

LINCOLN YOUTH SOCCER ASSOCIATION, INC.

BY-LAWS

As Amended February 4, 2009

ARTICLE 1 - NAME

The name of this association shall be the Lincoln Youth Soccer Association, Inc. (L.Y.S.A.) The term "ASSOCIATION" as used in these by-laws shall refer to L.Y.S.A.

ARTICLE 2 - PURPOSE

The purpose of this Association shall be to develop, promote and administer the game of soccer among players under the age of 19 within the Town of Lincoln. It shall do so by providing a positive athletic experience, teaching cooperation and teamwork, and improving the individual skills of the players.

This Association shall run as a non-profit corporation under the laws of the State of Rhode Island and as prescribed by the Internal Revenue Service.

L.Y.S.A. is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3 - COLORS

The representative colors of this Association shall be Navy Blue, White and Red as approved by the Board of Directors. All uniform and or outfitting of players, coaching staff or any other volunteer must be approved by the Board of Directors. Any violation brought forth to the Board of Directors will be address in an appropriate disciplinary action.

ARTICLE 4 - AFFILIATION

This Association will be a member of Soccer Rhode Island (SRI) and may be affiliated with other affiliated organizations, including but not limited to United States Youth Soccer Association.

ARTICLE 5 - MEMBERSHIP

The membership shall consist of all registered parents, coaches and any other adults interested in furthering this Association's goals.

The annual dues for membership in this Association shall be determined annually by the Board of Directors. In order to be considered a member in "good standing" the following criteria must be met:

- a) A member must have paid all current yearly dues in order to vote in any Association matter.
- b) A member must be personally present in order to participate in any vote other than the annual elections of officers. Proxy voting is not allowed except as hereinafter provided.
- c) Voting is limited to one vote per family.

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ARTICLE 6 - ADMINISTRATION

This Association shall be governed by its By-laws and Rules and Regulations and shall be administered by the Association's Board of Directors.

Should the By-Laws and or Rules and Regulations of L.Y.S.A., not address an item or issue, reference to SRI and or USYSA By-Laws and or Rules and Regulations shall be administered.

All meetings shall be conducted in accordance with Robert's Rules of Order, most current edition.

- a) The fiscal year of this Association shall be from August 1st to July 31st or as mandated by the Internal Revenue Service.
- b) The fiscal year shall apply to all components of L.Y.S.A.
- c) The Board of Directors shall adopt playing and general rules, which shall be binding on all members of LYSA.
- d) The Board of Directors shall not have the power to incur any obligation on behalf of LYSA which is:
 - i. In excess of the total cash assets then held by the Treasurer and not otherwise pledged or required to meet other fixed or current obligations.
 - ii. In excess of the annual budget as approved by the Board of Directors.
- e) The Board of Directors may conduct a vote via conference call or email.

ARTICLE 7 - BOARD OF DIRECTORS

The authority of this Association shall be vested in its Board of Directors.

- a) The Board of Directors shall consist of the following officers who shall be elected by the membership in separate balloting by a majority of the votes cast: President, Vice President of Recreation, Vice President of Competitive, Secretary, Treasurer, Registrar, Membership Secretary and Director of Coaching.

In order to be considered for a Board of Directors position the candidate must have contributed at least 40 hours of service to the Association over the past year in the capacity of either current Board Member, Coach, Assistant Coach, or any of the appointed positions such as Fundraising Coordinator, Sponsor Coordinator, Equipment Coordinator, Fields Coordinator, Referee Coordinator, Publicity Coordinator, Safety Coordinator, Tournament Coordinator, Spring Coordinator, Volunteer Coordinator, and Concessions Coordinator.

They shall take office immediately following their election and shall serve for two (2) years. Election of the positions of President, Vice President of Recreation, Treasurer, and Membership Secretary will occur in the month of January of even years, and the election of Vice President of Competitive, Secretary, Registrar, and Director of Coaching will occur in the month of January in the odd years.

