

THE RYE BROOK YOUTH SOCCER ORGANIZATION, INC.

BY-LAWS

Rev. Fall 2018

Article I – Name

The name of the corporation (referred to herein as the “Club” or “RBYS”) shall be THE RYE BROOK YOUTH SOCCER ORGANIZATION, INC., d/b/a (i) Rye Brook Youth Soccer or Rye Brook Youth Soccer Club, (ii) Rye Brook Travel Soccer or Rye Brook Travel Soccer Club, (iii) Rye Brook Youth Travel Soccer or Rye Brook Youth Travel Soccer Club or (iv) RBYS or RBYSC.

None of the foregoing names, or any abbreviations or derivations thereof, shall be used by any person, group or organization without the express written consent of the Club.

Article II – Purposes

The objects of the corporation 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 Rye Brook 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 Rye Brook 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 been formed exclusively for educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time. 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 federal and state law.

Article III – Eligibility; Membership; Registration Fees

1. All children residing in the Village of Rye Brook, or who are eligible to attend public schools in the Village of Rye Brook, or who are otherwise eligible to play soccer in a program sponsored by the Rye Brook Department of Recreation, are eligible to play on an RBYS team. Upon the prior approval of the Executive Board, which may be granted or denied in its sole discretion, other children shall be eligible to play on a RBYS team.

2. Families of players on an RBYS team who have paid in full all registration fees and other fees and charges assessed by RBYS shall be RBYS members. Families of prospective players on teams that have not yet played any games shall not be RBYS members.

3. Registration fees and other fees or charges shall be set annually by the Executive Board. All players on a team shall pay equal amounts with respect to RBYS registration fees. The

Executive Board shall have the power and authority to impose special assessments upon Club members in order to cover unanticipated or special expenses. Any such special assessments shall be paid in equal amounts by all players, except that in the event that the Executive Board determines that an unanticipated or special expense was incurred by the Club due to the conduct of any one or more team or teams, the Executive Board may issue a special assessment solely to the responsible team or teams.

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 the Executive Board of the Club, and shall perform such other duties as are commonly performed by the chief executive of a voluntary organization. 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 and athletic equipment, to procure 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, improvement of fields, charitable donations) must be approved by the Executive Board.

The President and the Vice 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, at soon as is practicable following the emergency.

Vice President: The Vice President shall perform all the duties of the President during the latter's absence or disability, and the Vice President shall succeed to the office of President in the event of withdrawal or resignation of the President for any reason. The Vice President shall also perform such other duties as may be assigned to him or her by the President or the Executive Board, and shall, along with the President, constitute an Emergency Committee as set forth above.

Secretary: The Secretary shall record the minutes of all meetings of the Executive Board, 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 RBYS 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 the Executive Board to develop and maintain accurate rosters and membership information. The Registrar shall also pass along to the Executive Board all notices, inquiries and other information received. 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.

Treasurer: The Treasurer shall receive all membership registration fees 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 banks as may be designated by the Executive Board. The Executive Board may also appoint an Assistant Treasurer to perform such duties as may be assigned to him or her by the President or Executive Board.

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. The Executive Board shall run the Club in accordance with the By-Laws of the Club which the Executive Board may amend or modify by the affirmative vote of at least two-thirds of the entire Executive Board.

Without limiting the generality of the foregoing, the powers of the Executive Board include the power to:

- (a) Elect or remove Officers of the Club in accordance with the provisions of these By-Laws;
- (b) Adopt a budget and authorize the Club's officers to incur expenses on behalf of the Club;
- (c) Adopt guidelines or rules governing the conduct of teams, players, coaches, parents, and all other Club members;
- (d) Adopt rules and regulations governing eligibility for participation in Club teams and Club sponsored events;
- (e) Designate age limits in competition and adopt rules and regulations governing tryouts, player selections, and team placement;

(f) Establish qualifications for and adopt guidelines or rules with respect to the selection of teams, Coaches, Assistant Coaches and Managers;

(g) Expel, fine, suspend, or, if deemed appropriate, reinstate any individual, including any player or Coach to the extent deemed to be in the best interest of the Club as determined by the Executive Board in its sole discretion;

(h) Establish rules governing the finances of individual RBYS teams and the rights of Coaches or Managers to impose assessments on individual players for team purposes;

(i) Decide whether or not the Club should sponsor or participate in one or more leagues, set up rules related thereto, and enforce the rules and regulations of such leagues and the associations with which such leagues are affiliated; and

(j) Decide how to address any violations of the “Laws of the Game,” and the rules and regulations of associations to which leagues in which the Club participates are affiliated.

