipment, and insurance, to maintain fields, for normal or recurring expenses and for emergency purposes, at his or her discretion. Disbursements for other purposes (e.g., clinics or social events, indoor gym time) must be approved by the Executive Board.

The President and any two Vice Presidents selected from time to time by the President shall constitute an emergency committee to represent the Executive Board on matters demanding immediate attention when it is impractical or impossible to call a meeting of the Executive Board. If possible, the President shall seek advice from and/or poll by e-mail or otherwise available members of the Executive Board. Actions of such emergency committee shall be subject to the approval of the Executive Board.

Vice President(s): There may be up to two Vice Presidents, with such designations as the Executive Board may approve. The Vice President, or if there shall be more than one, the Vice Presidents, shall, in the order of their respective seniorities, perform all the duties of the President during the latter's absence or disability, and the Vice President designated to act in the absence of the President shall succeed to the office of President in the event of withdrawal or resignation of the President for any reason. Each Vice President shall also perform such other duties as may be assigned to him or her by the President or the Executive Board.

Secretary: The Secretary shall record the minutes of all meetings of the Executive Board, the Council of Coaches and of General Meetings, attend to all correspondence and keep the corporate records of the Club. The Secretary shall also perform the usual duties of such office, and be subject to the directions of the President and the Executive Board.

Registrar: The Registrar shall organize the registration of members and players, maintain up-to-date membership lists and rosters of players for all PCSC teams, and coordinate and supervise the registration of players and teams with leagues. The Registrar shall pass along to the Treasurer all funds received in connection with the registration process, and work with the Treasurer and other Executive Directors to develop and maintain accurate rosters and membership information. The Executive Board may appoint an Assistant Registrar or one or more registrars with respect to one or more specific leagues to perform such duties as may be assigned to him or her by the President or the Executive Board. The Executive Board may also authorize the President or a committee to hire a person to serve as a Registrar or Assistant Registrar in which event such person will not be an Officer.

Treasurer: The Treasurer shall receive all membership dues and shall have the care and custody of all the funds of the Club, which shall be disbursed by the Treasurer only upon the order of the President. The Treasurer shall submit reports at the General Meetings and shall render special reports whenever requested to do so by the President or the Executive Board. The Treasurer shall deposit all funds in the name of the Club in such bank or the Executive Board may designate banks as.

The Treasurer in accordance with good bookkeeping practices and State and Federal regulations shall keep accurate and complete records of all financial transactions.

Article V - Executive Board

1. The Executive Board shall control and manage the affairs of the Club in accordance with the Certificate of Incorporation and these By-Laws; and shall have power to authorize all acts on behalf of the Club, except to amend or change the Certificate of Incorporation of the Club.

2. The Executive Board may make rules for the conduct of its own meetings and the meetings of the Council of Coaches, and in the absence of any such rules said meetings shall be conducted according to Robert's Rules of Order. Any such rules inconsistent with the Certificate of Incorporation or these By-Laws shall not be valid.

3. The number of Executive Directors constituting the entire Executive Board shall be fixed by vote of the members or a majority of the entire Executive Board, not to be less than seven nor more than twelve, plus the Immediate Past President and up to four other Directors and Officers Emeritus as shall also be fixed by resolution of the Executive Board. As used in these By-Laws, the "entire Executive Board" means the total number of directors entitled to vote which the Club would have if there were no vacancies. For such purposes, an unfilled position as Director or Officer Emeritus shall not be considered a vacancy.

4. A quorum shall be constituted by a majority of the entire Executive Board (other than Directors or Officers Emeritus). Once a quorum has assembled, business may be conducted and decided by a majority vote of those Executive Directors present. The Executive Board may act by ballot, by mail, by telephone, by e-mail or otherwise as it may determine.

5. The Executive Board shall consist of the Officers (as defined in Article IV) and up to five additional Directors-at-Large, but not more than twelve persons, plus the Immediate Past President and up to four other Directors or Officers Emeritus. A Director Emeritus must have been an Officer or Director-at-Large, and an Officer Emeritus must have been that Officer, for at least two years preceding his or her election as a Director or Officer Emeritus. The duties and responsibilities of Directors-at-Large and Directors and Officers Emeritus are to be designated by the President or the Executive Board. Members of the Executive Board are Executive Directors.

6. No person shall have more than one position on the Executive Board at any time, except in an acting capacity.

7. All members of the Executive Board shall serve without compensation.

8. Any Officer or other member of the Executive Board may be removed from office by the affirmative vote of at least two-thirds (2/3) of the entire Executive Board at an Executive Board meeting.

