

Butte Youth Soccer League  
By Laws

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ARTICLE ONE - OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of the business of this Corporation (League) is located in Butte County, California.

SECTION 2. CHANGE OF ADDRESS

The Board of Directors may, from time to time, change the principal office within Butte County, by resolution.

ARTICLE TWO - PURPOSES

The primary purpose of this league shall be to develop, promote and administer both a recreational and a competitive soccer program primarily for the youth in Butte and Glenn counties, but may accept youth from other communities.

ARTICLE THREE - MEMBERS

SECTION 1. QUALIFICATION OF MEMBERS

Membership in the Butte Youth Soccer League is open to any team participating in youth soccer in Butte or Glenn Counties, California. In accordance with Article 6 of the Constitution, teams seeking membership must affiliate with a recognized club to be represented on the Board of Directors.

SECTION 2. DETERMINATION AND RIGHTS OF MEMBERS

All members shall have the same rights, privileges, restrictions and conditions.

SECTION 3. DUES

No dues shall be charged for membership in this league.

SECTION 4. NON-LIABILITY OF MEMBERS

No member of this league is personally liable for the debts, liabilities or obligation of the league.

## ARTICLE FOUR - MEETINGS OF MEMBERS

### SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at such place as designated by the Board of Directors.

### SECTION 2. THE ANNUAL MEETING

The members shall meet at least annually each year for the purpose of electing Directors and officers and transacting other business as may come before the meeting. The candidates receiving the highest number of votes shall be elected. Each member may cast only one vote for each Board position.

The Board of Directors shall be elected to serve for a period of two seasonal years. The President, Registrar, Secretary and Director of Referees shall be elected in the even years. The Vice President/Treasurer, Director of Coaching, Director of Division 4 Play, and Director of Division 3 Play shall be elected in odd years. The newly elected Board of Directors will be seated as of the fall of the gavel of the Annual General Meeting.

### SECTION 3. SPECIAL MEETINGS OF MEMBERS

In accordance with Article 7 of the Constitution, special meetings of the members may be called by a majority of the Board of Directors or the President of the League, or 10% of the members of the League.

### SECTION 4. NOTICE OF SPECIAL MEETING

- A. Time of Notice. The Secretary of the League shall cause a written notice of the special meeting shall be sent via mail or e-mail to each of the affiliated clubs not later than 20 days prior to the meeting.
- B. Contents of Notice. Notice of the special meeting shall state the place, date and time of the meeting, and an agenda of the business to be transacted. Action may only be taken on items on the agenda.
- C. Notice of Special Meeting Called by Members. The request for a special meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by First Class mail to the Board of Directors. The date for the special meeting shall be fixed by the Board and shall be not less than twenty-five (25) nor more than ninety (90) days after the receipt of the request for the special meeting; the Board shall notice the meeting according to Sections 4.A. and 4.B. above.
- D. Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless approved by two-thirds (2/3) of those voting.

1. Removal of directors without cause;
2. Amending the Articles of Incorporation;
3. Amending the Constitution;
4. An election to voluntarily wind up and dissolve the corporation.

#### SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of at least two members of the League.

In the absence of a quorum, any meeting of members shall be adjourned. When a meeting is adjourned for lack of a quorum, it shall be announced at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. If, after adjournment, a new date is set for the adjourned meeting, a notice of the adjourned meeting shall be mailed to the affiliated club of each member who, on the date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

#### SECTION 6. MAJORITY ACTION AS A MEMBERSHIP ACTION

Every motion or resolution need only to be approved by a majority of the members present, unless these By-Laws require otherwise.

#### SECTION 7. VOTING RIGHTS

Voting at duly held meetings shall be voice vote, except that election of Directors may be by ballot.

#### SECTION 8. PROXY VOTING

Voting by proxy shall not be permitted.

#### SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President and shall be governed by Roberts' Rules of Order.

#### SECTION 10. RECORD DATE FOR MEETINGS

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

## ARTICLE FIVE – DIRECTORS

### SECTION 1. NUMBER

The League shall have not less than three nor more than twenty Directors and collectively they shall be known as the Board of Directors.

### SECTION 2. POWERS

The activities and affairs of this League shall be conducted and all powers shall be exercised by or under the direction of the Board of Directors.