2. The Executive Board may make rules for the conduct of its own meetings 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 size of the Executive Board shall be fixed by vote of the members of RBYS or a majority of the entire Executive Board, not to be less than five or more than nine. The Executive Board shall consist of the President, the Vice President, the Secretary, the Treasurer, the immediate Past President, the Founding President, up to two Officers Emeritus who shall have been Officers for at least two years preceding his or her election as an Officer Emeritus, and At-Large Directors in the discretion of the President in an amount such that the total number of members of the Executive Board shall not exceed nine. The Registrar may, but need not be, a member 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 Officer Emeritus shall not be considered a vacancy. All members of the Executive Board shall have full voting rights.

4. A quorum shall be constituted by a majority of the entire Executive Board. Once a quorum has assembled, business may be conducted and decided by a majority vote of those board members present. In the event of a tie, the wishes of the President shall prevail. The Executive Board may act by ballot, by mail, by telephone, by e-mail or otherwise as it may determine.

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

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

7. Any Officer or other member of the Executive Board may be removed from office by the affirmative vote of at least two-thirds of the entire Executive Board at an Executive Board meeting.

8. The Executive Board shall be entitled to fill vacancies by the affirmative vote of at least two-thirds of the members of the Executive Board present at a meeting, a quorum being present.

9. 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.

10. The Executive Board on behalf of the Club shall be authorized and empowered to enter into and perform such agreements or contracts as is necessary or in furtherance of the purposes of the Club.

Article VI – Head Coaches Committee

1. The Executive Board may appoint a Head Coaches Committee, which shall be comprised of a subset of current Head Coaches in the Club. The number of members of the Head Coaches Committee shall be subject to the discretion of the Executive Board. Members of the Head Coaches Committee shall be chosen by the Executive Board in its sole discretion. The Executive Board shall also choose, in its sole discretion, a Chairperson of the Head Coaches Committee, who may, but is not required to be, a member of the Executive Board.

2. The Head Coaches Committee, subject to the discretion and control of the Executive Board, shall see that all orders and resolutions of the Executive Board in relation to the RBYS teams are carried out; and the Coaches shall assist the Executive Board in such manner and consider such matters as the Executive Board shall request.

3. Any Head Coach chosen for the Head Coaches Committee shall be entitled to designate a team representative to attend and participate in, and vote at, any meeting of the Head Coaches Committee in lieu of the Head Coach. Executive Board members who are also Head Coaches shall be entitled to participate in the Head Coaches Committee in both capacities, but shall be entitled to only one vote on the Committee.

4. Meetings of the Head Coaches Committee shall be held on reasonable prior written notice to the members of the Executive Board and the Head Coaches Committee. The Head Coaches Committee members present at any meeting of the Head Coaches Committee, representing not less than one-third of the number of Head Coaches Committee members or their designees, shall constitute a quorum for the transaction of business, and a majority vote of those Head Coaches or their designees present at a meeting shall be required for any action of such Committee. At each meeting of the Head Coaches Committee, each member of the Head Coaches Committee or the Head Coach's designee shall be entitled to one vote on all matters on which the Head Coaches are entitled to vote, regardless of the number of teams coached by that Head Coach.

Article VII – Meetings

1. Meetings shall be held at such place within or without the Village of Rye Brook as the Executive Board shall authorize.
2. There shall be an Annual General Meeting of the membership each year on or before August 1, the date and place 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 ten percent 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 Club members of at least ten days.
3. The President shall call a minimum of two meetings of the Head Coaches per year – one before each season. The President shall also call a minimum of three meetings of the Executive Board per year. Additional meetings of the Executive Board may be called by the President or by any two Executive Board members.

