

KenTon Soccer Association, Inc.

Bylaws

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KenTon Soccer Association, Inc.
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Article I: Prologue, Definitions, Fiscal Year

Section 1 -- Prologue

The mission of KenTon Soccer Association is:

- to promote interest and participation in the game of soccer among the youth of the Village of Kenmore and the Town of Tonawanda;
- to improve soccer skills and knowledge by offering coaching to all participants;
- to improve the physical and mental capabilities of all participants;
- to conduct a fair and equitable soccer program;
- to conduct tournament competition;
- to offer the expertise gained through the above activities to any and all other individuals or groups that are interested in the furtherance and development of soccer as a competitive sport.

Section 2 -- Definitions

AGM - Annual General Meeting (annual meeting of all Club members during which time, election of officers is held.)

BWNYJSL – Buffalo and Western New York Junior Soccer League

USSF – United States Soccer Federation

NYSWYSA– New York State West Youth Soccer Association

FIFA – Federation Internationale de Football Association

Quorum – a simple majority of occupied Board Positions

Club – references to KenTon Soccer Club (KTSC) and KenTon Soccer Association and KenTon Soccer are the same entity, KenTon Soccer Association, Inc.

Resident – a person who resides in the Village of Kenmore or Town of Tonawanda, or a person who owns property in the Village of Kenmore or Town of Tonawanda and pays taxes, but who's primary residence is not in the Town or Village

Village – Village of Kenmore

Town – Town of Tonawanda

Section 3 -- Fiscal Year

The fiscal year of KenTon Soccer Association shall begin on the 1st day of September and end on the 31st day of August of each year.

Article II – Membership

Section 1 – Player Residency

All players registered with the Kenton Soccer Association must be a legal full-time resident of the Village of Kenmore or the Town of Tonawanda. Exceptions to the above are as addressed in the Club's Policy Statement.

Club Membership shall be determined from the Club's registration database at the close of the organization's business year (August 31st). Club Membership shall remain until the close of that year's AGM.

The membership of the KenTon Soccer Association shall be open to any soccer players, coaches, managers, or administrators not subject to suspension under Section 4 of Bylaw 241 of the USSF Bylaws.

Section 2 – At Large Membership

Any person designated by the Board of Directors to function in a position requiring responsibility for conducting the work of the organization, such as a Committee Member, Coach or Manager, shall be considered a member. The Board of Directors shall exercise sole authority for determining, by simple majority vote, which titles shall meet the requirements of this section. Once adopted, a title may not be deleted except by simple majority vote of those members present and voting at the annual general meeting, and such deletion will not take effect until the close of that meeting.

Section 3 – Application for Membership

An individual not meeting the above membership requirements, may be permitted to become a member of the KenTon Soccer Association by applying to the Board of Directors through a process to be established by the Board. This process is detailed in the Club's Policy Statement.

Section 4 – Term of Membership

Club Membership shall be re-authorized on a continual basis during the year as individuals so qualify. Otherwise, membership will expire at the close of AGM.

Section 5 – Rights of Members

Club Membership and the rights and privileges of a Club member cannot be assigned or subject to exercise by proxy in any form. Each member is entitled to cast a single vote in the election of the Board of Directors and/or other votes. A parent/guardian of a player who has not yet attained his/her 18th birthday is entitled to cast a vote on their behalf. A parent/guardian of more than one player who has not yet attained his/her 18th birthday is entitled to cast one vote for each player who meets this criteria.

Section 6 – Exceptions

Exceptions to this Article are permitted with a simple majority vote of Board and are addressed in the Club's Policy Statement.

Article III – Government

Section 1 – General Management

The general management of the KenTon Soccer Association shall be vested in a Board of Directors, which shall be elected as provided in Article V of these Bylaws. The number of Directors shall be eleven (11).