9. The Executive Board shall be entitled to fill vacancies by the affirmative vote of at least two-thirds (2/3) of the members of the Executive Board present at a meeting, a quorum being present.

10. Any one or more members of the Executive Board or members of any committee may participate in a meeting of such Executive 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. Participation by such means shall constitute presence at a meeting.

Article VI - Council of Coaches/Managers

1. The Council of Coaches/Managers, subject to the direction and control of the Executive Board, shall see that all orders and resolutions of the Executive Board in relation to the PCSC teams are carried out; and the Coaches/Managers shall assist the Executive Board in such manner and consider such matters as the Executive Board shall request.

2. The Council of Coaches/Managers shall be a representative body, consisting of the Executive Directors (Manager) and the Coach of each PCSC team. Any Coach/Manager shall be entitled to designate a team representative to attend and participate in, and vote at, any meeting of the Council of Coaches/Managers in lieu of the Coach/Manager. Executive Directors who are also Coaches or Manager shall be entitled to participate in the Council of Coaches/Managers in both capacities.

3. Meetings of the Council of Coaches/Managers shall be held on reasonable prior written notice to the Executive Directors and Coaches of record. The Coaches/Managers present at any meeting of the Council of Coaches, representing not less than one-tenth (1/10) of number of PCSC teams, shall constitute a quorum for the transaction of business, and a majority vote of those Coaches/Managers present at a meeting shall be required for any action of such Council. At each meeting of the Council of Coaches/Managers, each PCSC team represented, by its Coach/Manager or the Coach's designee, shall be entitled to one vote on all matters on which the Coaches are entitled to vote.

Article VII - Meetings

1. Meetings shall be held at such place within or without the Village of Port Chester as the Executive Board shall authorize.

2. There shall be an Annual General Meeting of the membership each year during the month of June, the date and places of which shall be established by the Executive Board. Special meetings of the membership may be called at such times and places as shall be fixed by the President, or as called by written request to the President by a majority of the Executive Board or by 10% of the total members of the Club in good standing. Regular and special meetings of the membership of the Club shall be held on reasonable prior public notice to the members and prior written notice to the Coaches/Managers of at least ten (10) days.

3. The members on each PCSC team hereby authorize the Coach/Manager of such team, and the Coach/Manager of each PCSC team shall be entitled, to attend meetings of members and to have exclusive authority to vote at meetings of members or to express consent or dissent without a meeting with respect to the election of Officers and other Executive Directors and on all other matters on which members are entitled to vote, acting as the representative of an proxy for the members on their team. The presence or action of the Coach/Manager shall be deemed the presence or action of the members on the Coach's team, even if any one or more of such members are present in person. The authority of the Coach to act as herein

provided shall be automatic, without the necessity of any writing signed by any member of the Coach's team, and shall not be revoked or revocable by the presence or other action of any particular member. No such authority of the Coach/Manager shall affect or impair the right of any member to neither attend nor except as provided in this paragraph to participate in any meeting of members.

4. Members shall be entitled to representation by the Coach/Manager of each player in their family. Each Coach/Manager shall be entitled to cast the number of votes at meetings of members equal to the number of players on such team.

5. With the exception of amendments to these By-Laws (Article XVII), the members in good standing (i.e., dues and assessments paid in full) present at any meeting of the membership (and constituting not less than the members entitled to cast one hundred (100) votes or one-tenth (1/10) of the total number of votes entitled to be cast, whichever is lesser) shall constitute a quorum for the transaction of business, and a vote of those members present at a meeting shall be required for any election or for the adoption of any resolution.

6. The President shall call a minimum of three (3) meetings of the Council of Coaches/Managers per year - one before each season and one after each season other than a season having a meeting of members. The President shall also call a minimum of three (3) meetings of the Executive Board per year. Additional meetings of the Executive Board or of the Council of Coaches may be called by the President or by any two Executive Board members.

Article VIII - Elections

1. The Officers and other Executive Directors of the Club shall be elected for a term of up to two (2) years, by hand vote or ballot, at the Annual General Meeting of the Club. Officers and other Executive Directors shall take office immediately after the meeting at which they are elected.

2. To be considered qualified to run for the Executive Board of the Club, a person must have been a member of the Club for at least one (2) years and be a member in good standing. Members of the Executive Board need not be a Coach or Manager of a PCSC team.