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- b) Any vacancies occurring during the course of the year will be filled for the remainder of the term by the Board of Directors by majority vote of the Board Members.
- c) The following positions shall be appointed by the President with the approval of the other members of the Board of Directors: Fundraising Coordinator, Sponsor Coordinator, Equipment Coordinator, Fields Coordinator, Referee Coordinator, Publicity Coordinator, Safety Coordinator, Tournament Coordinator, Spring Coordinator, Volunteer Coordinator, and Concessions Coordinator. The appointed members shall serve at the pleasure of the elected officers, and abide by the job descriptions as outlined in the L.Y.S.A. Rules and Regulations.
- d) Each member shall have one (1) vote.
- e) A quorum for a Board of Directors meeting shall consist of 2/3 of the sitting members of the Board.
- f) Any Board member missing two (2) unexcused consecutive regularly scheduled Board meetings will be notified via email and or via mail letter (via US Postal Service) of the "intent to suspend his/her voting privileges and/or notice of removal. After notice, if a member is absent from a third consecutive scheduled Board meeting, the Board may vote to remove and replace the member. If the Board fails to remove the member, the Board member will not be allowed to vote, and voting privileges will only be reinstated after the Board member has attended two consecutive regularly scheduled Board meetings.
- g) The Board of Directors shall enforce the rules of the State and National Associations in which L.Y.S.A. is a member. L.Y.S.A. shall be responsible for all applicable regular fees associated with any such affiliation or membership.
- h) The Board of Directors shall have the powers to ratify, review, alter, or reject any proposal made by any member of this Association. The Board of Directors will settle disputes between two (2) or more members of this Association. Their decision shall be considered final.
- i) Any elected officer may be removed for cause at any meeting or special meeting by a 2/3 majority vote of the members eligible to vote who are present at the said meeting.

ARTICLE 8 - OFFICERS

- a) The President:
 - i. Shall preside at all meetings of the general membership and of the Board of Directors.
 - ii. He/she shall appoint all committee Chairpersons in conjunction with the VP of Competitive and VP of Recreation, subject to the approval of the Board of Directors and shall be an ex-officio member of each except for the Nominating Committee.
 - iii. Shall also perform the duties of the Treasurer when the Treasurer is not available.

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- b) The Vice President of Competitive:
- i. Shall perform the duties of the President in his/her absence.
 - ii. Shall be responsible for the operation of the Competitive Soccer Division (CSD).
 - iii. He/she shall report on the operation of the CSD to the L.Y.S.A. Board of Directors.
 - iv. Responsible for coordinating fields, equipment and supplies in the divisions and other activities as directed by the President.
 - v. Establish criteria, which must be approved by the Board of Directors for selection of competitive players.
 - vi. He/she will also be responsible for coordinating and running player tryouts for the CSD.
 - vii. Work with the Director of Coaching & Player Development to determine the criteria for selection of coaches and players. This criteria must be approved by the Board of Directors.
 - viii. Appoint a CSD Committee to assist in running the CSD. Committee members must be approved by the Board of Directors.
 - ix. Hold periodic meetings with CSD Committee as he or she sees fit.
 - x. Work with the Treasurer in developing a CSD Budget to be submitted to the Board of Directors for review, comment and approval.
- c) The Vice President of Recreation:
- i. Shall be responsible for the operation of the recreation division of the association.
 - ii. He/she shall report on the operation of the recreation division to the L.Y.S.A. Board of Directors.
 - iii. Establish criteria for the player draft, which must be approved by the Board of Directors for selection of recreational players.
 - iv. Work with the Director of Coaching and Player Development to determine the criteria for selection of coaches and players. This criteria must be approved by the Board of Directors.
 - v. Appoint a Recreational Committee to assist in running the Recreational program. Committee members must be approved by the Board of Directors.
 - vi. Hold periodic meetings with Recreational Committee as he or she sees fit.
 - vii. Work with the Treasurer in developing a Recreational Budget to be submitted to the Board of Directors for review, comment and approval.
 - viii. Shall be responsible for posting team standings, coordinating fields, equipment and supplies in the divisions and other activities as directed by the President.
 - ix. Shall be responsible for the annual Awards Day activities.
- d) The Secretary:
- i. Shall be responsible for all general correspondence of this Association
 - ii. And shall keep the minutes of all Board meetings, general meetings and special meetings.
 - iii. He/she shall be responsible for the upkeep of the Incorporation papers of this Association.
 - iv. He/she shall be responsible for recording information involving Recreation and Competitive Soccer meetings.
 - v. He/she shall also maintain a listing of all members attending the regularly scheduled Board meetings and general meetings of this Association.
 - vi. Maintain a calendar for the purposes of scheduling all L.Y.S.A. events
 - vii. Maintain a current set of By-Laws and General Rules.