### SECTION 3. DUTIES

It shall be the duty of Directors to:

- A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this League, the Constitution, or by these By-Laws.
- B. Register their addresses with the Secretary of the League and notices of meetings mailed to them at such addresses shall be valid notices.
- C. Be familiar with, interpret, and enforce the Constitution, Bylaws, Specific Rules and Policy Interpretation Memoranda of this League and all applicable Rules and Regulations of the associations with which this league is affiliated.
- D. Approving procedures for formation of registered teams. Insuring proper registration of all players, coaches and teams
- E. Insuring proper accounting of fiscal transactions.
- F. Establishing BYSL Specific Rules and Policy Interpretation Memoranda. Specific Rules and Policy Interpretations Memoranda may be amended by the Board of Directors by a majority vote at any regular meeting of the Board of Directors.
- G. Establishing a common set of playing rules for inter club play. Providing opportunities for play for all youth within the boundaries of the league.
- H. The Board of Directors shall have the right and authority to suspend, bar completely or otherwise discipline any player, coach, manager, team assistant, club official or any other person associated with the operation of this league from any member team or organization.
- I. Secure insurance coverage through affiliation with the California Youth Soccer Association. Additional coverage for Directors and Officers, Errors or Omissions may be purchased by the league or affiliated clubs.
- J. The Board of Directors shall have the sole authority, by majority vote, to enter the Butte Youth Soccer League into any contract. The Butte Youth Soccer League shall not be responsible for any contract entered into by any affiliated club, team, coach or member

#### SECTION 4. TERMS OF OFFICE

Each Director shall hold office until their term shall expire and may remain in office until their successor is elected and qualifies.

#### SECTION 5. COMPENSATION OR EXPENSES

Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary out-of-pocket expenses incurred in the performance of their regular duties, subject to approval of the Board.

#### SECTION 6. MEETINGS

- A. Meetings shall be held at the principal office of the League or at such other place which has been designated from time to time by the Board of Directors. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another and minutes of the meeting are taken.
- B. Regular meetings of the Board of Directors shall be held once each month at such date, time and place as designated by the Board.
- C. Special meetings of the Board of Directors may be called by the President or by any three Directors.

#### SECTION 7. NOTICE OF MEETINGS

Regular meetings of the Board may be held without notice and shall be held monthly. Special meetings of the Board may be held after four (7) days' notice by first-class mail or forty-eight (96) hours' notice by telephone or e-mail to the Directors. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting only if the adjourned meeting is held more than twenty-four (24) hours from the time the original meeting was adjourned.

#### SECTION 8. CONTENTS OF NOTICE

Notice of special or adjourned meetings shall specify the date, time, place and purpose of the meeting.

#### SECTION 9. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the currently seated members of the Board of Directors.

#### SECTION 10. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, Constitution, or the By-Laws of the League, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a greater percentage of different voting rules for approval of a matter by the Board.

#### SECTION 11. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President or, in his/her absence, by the Vice-President of the League or, in the absence of each of these persons, by a President pro tempore chosen by a majority of the Directors present at the meeting.

Meeting of the Board of Directors shall be governed by Roberts' Rules of Order.

#### SECTION 12. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Directors, and (2) whenever the number of authorized Directors is increased

A Director may be removed by a two-thirds (2/3) vote of the full Board of Directors at any regular Board meeting. All members of the Board of Directors must have the opportunity to vote on Director dismissal.

A Director's position on the Board of Directors may be declared vacant if he or she shall fail to attend three consecutive regular meetings which the Director in question shall have received the notice required in these By-Laws.

Any Director may resign by giving written notice to the Board.

Vacancies on the Board may be filled by a majority of Directors then in office, whether or not less than a quorum, or by the remaining Directors.

#### SECTION 13. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a Director, or agent of this League has been successful of the merits in defense of any civil, criminal, administrative or investigative proceedings brought to procure a judgment against such person by reason of the fact that they were an agent of the League, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this League but only to the

extent allowed by, and in accordance with the requirements of, Section 5238 of the California Non-Profit Public Benefit Corporation Law.

## ARTICLE SIX – OFFICERS

### SECTION 1. NUMBER OF OFFICERS

The officers of the Board of Directors shall be the President, Vice President/Treasurer, Secretary, Registrar, Director of Coaches, Director of Referees, Director of Division 4 Play and Director of Division 3 Play.

### SECTION 2. QUALIFICATION, ELECTION AND TERM OF OFFICE

Any person may serve as an officer of this League. Officers shall be elected by the membership, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### SECTION 3. REMOVAL AND RESIGNATION

Pursuant to Article 4, Section 12 of these By-Laws, any officer may be removed, with cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President of the League. The resignation shall take effect on the requested date.

### SECTION 4. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any officer's position other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

### SECTION 5. DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of the League and shall, subject to the control of the Board of Directors, supervise and control the affairs of the League and the activities of its officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these By-Laws, or which may be prescribed by the Board of Directors.

The President shall preside at all meetings of the Board of Directors. The President shall also preside at all meetings of the members.