Section 2 – Board of Directors/Position Descriptions

Chairman of the Board

- Preside over all meetings of the Board of Directors
- Preside over AGM
- Assist other Board members as needed in carrying out their duties
- Act as liaison between Board Members

Director of Competitive Soccer

- Attend BWNYSL Meetings
- Act as Liaison between our Club and BWNYSL and State Association
- Coordinate and attend annual open try-outs
- Look to place all interested players (in Travel, House or Micro programs)
- Register all Travel Teams with League and suggest division placement
- Ensure all coaches have State Coach's pass
- Chair Committee that recommends coaching assignments

Director of House/Recreational Soccer

- Develop and coordinate recreational league for the Club.
- Work in concert with Director of Micro Soccer/Training to develop and prepare younger players for Travel program
- Work with Director of Coaching to develop programs

Director of Facilities and Equipment

- Coordinate procurement of Indoor Gyms for winter practices
- Coordinate procurement of Outdoor game and practice fields
- Coordinate procurement of facilities for any other game, practice and tournament requirements
- Facilitate field lining
- Facilitate ordering of uniforms
- Facilitate ordering of equipment for Club

Director of Planning and Development

- Responsible for long range planning for the Club
- Coordinate regular review/updating of Bylaws
- Coordinate regular review/updating of Club Policy Statement
- Responsible for coordinating efforts to develop a centralized soccer complex
- Develop long term strategy for securing corporate sponsorship.
- Work with Director of Publicity and Marketing to implement strategy for securing corporate sponsorship

Director of Publicity and Marketing

- Coordinate all marketing efforts for the Club
- Facilitate fund raising activities
- Responsible for maintenance of the Club's Web Site
- Work with Director of Planning and Development to implement strategy for securing corporate sponsorship

Director of Ethics

- Responsible for ensuring the fair and ethical operation of the Club
- Facilitate the collection and review of any/all ethical questions/accusations for the Club
- Provide Board updates/recommendations on ethics related issues
- Ensure all Ethics matters, once concluded are retained as permanent records of the Club

Director of Micro Soccer/Training

- Develop Fun program to introduce young players (ages 5-12) to the skills of game
- Develop training programs to enhance development of younger players

- Work in concert with Director of House/Recreational Soccer to develop and prepare younger players for Travel program
- Work with Director of Coaching to develop programs

Recording and Corresponding Secretary

- Take attendance at all meetings
- Record meeting minutes
- Ensure approved minutes are posted to the Club's Web Site
- Ensure all meeting minutes are retained in the permanent records of the Club
- Chair Nominating Committee

Treasurer

- Develop Annual Budget for Board review and approval
- Work with other Board members to develop departmental budgets for Board review and approval.
- Collect/Review individual Team Financial Statements
- Maintain operational checking account(s)
- Provide financial reports at Board Meetings

Registrar

- Responsible for registering each Player with BWNYSL and NYSWSA
- Responsible for creating and distributing player passes to each coach

Section 3 – Vacant Board Positions

Responsibility for fulfilling the duties of a vacant Board position resides with the Board. By simple majority vote, the Board may temporarily assign specific duties to another Board member. Such assignment shall last until the vacancy is filled or the Board votes to reassign or suspend specific position responsibilities.

Section 4 – Meeting Protocol

All meetings of the Board of Directors shall be governed and proceed according to Robert's Rules of Order.

Section 5 – Committees

Committees shall be identified to assist the Board of Directors in handling the day-to-day affairs of the KenTon Soccer Association, pursuant to Article VI, Section 3 of these Bylaws.

Section 6 -- Precedence

The USSF, USYSA, NYSWYSA and FIFA articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of the KenTon Soccer Association to the extent applicable under state law, and the KenTon Soccer Association will abide by those articles, bylaws, policies, and requirements in such cases.

Section 7 – Interplay

The KenTon Soccer Association will abide by the USSF's articles, bylaws, policies, and requirements on interplay.

Article IV – Meetings

Section 1 – Frequency

Meetings of the Board of Directors shall be held a minimum of six times per year on days convenient to the Board as instituted. Actual meeting dates and locations will be published on the Club's web site at www.kentonsoccer.com, no less than seven (7) days in advance of said meeting and shall constitute legal notice (See also Article IV, Section 6). All Club members may attend and will be entitled to be recognized under the New Business segment of the agenda.

Section 2 – Annual General Meeting

An Annual General Meeting (AGM) of the Club's voting members shall be held during the month of October of each year on a date to be selected by the Board of Directors. Notice of the time and place of said meeting shall be issued at least seven (7) days in advance of the date of the meeting and will be published on the Club's Web Site.