3. An Officer may not serve more than four (4) consecutive years in the same office. One or more terms as a Director-at-Large or as Director or Officer Emeritus shall not be considered an office for purposes of the preceding sentence. The Coaches may extend any of the limitations in this paragraph on a case-by-case basis, by the affirmative vote of at least two-thirds (2/3) of the Coaches/Managers present at a meeting duly called for such purpose, on prior written notice to the Coaches/Managers of at least ten (10) days.

4. At least one month before the Annual Meeting at which any office is to be filled, the President shall appoint a Nominating Committee of at least three members of the Club and shall designate its chairman. The Nominating Committee shall present to the Executive Board and at the Annual Meeting to the Club the names of the persons nominated as Officers and Executive Directors of the Club. Nominations to Executive Board positions must be sent to the Nominating Committee post-marked no later than five days prior to the Annual Meeting. There will be no write-ins and no nominations from the floor.

Article IX - Committees

1. The President or Executive Board may create and appoint members of the Club to permanent and temporary committees to assist in the purposes and objects of the Club. Any such appointments by the President are subject to approval and review by the Executive Board. The committees shall perform such functions and make such reports as the President or Executive Board shall determine. Such committees, other than the Nominating Committee, may consist of one or more persons.

2. The term of appointment of such committees shall not exceed one (1) year, but the number of terms of service of a person to the same committee shall not be limited by these By-laws. A committee chairperson's or committee person's appointment may be terminated at any time by a majority vote of the Executive Board.

3. 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 X - Order of Business

The order of business for meetings of the membership of the Club shall be, insofar as is practicable, as follows:

1. Roll Call/Sign-in
2. Minutes of previous meeting
3. Communications
4. Unfinished business
5. Report of the Treasurer
6. Reports of Committees
7. Special Reports
8. New business
9. Good of soccer
10. Adjournment

Article XI - Team Administration

1. The Executive Board shall be authorized to adopt guidelines or rules governing teams, competitions, tournaments and special events. Without limiting the foregoing, the Executive Board shall have the power to designate age limits in competition and to establish qualifications for and to adopt guidelines or rules with respect to the selection of players, teams, Coaches, Assistant Coaches and Managers; and all Coaches, Assistant Coaches and Managers serve at the pleasure of, and can be removed at any time by, the Executive Board. The Executive Board shall have the power to establish rules pertaining to assessments and governing the finances of PCSC teams, including but not limited to the identification of permissible uses and applications of assessments. Any assessment by a Coach for any purpose or use not so expressly permitted shall be prohibited, unless a parent of each and every player on the Coach's team shall have unanimously agreed to such assessment or unless the President shall have approved such assessment in advance.

2. The Club shall have the power to sponsor or participate in one or more leagues, to set up rules related thereto, and to enforce the rules and regulations of such leagues and the associations with which such leagues are affiliated.

3. All Coaches shall be or become members of the Club.

4. The names, PORT CHESTER SOCCER CLUB, PORT CHESTER TRAVEL TEAM, or any abbreviation or derivation, shall not be used by any person, group or organization without the express written consent of the Club.

5. All teams designated officially by the Executive Board shall have equal rights to practice times, equipment, uniforms, teaching sessions and any other considerations in the performance of a team.

6. The Club shall have the power to deal with violations of the "Laws of the Game", and the rules and regulations of associations to which leagues in which the Club participates are affiliated, or with misconduct by any of its players or members thereof.

Article XII - Expulsion

1. The Executive Board shall have the right to fine, suspend, expel or, if deemed appropriate, reinstate any individual, including any player, Coach or Manager, who violates the laws or rules of the Club or the Laws of the Game.

A. If a PCSC registered player plays, or attempts to play, for any ENYYSA registered team within or outside our league (WYSL), they need to comply with ENYYSA's rules(see below) the WYSL league rules "Section 2 E,F,G,H,I" (see below) If anyone fails to follow this procedure, and is in breach of the said regulation, he or she will be subject to a minimum fine of \$100.00, and / or suspension as a player from PCSC, and be put on bad standings with the WYSL and ENYYSA.

- B. If a PCSC registered player abandons his or her team to play for any other team during the regular season, he or she will be subject to a minimum fine of \$100.00, and / or suspension as a player from PCSC, and be put on bad standings with the WYSL and ENYYSA.
- C. If a PCSC registered player intends to leave his or her team to play for another club and fails to complete his or her one-year commitment to the Club or if a PCSC registered player intentionally leaves his or her team to play for another team jeopardizing the integrity of the PCSC team in such a way that the team will no longer be able to field a team during the season or in the following season, he or she will be subject to a minimum fine of \$100.00, and / or suspension as a player from PCSC, and be put on bad standings with the WYSL and ENYYSA.