The President shall educate all of the League members regarding insurance coverage and coordination of CYSA insurance forms to the District. The President shall sanction travel of teams for any competition played outside of League Boundaries.

Except as otherwise expressly provided by law, by the Articles of Incorporation or by these by-laws, the President shall, in the name of the League, execute such deeds, mortgages, bonds, contracts, checks or other instruments which have the proper authorization of the Board of Directors.

#### SECTION 6. DUTIES OF THE VICE-PRESIDENT/TREASURER

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President. He/she is also responsible for coordination of field acquisition for League play.

The Treasurer shall give a receipt for all monies, which shall be deposited in a recognized bank in the name of this League. All accounts shall be paid by check. Bank and Financial Statements shall be produced when required by the Board of Directors. The Treasurer shall be responsible for the preparing of any and all papers pursuant to the Articles of Incorporation and tax-exempt status of this League. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these By-laws, or which may be assigned to him or her by the Board of Directors.

#### SECTION 7. DUTIES OF THE SECRETARY

The Secretary shall:

Certify and keep at the principal office of the League the original or a copy of these By-laws as amended.

Keep at the principal office of the League or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, committee meetings of the directors and members, recording date, time and place of meeting, whether regular or special, how called, how notice was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provision of these By-laws.

Exhibit at all reasonable times to any Director of the League, or to his or her agent, on request, the By-laws, and the minutes of the proceedings of the Directors of the League.

In general, perform all duties incident to the office of the Secretary any such other duties which may be assigned to him or her by the Board of Directors.

SECTION 8. DUTIES OF THE REGISTRAR

The Registrar is responsible for the disbursement of registration materials to Club Registrars, education on their use, registration of all players, teams and coaches following the CYSA registration procedures.

SECTION 9. DUTIES OF THE DIRECTOR OF COACHES

The Director of Coaches is responsible communications with the Club Coaching Coordinators and scheduling of Coaching Clinics.

SECTION 10. DUTIES OF THE DIRECTOR OF REFEREES

The Director of Referees is responsible communications with Club Referee Coordinators and scheduling of referee clinics

SECTION 11. DUTIES OF THE DIRECTOR OF DIVISION 4 PLAY

The Director of Division 4 Play is responsible for working with the clubs within BYSL to develop and promote Division 4 play

SECTION 12. DUTIES OF THE DIRECTOR OF DIVISION 3 PLAY

The Director of Division 3 Play is responsible for assisting each club in properly registering teams for Division 3 League play, attending District Metro meetings, serving on the Metro League Board of Directors and the dissemination of Metro League information to the BYSL league board and Clubs hosting Division 3 teams.

SECTION 13. BOARD REPRESENTATIVES

Each Club is entitled to one Board Representative. That representative is entitled to one vote at the board meeting. It is to be mandatory that each affiliated club provide a minimum of one person to hold a position on the Board of Directors and to attend regular board meetings.

ARTICLE SEVEN – LEAGUE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF LEAGUE RECORDS

The League shall keep:

- a. Minutes of all meetings of Directors, and of all meetings of members, indicating the date, time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- b. Adequate and correct books and financial records, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c. A record of its members, by name and address.
- d. A copy of the League's Articles of Incorporation and By-laws as amended to date, which shall be open to inspection by the members of the League at all reasonable times.

#### SECTION 2. MEMBERS' INSPECTION RIGHTS

Any member may inspect at any reasonable time the financial records, or Board minutes upon written request to the Secretary by the member, for a purpose reasonably related to such person's interest as a member.

#### SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this article may be made in person or by agent and the right to inspection includes the right to receive a copy for which a fee may be charged.

### ARTICLE EIGHT - FISCAL YEAR/SEASONAL YEAR

#### SECTION 1. FISCAL YEAR OF THE LEAGUE

The fiscal year of the Club shall begin on the first day of January and shall end on the 31<sup>st</sup> day of December.

#### SECTION 2. SEASONAL YEAR OF THE LEAGUE

The Seasonal Year shall be same seasonal year established by the California Youth Soccer Association.

### ARTICLE NINE - BYLAWS

#### SECTION 1. AMENDMENT

Amendments to these By-Laws may be made at any regular Board meeting or any meeting of the general membership, subject to the notice provisions below. Any proposed amendments to these By-laws must be submitted to the League Secretary at last sixty (30) days prior to the meeting at which such amendments will be considered.

The Secretary of the league shall forward any proposed amendments to the teams by and through the affiliated club that represents said teams at least thirty (150) days prior to the meeting at which such amendments will be considered.

Amendments considered at a regular meeting of the Board of directors shall be deemed adopted by affirmative vote of two-thirds (2/3) majority of the Board of Directors then seated, whether present or not.