Article VIII – Elections

1. The term of office shall run from August 1 to July 31. The Officers of the Club shall serve two-year terms. However, for the term starting on August 1, 2014, the current Executive Board shall stagger the terms of office. In order to stagger the terms of office, the Executive Board shall assign one-year terms to certain officers and assign two-year terms for other officers. Thereafter, all terms shall be for two years.
2. To be considered qualified to serve on the Executive Board of the Club, a person must have been a member of the Club for at least one year, must have been a member in good standing while a member of the Club, and a resident of the Village of Rye Brook. Members of the Executive Board need not be a coach of an RBYS team.
3. An Officer may not serve more than four consecutive years in the same office. One or more terms as an Officer Emeritus shall not be considered an office for purposes of the preceding sentence. The Executive Board may extend any of the limitations in this paragraph on a case-by-case basis, by the affirmative vote of at least two-thirds of the Executive Board present.
- 4(a). At least one month before the Annual General Meeting and prior to an Executive Board vote for appointment of new members to open positions on the Executive Board [see section 4(c) below], the full Executive Board shall hold a vote, on paper ballot, for the re-appointment of current Board members, with the exception of the Founding President who shall remain a member of the Executive Board until such time as he shall resign his position, and the Immediate Past President who shall serve automatically at the completion of his/her term as President of RBYS. Each current member seeking re-appointment to the Executive Board must receive at least two-thirds vote of the current Executive Board for a new term.
- 4(b). At least one month before the Annual General Meeting, the full Executive Board shall establish a Nominating/Appointment Committee from members of the Executive Board. The Nominating/Appointment Committee shall solicit and vet all individuals interested in serving on the next Executive Board of RBYS. By a date designated by the full Executive Board, the

Committee shall report to the full Executive Board any recommendations for new members to the next Executive Board.

4(c). At an Executive Board meeting to be held at least one day before the scheduled Annual General Meeting, the current Executive Board shall vote for new members to fill open positions on the next Executive Board, with the exception of the Founding President, who shall remain a member of the Executive Board until such time as he shall resign his position, and the Immediate Past President, who shall serve automatically at the completion of his/her term as President of RBYS. Each member of the Board shall have a number of votes equal to the number of positions open on the Board to cast in such manner as the member should decide, except that each member may only cast one (1) vote for any candidate. Candidates for open positions on the Executive Board must receive at least two thirds (2/3) vote of the current Executive Board to serve on the Executive Board.

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 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 at Annual General Meetings

The order of business for meetings of the Annual General Meeting 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. Adjournment

Article XI – Team Administration

1. The Executive Board shall be authorized to adopt guidelines, procedures or rules governing the Club, 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, procedures or rules with respect to the selection of players, teams, Head Coaches, Assistant Coaches, Managers, and Trainers; and all Head Coaches, Assistant Coaches and Managers serve at the pleasure of, and can be removed at any time by, the Executive Board. All Coaches, Managers, and Trainers are expected to conduct themselves in a professional and respectable manner at all times.

2. The Executive Board shall have the power to establish rules pertaining to assessments and governing the finances of RBYS teams, including but not limited to the identification of permissible uses and applications of assessments. Any assessment by a Head Coach for any purpose or use not so expressly permitted shall be prohibited, unless a parent of each and every player on the Head Coach’s team shall have unanimously agreed to such assessment or unless such assessment shall have been approved in advance by the President.

3. 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.

Article XII – Expulsion

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

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

Article XIII – Parliamentary Procedure

All questions of parliamentary procedure not covered by these By-Laws shall be determined by “Roberts Rules of Order, New Revised,” and federal and state law.

Article XIV – Fiscal Year

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

Article XV – Grievances

Grievances with respect to individuals, coaches, 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 members of the Executive Board 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, (1) indemnify the Executive Board, the Officers, Assistant Officers, the members of the Executive Board 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 Executive Board member 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 (2) pay to any Executive Board member, Officer, Assistant Officer, member or committee chairperson or member in advance of the final disposition of any civil or criminal action or proceeding, the expenses incurred by such Executive Board member, Officer, Assistant Officer, or 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 Executive Board member, Officer, Assistant Officer, or committee chairperson or member seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Executive Board members, or otherwise, and shall continue as to a person who has ceased to be an Executive Board member or committee chairperson or member and shall inure to the benefit of the heirs and personal representatives of the Executive Board member, Officer, Assistant Officer, 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, Assistant 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 Executive Board member, Officer, Assistant Officer, 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 – Amendment of By-Laws

These By-Laws may be amended or revised by the Executive Board or by RBYS 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 of the Executive Board; and amendments adopted by the members must be approved, at a meeting at which at least forty percent of the members are

present, by the affirmative vote of at least two-thirds of the members present, provided notice, including a copy or summary of the proposed amendment, was given fourteen days prior to such meeting.