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- e) The Treasurer:
- i. Shall keep all accounts of monies received and disbursed for both Competitive and Recreational Soccer Programs.
 - ii. He/she will chair the Finance Committee and prepare the annual financial statement, budget and tax return ensuring timely filing of all tax returns, non-profit status filings and any other paperwork as deemed appropriate.
 - iii. The Treasurer shall sign all checks under \$1,000.00. All checks and withdrawals over the amount stated by the Board of Directors must be signed by the Treasurer and the President; in the absence of either one, then the others authorized to sign shall be: the Vice President of Recreation, Vice President of Competitive, or the Secretary of the Association.
 - iv. Maintain Officer and Directors Insurance.
 - v. Submit a financial report to the Board of Directors at each regular meeting or at any time such report is requested by the Board of Directors.
 - vi. Shall work with the VP of Competitive and VP of Recreational in developing the respective budgets for each subset of L.Y.S.A.
- f) The Registrar:
- i. Shall be responsible for the registration of all players
 - ii. And the distribution and maintenance of all team rosters, but not limited to Recreational and Competitive rosters, but to include Tournament and or Travel rosters as well.
 - iii. Responsible for printing and distribution of Player, Coaches and or Volunteer eligibility passes as approved by SRI.
 - iv. The draft (team selection) meetings shall be the responsibility of the Registrar.
 - v. He/she shall be responsible for the verification that all players are properly registered with L.Y.S.A. and maintain all team rosters.
 - vi. He/she will also be responsible for maintaining player ratings.
- g) The Membership Secretary:
- i. Shall promote and maintain membership lists for the L.Y.S.A. fiscal year.
 - ii. He/she will be responsible for the collection of the individual annual membership fees as established by the Board of Directors.
 - iii. He/she will be responsible for the verification of membership in the event of any dispute.
 - iv. He/she will work closely with the Secretary and Registrar in communicating activities, notifications and registration status to the membership.
- h) The Director of Coaching and Player Development:
- i. Shall be responsible for coordinating the activities, training, and certification of the coaches.
 - ii. He/she shall assure the coordination of coaching assignments for each age group and divisions for each season working closely with the VP of Competitive and VP of Recreation.
 - iii. He/she shall maintain a valid seniority list of all coaches and assistant coaches.
 - iv. He/she shall be responsible for the overall technical training programs for players in both the Competitive and Recreational Soccer programs.
- i) Any combination of office held by a member of the Board of Directors shall have only one (1) vote.

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ARTICLE 9 - MEETINGS

- a. The Board of Directors shall meet at least nine (9) times a year.
- b. The President of L.Y.S.A. will call for and hold four (4) Open General Membership Meetings through the year. These Open General Membership Meetings will be held once a quarter to which the membership will be issued notification of such meeting at least fifteen (15) days in advance. Notification can be made by means of Mass E-mail distribution and or notification on the L.Y.S.A. website.
- c. The Annual Meeting, which shall include the election of officers, will be held in January. The order of business of the Annual Meeting shall be as follows:
 - i. Minutes of the previous meeting, Committee Reports, Communications, Old Business, New Business, Election of Officers, Announcements, Adjournment.
 - ii. Proposed By-law changes will be available to the general membership at least thirty days (30) prior to the Annual Meeting and voted on at the Annual Meeting.
 - iii. Thirty (30) days notice of the Annual Meeting shall be given to all members by public notice. Public notice shall consist of an advertisement placed in a daily or weekly newspaper with a general circulation including the Town of Lincoln such as, but not limited to, The Valley Breeze, The Times, The Providence Journal and/or the Woonsocket Call and or Mass E-Mail Distribution.
 - iv. Any member may request a special meeting by presenting the Secretary with a petition signed by fifty (50) members in good standing or ten percent (10%) of the membership in good standing, whichever is greater. Upon receipt of such petition, the Secretary shall notify the general membership of a special meeting by individual or public notice as specified above, not less than fifteen (15) days prior to the special meeting.