Amendments considered at a meeting of the general membership shall be deemed adopted by an affirmative vote of two-thirds (2/3) of those members in attendance who are eligible to vote.

Any amendments to these By-Laws shall become effective immediately unless otherwise indicated.

## SECTION 2. INCORPORATION OF THE RULES AND REGULATIONS

Where not inconsistent with these Bylaws, the League may prescribe such Specific Rules and Regulations and/or Policy Interpretation Memoranda as the Board of Directors deems appropriate for the day-to-day operation of the League.

## ARTICLE TEN – AMENDMENT OF ARTICLES

### SECTION 1. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members have been admitted to the League, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this League.

### SECTION 2. CERTAIN AMENDMENTS

Notwithstanding the above Sections of this Article, the League shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Directors of this League nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the League has filed a “Statement by a Domestic Non-Profit Corporation” pursuant to Section 6210 of the California Nonprofit Corporation Law.

## ARTICLE ELEVEN – PROHIBITION AGAINST SHARING PROFITS AND ASSETS

## SECTION 1. PROHIBITION AGAINST SHARING PROFITS AND ASSETS

No member, Director, or other person connected with this League, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the League, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the League in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the League. All members of the League shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the League, whether voluntarily or involuntarily, the assets of the League, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation and not otherwise.

## ARTICLE TWELVE - PROTESTS, APPEALS & DISCIPLINE

The guidelines established in the Protest, Appeals and Discipline Manual, as published by the California Youth Soccer Association, shall apply to all actions taken by BYSL or affiliated clubs on matters of protest, appeals or discipline.

### SECTION 1. PROTESTS

Protest of game results for intra league play will only be considered where a misapplication of the laws of the game or BYSL playing league rules are alleged.

Protest of game results for inter league play shall be directed to the playing league authority. (District Playing League, Metro League etc.)

### SECTION 2. DISCIPLINARY ACTION - SEND OFF

Referees are to deliver or mail Send-Off Reports along with the game card and player's or coaches USYSA pass to the League President or his designee within 24 hours following the completion of intra league games where a player or coach has been sent off.

Player or coach suspensions for a referee send-off shall be determined by an ad hoc committee of at least three disinterested members and a chairman. The Committee shall be appointed by the League President or his designee. The committee may meet or be polled by telephone, email or in person. The chairman will vote only in case of a tie. The team's Club President will be notified of the formation of the PAD Committee within 48 hours of receipt of the referee's send-off report and will further be notified within 72 hours of the PAD Committee's decision. The Club President shall then be responsible for immediately forwarding the decision to the player or coach.

The Player's or Coaches USYSA pass will be returned to the team and the individual will be eligible to return to competition once proof that the player or coach suspension has been served.

### SECTION 3. DISCIPLINARY ACTION FOR ACTIONS OTHER THAN REFEREE SEND-OFF

Disciplinary hearings for allegations of misconduct by BYSL members may be convened by the League Board of Directors or by an ad hoc PAD Committee at the direction of the League President. Alternately, the League President or his/her designee may refer allegations of misconduct back to the host club if and when he/she deems that the club would be the more effective venue for resolution.

In the event a hearing is convened before the Board of Directors, individuals accused of misconduct will be notified of the date, time and location of the disciplinary hearing along with specific allegations of misconduct in accordance with the CYSA Protest, Appeals and Discipline Manual guidelines.

Disciplinary hearings including deliberations will be held in closed session and will proceed according to the guidelines in the CYSA Protest, Appeals and Discipline Manual. The individual who is the subject of the disciplinary hearing may present their case during the closed session, but may be excused for deliberations. Any decision(s) reached will be announced in open session

Disciplinary hearing decisions letters along with an individual's right of appeal and instructions for appeal will be mailed in accordance with the CYSA Protest, Appeals and Discipline Manual guidelines.

### SECTION 4. APPEALS

Individuals may appeal a suspension or adverse decision regarding a Protest to the Board of Directors by delivering, in writing, along with a fee of \$25.00, a request for appeal to the league president within ten (10) days of the receipt of a suspension decision. The president will arrange for an appeal hearing before the board of directors. Only suspensions of 2 or more games or cases of misapplication of the laws of the game will be considered for league appeal. The appeal fee will be returned if the Board finds in favor of the appellant.

### ARTICLE THIRTEEN- DISSOLUTION

Specifics for dissolution and disbursement of assets is governed by the BYSL Articles of Incorporation.

Passed and Adopted the 17<sup>th</sup> day of March, 2009 by the Board of Directors of the Butte Youth Soccer League.

  
Brittany Wall, Secretary