Section 3 – Special Meetings

Special meetings of the Board of Directors may be called by any member of the Board at any time on his/her own initiative. Notice of a special meeting shall be mailed to each Board Member at least seven (7) days before the date of the meeting. Notice can be in the form of Email or U.S. Post. At such special meetings, only business topic(s) specified in the meeting notice shall be discussed and voted on. The Chairman will preside over Special Board meetings following the specific agenda prepared by the Director calling the meeting. In absence of the Chairman, Special Board Meetings will be chaired in accordance with Article VI, Section 8 of these By Laws.

Section 4 – Voting/Quorum for Board Meetings

A simple majority of the Board of Directors shall constitute a quorum at any regular or special Board meeting. If a quorum is not present for any regular or special Board meeting, the presiding Director shall adjourn the meeting and schedule another meeting, following the Notice requirements specified in Article IV, Section 6.

Section 5 – Voting/Quorum at the AGM

At the AGM, the voting members in good standing who are present shall be deemed to constitute a quorum.

Section 6 – Meeting Notice Requirements

All Board meetings and AGM notices must be published at least seven (7) days prior to said meeting.

Meeting notification to members shall be deemed to have been satisfied, if completed by any of the following:

- United States Postal Service mailing to membership addresses as shown on the records of the KenTon Soccer Association,
- Newspaper notification in any local daily/weekly news publication.
- Posting of meeting notice on the Club's web site: www.kentonsoccer.com.
- Special Board meeting notices can also be completed via email notification to Board Members (should a Board member not have an Email address, notification will be deemed complete if notice is delivered via hand delivery or US Post.)

Section 7 – Meeting Minutes

Minutes of all regular and special Board Meetings and the AGM shall be recorded by the Secretary. If the secretary is not present, meeting minutes will be recorded by a Board Member designated by the meeting Chairperson. Meeting minutes will be retained as part of the permanent record of the Club upon review and approval by the Board.

Article V - Election of Board of Directors

Section 1 – Elections Date

The election of Directors shall be held at the October AGM, and the new Directors shall take office immediately at the close of that meeting.

Section 2 – Attendance Requirements (Removal of Officers)

If a Director fails to attend three consecutive Board meetings, his/her position may be declared vacant by simple majority vote of the Board. If a Director fails to attend four Board meetings during a fiscal year, his/her position may be declared vacant by simple majority vote of the Board.

Section 3 – Filling Vacancies

Such vacancies resulting from this Section, along with any others caused by resignations or other causes, shall be filled at the next Board meeting or as soon as possible by simple majority vote of the Board. Appointees will complete the remaining term of the departed Director. All members of the Board of Directors must be 21 years of age at the time of their election or appointment.

Section 4 – Nominations/Nominating Committee

The following rules will govern the election of the Board of Directors:

- a.) The Chairman of the Board of Directors shall request and appoint a nominating committee to identify nominees for board membership. Said committee shall be formed and operate under the conditions outlined in Article VI, Section 3. Nominations will be presented at the September Board meeting. Club Members 21 years of age or older are eligible.
- b.) A proposed nominee must agree to his/her nomination by either letter (no later than seven (7) days after the September meeting) or personal acceptance at meeting. Letter acceptances can be made via Email or U.S. Post. All acceptances must be made to the Secretary. In the case of the Secretary accepting his/her own nomination, such acceptance shall be made to the Chairman.

Nominations may be withdrawn.

In the event that no nominees are identified by the close of the September Board Meeting, the Board position will be left vacant until a candidate is found and agreed upon by a simple majority vote of the Board.

Section 5 – Terms of Office

The term of office for each Director shall be two years, with terms expiring as follows:

Even Years - Chairman of the Board

Odd Years - Director of Competitive Soccer

Even Years - Director of House/Recreational Soccer
Odd Years - Director of Facilities and Equipment
Even Years - Director of Planning and Development
Odd Years - Director of Publicity and Marketing
Even Years - Director of Ethics
Odd Years - Director of Micro Soccer/Training
Even Years – Registrar
Odd Years - Recording and Corresponding Secretary
Even Years - Treasurer

Section 6 – Voting Rights

All members shall be eligible to vote at the AGM for the members of the Board of Directors. Each member is entitled to cast a single vote. A parent/guardian of any player who has not yet attained his/her 18th birthday is entitled to cast a vote on their behalf. A parent/guardian of more than one player who has not yet attained his/her 18th birthday is entitled to cast one vote for each player who meets this criteria.