ARTICLE 10 - PROTESTS AND APPEALS

All game related protests shall be submitted in writing, by the coach of the protesting team to the Vice President of Recreation who shall have initial jurisdiction over the matter. A copy of the protest shall be given to the opposing coach, who shall have the opportunity to respond. All protests shall be lodged within three days of the action being protested. The Vice President of Recreation's decision shall be submitted, in writing, to both coaches involved (and the President) within three (3) days of the receipt of the protest. It becomes the responsibility of the Vice President to keep the Board of Directors apprised of all Protests and Appeals. All appeals of the Vice President of Recreation's decision shall be submitted in writing, within three days of the receipt of the Vice President of Recreation's decision to the Board of Directors. The decision of the Board of Directors shall be considered final. (Refer to Rules and Regulations Game Protests.)

ARTICLE 11 - AMENDMENTS

These By-Laws may be amended at the AGM provided all changes to be voted upon are posted on the L.Y.S.A. web site at least 30 days prior to the date of such meeting. A quorum of voting members must be in attendance and any changes are subject to a two-thirds majority vote of those present at said AGM.

Proposed changes to the said By-Laws shall not be made from the floor at the AGM.

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ARTICLE 12 - COMPETITIVE SOCCER DIVISION

This Association shall run a Competitive Soccer Division, known as CSD, which shall function under the rules and regulations of the L.Y.S.A. Board of Directors.

The purpose of this division shall be to develop, promote and administer the competitive game of soccer among players under the age of nineteen (19), primarily residents within the Town of Lincoln.

This division shall be governed by the L.Y.S.A Board of Directors and all decisions regarding the CSD are to be voted on by the Board of Directors and their decision is final.

ARTICLE 13 - DELEGATES

Delegates to the sanctioning organization will be appointed by the Board of Directors.

The Board of Directors shall appoint one delegate, and the President of L.Y.S.A shall appoint one delegate. If only one delegate is needed to be appointed it shall be by joint approval of both the Board of Directors and the President of L.Y.S.A. Any changes in the number of delegates will be subject to the L.Y.S.A. Board of Directors' discussion and approval.

ARTICLE 14 - GENERAL ELECTION OF OFFICERS

The President, with the approval of the Board of Directors, shall appoint an Election Chairperson and a Nominating Committee of no less than four (4) nor no more than six (6) members to oversee the election of the general officers no later than October 1st.

The Election Chairperson and members of the Nominating Committee shall not be a candidate for any elected office unless the membership eligible to vote shall waive such requirement.

At the Board of Directors Meeting in November, the Election Chairperson shall present nominations for each of the general officers to be elected in the following election.

Nominations for each of the general officers shall be recorded. Nominations will be closed at the conclusion of the meeting.

Candidates for each office will be listed (in writing) by office and made available to the members in good standing at least thirty (30) days prior to the elections at the Annual Meeting in January.

Only members in "good standing" as of December 31st shall eligible vote. Any member in "good standing" who is unable to attend the Annual Meeting in January may cast an absentee ballot for a candidate for each office nominated

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The Election Chairperson shall prepare said ballots and verify with the Membership Secretary the members' eligibility to vote. Absentee ballots must be sealed.

The Election Chairperson will conduct the voting and supervise the counting of the votes for each candidate for office at the Annual General Meeting.

ARTICLE 15 - DISSOLUTION OF THE ASSOCIATION

Upon the dissolution of the association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the association is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.

ARTICLE 16 - RATIFICATION

The ratification and signature of eight (8) members of the current Board of Directors of the Lincoln Youth Soccer Association, Inc. shall be sufficient for the establishment of these By-laws. IN WITNESS HEREOF, we have hereunto subscribed our names this 4th day of February, 2009

Adopted as revised at the Annual General Meeting of L.Y.S.A. held in Lincoln, Rhode Island on February 4th, 2009.

President
Peter Winslow

Treasurer
Anthony Nassaney

Vice President of Recreation
John LaFleur

Vice President of Competitive
David Martineau

Registrar
Peter Gannon

Secretary
Kenneth Labrie

Membership Secretary -
(Vacant)

Director of Coaching and Player Development
Victor Alves