

BY-LAWS OF THE EXETER YOUTH SOCCER ASSOCIATION

ARTICLE I NAME

The name of this organization shall be the Exeter Youth Soccer Association, Inc. (hereinafter referred to as “**EYSA**” or “**Association**”).

ARTICLE II OFFICES

The registered office of the Association shall be at a location within the boundaries of Exeter Township in Berks County, Pennsylvania, as determined by the elected members of the Board of Directors (hereinafter alternatively referred to as “**Directors**” or “**Officers**”).

ARTICLE III PURPOSE

The purpose of the EYSA shall be to foster, promote, and develop youth soccer in Exeter Township, Berks County, Pennsylvania. To accomplish this purpose, EYSA shall sponsor organized youth soccer teams and activities pertaining to coaching, refereeing, or other aspects of the game of soccer, as approved by the membership.

ARTICLE IV PARLIAMENTARY PROCEDURE

The rules of Parliamentary Procedure as outlined in the current edition of Robert’s Rules of Order Newly Revised shall govern all meetings and proceedings of the Association except in those matters where they are in disagreement with these By-laws.

**ARTICLE V
STANDARD OF CONDUCT**

All members of the EYSA are expected to conduct themselves with the highest ethical standard and sportsmanship when involved in any activity of the EYSA or in representation of it.

**ARTICLE VI
AFFILIATION**

The EYSA shall be affiliated with the Eastern Pennsylvania Youth Soccer Association (EPYSA), the United States Soccer Federation (USSF), and the Fédération Internationale de Football Association (FIFA). Affiliation of the EYSA may be extended to include any other Association or League whose purpose coincides with the purpose of the EYSA.

No affiliation shall be permitted which could result in or infer preference or exclusion of any sex, race, creed, national origin, or ethnic group, or which would result in or infer support of any particular political party, campaign, or politician.

**ARTICLE VII
MEMBERSHIP**

Section 7.01. ELIGIBILITY

Membership shall be open to any individual who is 18 years of age or older and has a primary residence within the boundaries of Exeter Township, Berks County, Pennsylvania; however, the Directors shall be granted the ability to make exceptions if the individual fails to meet the criteria for the location of primary residence.

Section 7.02. SOCCER YEAR

A soccer year of the Association (hereinafter referred to as “**Soccer Year**”) shall be August 1 to July 31 of each year.

Section 7.03. CLASSES OF MEMBERSHIP

There shall be two classes of membership:

A. Non-voting membership

1. Parents or legal guardians of participants who have registered for soccer teams in the current or consequent Soccer Year shall be considered non-voting members of the Association.

B. Voting membership

1. A maximum of two (2) coaches per team registered with the EYSA Registrar in the current or consequent Soccer Year shall be considered voting members of the Association.
2. The Board of Directors shall be considered voting members of the Association.
3. Any non-voting member who has attendance recorded at six (6) of the last twelve (12) consecutive general membership meetings, excluding special meetings, shall be considered a voting member of the Association.

Section 7.04. REVOCATION

A. Revocation Process

- a. The Association may revoke the membership of any member who fails to comply with the rules and regulations of the Association, or whose conduct is detrimental to the best interests of the Association.
- b. The Board of Directors shall determine whether the revocation of membership should occur.
- c. Before taking action to revoke the membership of any member, the Board of Directors shall hold a special hearing at which time the member shall have an opportunity to appear and be heard. Notice of such hearing shall be mailed by certified mail, postage pre-paid, at

least ten (10) days prior to the hearing, addressed to the member in question at his or her last address appearing on the Association's records. A three-fourths (3/4) vote of Directors is required for revocation.

- d. The member shall have a right to appeal the decision of the Board of Directors by petitioning the Board of Review as more fully set forth in Article XVI hereof.

ARTICLE VIII MEETINGS

Section 8.01. GENERAL MEMBERSHIP MEETINGS

There shall be six (6) general membership meetings annually:

1. a spring meeting during April or May.
2. a summer meeting, after the registration for the fall season, but before the commencement of the scheduled games for that season.
3. a winter meeting (hereinafter referred to as "**Winter Meeting**"), after the scheduled fall games and between December 1 and December 31.
4. the remaining three (3) meetings in the calendar year will be designated by an agreement of the majority of Directors. These meetings shall:
 - i precede the Winter Meeting.
 - ii occur in different months of the calendar year where an existing meeting is not already scheduled.

Section 8.02. SPECIAL MEETINGS

The President shall call special meetings of the membership upon direction of two-thirds (2/3) of the Directors, or upon the written petition of fifteen (15) members qualified to vote.

Section 8.03. ELIGIBLE ATTENDEES

Voting and non-voting members may attend meetings.

Section 8.04. NOTICE OF MEETINGS

All members shall be notified of meetings one week in advance by the Directors via electronic mail or the Association's website.

Section 8.05. LOCATION OF MEETINGS

Meetings of the membership shall be held within the boundaries of Exeter Township in Berks County, Pennsylvania.