ENYYSA Rules:

- A. *Any player registered to a team is bound to that team for the entire seasonal year unless the player requests and obtains a release or transfer. A release or transfer will not be unreasonably withheld if the player is in good standing. All requests for release or transfer shall be submitted to the affiliated League in writing on the form provided, stating the reason for the request.*

WYSL Rules:

2(E) Bound to a Team.

*Upon the completed registration submitted online, but effective no earlier than June 15 (for the following Fall season), the player will officially become committed to and a registered player of that Travel team for all purposes, including but not limited to, Rules below entitled "Transfers", "Poaching", "Practices" and "Tournaments". **The Travel team to which a player is registered is the team that player will be required to remain on for the entire seasonal year, unless the player becomes a transfer player or shall be voluntarily or involuntarily released. (A seasonal year is defined as September 1st through August 31st.) This rule does not apply to intra-club movement of players, players registered to a team for a High School mini-season (see Rule I-2-F(5), High School Registration), certain tournament players (see Rule I-2-I), or players on open or enrollment or recreation teams. No team can solicit, accumulate or accept at any time more players than it has available roster slots. No team in any age group may solicit or register a player until the player actually makes the team.***

Permission Required to Move. The only way a player can move between clubs during the seasonal year is with the express written permission of the player's club president on the League's transfer form or by e-mail from the player's club president containing the same information (see Rule I-2-F, Transfers.)

- 2. All players/parents that falsify birth certifications or their residency will be dropped from the Club immediately.

Article XIII - Parliamentary Procedure

"Roberts Rules of Order, New Revised," and federal and state law shall determine all questions of parliamentary procedure not covered by these By-Laws.

Article XIV - Fiscal Year

The fiscal year of the Club shall be the calendar year.

Article XV - Grievances

Grievances with respect to individual coaching matters or teams may be referred directly to the Executive Board or a committee established by the Executive Board. For proper consideration, such grievances should be in writing and signed by the parent or guardian of the aggrieved player or players. Within a reasonable period after receipt of such grievance, the Executive Board or such committee shall meet to consider such grievance. The determination by the Executive Board shall be made by a majority vote of the Executive Directors who do not have a child on the affected team or teams. All determinations by the Executive Board shall be final.

Article XVI - Indemnification

The corporation shall, to the fullest extent permitted under the laws of the State of New York, as the same may from time to time be amended, (i) indemnify the Officers and other Executive Directors of the corporation, and the chairperson and members of each committee, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily required by such Officer, Executive Director or committee chairperson or member as a result of any action or proceeding, or any appeal therein, to the extent such amounts may be indemnified under said laws, and (ii) pay to any Officer, Executive Director, committee chairperson or member in advance of the final disposition of any civil or criminal action or proceeding, the expenses incurred by such Officer, Executive Director committee chairperson or member in defending such action or proceeding. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which the Officer, Executive Director, committee chairperson or member seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Executive Directors, or otherwise, and shall continue as to a person who has ceased to be an Officer, Executive Director, committee chairperson or member and shall inure to the benefit of the heirs and personal representatives of the Officer, Executive Director, committee chairperson or member seeking indemnification. The provisions of these By-Laws shall not be interpreted to restrict the Executive Board from indemnifying or advancing expenses to any Officer, Executive Director, or committee chairperson or member seeking indemnification. The provisions of these By-Laws shall not be interpreted to restrict the Executive Board from indemnifying or advancing expenses to any Officer, Executive Director, or committee chairperson or member or other person if the Executive Board shall determine such indemnification or advancement of expenses to be appropriate in the specific instance.

Article XVII - Amendments

These By-Laws may be amended or revised by the Executive Board or by the members at any regular or special meeting provided that any amendment adopted by the Executive Board can be rescinded or further amended by the members. Amendments adopted by the Executive Board must be approved by at least two-thirds (2/3) of the Executive Directors; and amendments adopted by the members must be approved, at a meeting at which at least ten percent (10%) of the members are present, by the affirmative vote of at least two-thirds (2/3) of the members present, provided notice, including a copy or summary of the proposed amendment, was given fourteen (14) days prior to such meeting.