Section 7 – Qualifications of Board Members

- a) Any member of the Club in good standing who is 21 years of age or older is eligible to run for the Board.
- b) No sitting Board Member may hold more than one Board position at a time. Should a Board Member be nominated/elected or appointed to another Board position, his/her current Board position shall be declared vacant at the close of the meeting during which he/she was elected or appointed to the new position. This does not include situations addressed in Article III Section 3, where a Board member may assume temporary responsibility of a vacant Board position.

Article VI - Duties and Powers of the Board of Directors

Section 1 – Operation of the Club

The Board of Directors shall have general charge and management of the affairs, funds, and property of the Club. The Board shall have full power, and it shall be the Board's duty to carry out the business of the Club according to its Articles of Incorporation and By Laws; to devise and execute such measures as they deem proper to promote the objectives of the Club; to determine whether the conduct of any member is detrimental to the welfare of the Club and to fix the penalty for such misconduct or any violation of the By Laws or rules.

Section 2 – Rules of Conduct

The Board of Directors shall make rules for the conduct of the Club and its activities.

Section 3 – Committees

The Board of Directors shall identify such committees as it deems necessary to carry out the activities of the organization, and shall appoint a Committee Chairperson for each identified committee. Such chairperson shall normally be the applicable Director for the

program area most closely aligned with the purpose of the Committee. Committees will exist at the discretion of the Board of Directors.

Committees shall present their findings and recommendations to the Board for review and action. No committee has the authority to act on behalf of the Club without authority of the Board. Such authority shall be granted by a simple majority vote of the Board.

Section 4 – Expenses

The Board shall develop and approve, an annual operating budget that details the anticipated income and expenses of the Club. Upon approval of the budget, the Treasurer shall pay operational expenses, provided they do not exceed the budgeted amount for that specific line item. Expenses in excess of the approved budget must be approved by the Board. Such approval requires a simple majority vote of the Board.

All expenditures shall be approved by a simple majority vote, except that the Chairman of the Board shall be empowered to approve any individual expense up to \$100. Said expenses shall be disclosed to the Board at the next Board meeting.

The Board of Directors may vote the expenditure of other monies as it deems necessary and advisable, and it may contract for the lease/purchase in the name of the Club of equipment or facilities for the use of members in activities consistent with the purpose of the organization. Such expenses require the simple majority vote of the Board.

Section 5 – Authority of Board/Committee Members

All actions by Board members or committees shall be subject to the direction of the Board of Directors. No board member, committee member, coach, manager, or Club member shall contract any debt on behalf of, or in the name of, either the Club or its members or Directors, without the express consent and approval of the Board of Directors.

No action taken by any Board Member, Committee member, or Club member shall be deemed to be the action of the Club or Board of Directors, or shall be binding on the Club, its members, or the Board of Directors, unless such action shall have been approved by a simple majority vote of the Board of Directors.

Section 6 – Liability

The Board of Directors shall not impose any liability, or levy any direct treasury assessment upon the members.

Section 7 – Meeting Attendance (via phone)

Any one or more members of the Board of Directors may participate in a meeting of the Board 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 such meeting.

Section 8 – Chairing Meetings

The Chairman shall chair all Board meetings and the AGM. In the absence of the Chairman of the Board, the Director of Competitive Soccer will chair said meetings; in the event of the absence of that individual, the Director of Planning and Development

will chair said meetings; in the absence of that individual, the Treasurer will chair said meetings; in absence of that individual, the Secretary will chair said meetings.

Section 9 – Compensation

Neither Board members nor committee members shall receive any salary or compensation from the Club for services rendered to the Club in that capacity.

Any fees or salaries paid to a hired Director of Coaching must be approved by a simple majority vote of the Board. Parameters and pay scales for paying the DOC or others are detailed in the Club's Policy Statement.

Section 10 – Conflicts of Interest

No Board member(s) or committee member may vote on any issue directly involving any team or personnel matter for which such Board member(s) or committee member is a coach, assistant coach, or manager. This provision shall not preclude said Board member(s) or committee members from participating in any discussion, or voting on any issue which concerns the general interests of the KenTon Soccer Association.

No Board member or committee member of the KenTon Soccer Association shall serve as an officer of any other soccer organization without the approval by a simple majority of the Board of Directors. Such approval is valid for one year from the date of approval.

Section 11 – Discipline/Ethics Issues

Disposition of Discipline and Ethics issues are the responsibility of the Board (see Article VII – Discipline, Ethics and Appeals)

Article VII – Discipline, Ethics and Appeals

Section 1 – Discipline

- The Board of Directors is responsible to ensure the Club and its members operate in an ethical manner. The Board is empowered to administer discipline required to maintain the integrity of the Club and the game of soccer. Discipline measures will be approved, by a simple majority vote of the Board of Directors, following a review of the facts and circumstances that gave rise to the applicable issue.

Section 2 – Suspension of Board Members

The Board may temporarily suspend the authority of a Board member to act in his/her capacity by a simple majority vote, pending resolution to issues/charges brought to the Board. Upon approval of a temporary suspension of a Board member, a special meeting of the Board shall be scheduled and convened in accordance with Article IV, Section 3 of these Bylaws to consider the question of disciplinary action and/or removal of the Board member in accordance with Section 714(a) of the Not-for-Profit Corporation Law. The term of a temporary suspension will expire upon the conclusion of the Special Board meeting, at which time, other disciplinary action may be taken.

Section 3 – Suspension of Committee Members, Coaches, Club Members

The Board may temporarily suspend the authority of a Committee member, Coach or Club Member by a simple majority vote, pending resolution to issues/charges brought to the Board. Upon approval of a temporary suspension, a special meeting of the Board

shall be scheduled and convened in accordance with Article IV, Section 3 of these Bylaws to consider the question of disciplinary action in accordance with Section 714(a) of the Not-for-Profit Corporation Law. The term of a temporary suspension will expire upon the conclusion of the Special Board meeting, at which time, other disciplinary action may be taken.

Section 4 – Disciplinary Measures

Disciplinary measures can include, but are not limited to:

- Written Reprimand (to be retained in the Club’s permanent records)
- Suspension
- Limitation of membership
- Termination of membership

Section 5 – Hearings/Appeals - Players

The KenTon Soccer Association will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. All grievances involving the right to participate and compete in activities sponsored by the USSF, NYSWYSA, and KenTon Soccer Association 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 KenTon Soccer Association 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 KenTon Soccer Association or the NYSWYSA may be upheld, revised or reversed and remanded.

Article VIII – Web Site

Section 1 – Ownership

The official web site of the Club is www.kentonsoccer.com. Ownership of this site lies solely with the Board of Directors.

Section 2 – Management of the Web Site

Management of the Club’s web site lies solely with the Board of Directors. No publications, advertisements or other information are to be published on this site without approval of the Board.

Specific procedures and protocol for the web site are detailed in the Club’s Policy Statement.

Article IX - Amendments to Bylaws and Policy

Section 1 – Bylaws

These Bylaws may be amended during any regular Board meeting by a simple majority vote of those Club members present and voting. All changes must be presented in written form and read during the two preceding regular Board meetings immediately in advance

of the regular Board meeting where a the vote is taken. Any amendments shall be effective after the close of the meeting where the vote takes place.

Section 2 -- Club Policy

Separate from these Bylaws, the Board of Directors is expressly empowered to develop, enact, and administer any policies and procedures, which are required for the successful governance of the organization. Where a discrepancy between the Club Policy and Bylaws exists, the Bylaws will take precedence.

Article X – Dissolution

Section 1 -- Dissolution

Upon dissolution of the Corporation, after paying or making provision for the payment of all the Corporation's liabilities, the Board of Directors shall 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.

Bylaw Revision Date

August 5, 2001	Article IV, Section 2, parts (a) and (b)
October 10,2002	Article II, Section 1, Article IV, Section 1, Article IV, Section 3
October 13, 2004	Article II, Section 1, Article IV, Section 1, Article IV, Section 3 Article V, Section 8
September 8, 2005	Entire Document