Section 8.06. QUORUM

A majority of the Directors must be present to constitute a quorum to conduct business.

Section 8.07. MAJORITY

Actions by majority of the voting members present shall constitute actions of the Association.

Section 8.08. PRESIDING OFFICER

The President, or in his absence, the Vice-President, shall preside at all meetings of the Board of Directors. In the absence of both the President and Vice-President, the Directors, shall elect a Chairman Pro Tempore for the duration of the meeting.

Section 8.09. ORDER OF BUSINESS

1. Call to order
2. Roll call and determination of quorum
3. Address membership topics authorized by petitions
4. Reading the Minutes of the previous meeting
5. Reports of Directors and committees
6. Unfinished business
7. New business
8. Announcements
9. Adjournment

ARTICLE IX
BOARD OF DIRECTORS

Section 9.01. OFFICERS

The Officers of the Association shall be collectively known as the Board of Directors and shall be comprised of the following positions held by Association members: President, Vice President, Secretary, Treasurer, Registrar, 1st Youth Coordinator, 2nd Youth Coordinator, Girls Director, Boys Director, Fields Commissioner, Equipment Coordinator, Coach and Player Development Director, Website/Social Media Coordinator, and Fundraising Director.

Section 9.02. ELECTIONS

A. Election by Majority

Directors shall be elected by a majority of members present at the Winter Meeting who are qualified to vote.

B. Executive Office

1. Definition

- a. The Executive Office shall consist of the President, Vice President, Secretary, and Treasurer.

2. Terms

- a. The President and Secretary shall be elected for a term of two (2) years at the Winter Meeting when the meeting occurs on an odd-numbered year. The term of office shall begin January 1 of the calendar year proceeding the Winter Meeting and end on December 31 of the next odd-numbered calendar year.
- b. The Vice President and Treasurer shall be elected for a term of two (2) years at the Winter Meeting when the meeting occurs on an even-numbered year. The term of office shall begin January 1 of the calendar year

proceeding the Winter Meeting and end on December 31 of the next even-numbered year.

3. Eligibility

- a. To be eligible for the Executive Office, a candidate must be one of the following:
 - i. a qualified voting member of the Association for at least the past one (1) year.
 - ii. a qualified non-voting member of the Association for at least the past two (2) years.

C. Non-Executive Office

1. Definition

- a. The Non-Executive Office shall consist of the following officers: Registrar, 1st Youth Coordinator, 2nd Youth Coordinator, Girls Director, Boys Director, Fields Commissioner, Equipment Coordinator, Coach and Player Development Director, Website/Social Media Coordinator, and Fundraising Director.

2. Terms

- a. The 1st Youth Coordinator, Girls Director, Fields Commissioner, Coach and Player Development Director, and Fundraising Director shall be elected for a term of two (2) years at the Winter Meeting when the meeting occurs on an odd-numbered year. The term of office shall begin January 1 of the calendar year proceeding the Winter Meeting and end on December 31 of the next odd-numbered calendar year.
- b. The Registrar, 2nd Youth Coordinator, Boys Director, Equipment Coordinator, and Website/Social Media Coordinator shall be elected for a term of two (2) years at the Winter Meeting when the meeting occurs on an even-numbered year. The term of office shall begin January 1 of the calendar year proceeding the Winter Meeting and end on December 31 of the next even-numbered calendar year.

3. Eligibility

- a. To be eligible to hold non-executive office, a candidate must be one of the following:
 1. a qualified voting member of the Association; or
 2. a qualified non-voting member of the Association for at least the past one (1) year.

D. Nominations

Voting and non-voting members may submit nominations for any elected office to the Secretary prior to the Winter Meeting. Nominations will be accepted up to fifteen (15) days prior to the scheduled Winter Meeting, or alternatively at the General Membership meeting that precedes the Winter Meeting if it occurs less than fifteen (15) days prior to the scheduled Winter Meeting. Nominations may also be called from the floor at the Winter Meeting.

The membership shall be notified of all submitted nominations at least ten (10) days prior to the Winter Meeting via electronic mail.

Section 9.03. VACANCIES

In the event that a Director, other than President, cannot fulfill his/her term of office, a successor shall be elected to serve for the unexpired term of his/her predecessor by a majority vote of the remaining members of the Board of Directors. Any nominated successor must meet the eligibility requirements for the position to which they are nominated. In the event that the President cannot fulfill his/her term of office, the successor shall be the Vice President.

Section 9.04. REMOVAL FROM OFFICE

A Director may be removed from office by a two-third (2/3) vote of the remaining Directors voting for dismissal only after notifying such Director and granting him/her an opportunity to be heard in an open forum. Failure of a Director to appear upon advanced notice given for his/her opportunity to be heard shall be considered agreement by the Director to

his/her removal.

Section 9.05. RESIGNATIONS

A Director may resign at any time upon written notice (print or electronic mail) to the President of the Association. The resignation shall be effective upon receipt thereof by the President or at such subsequent time as shall be specified in the notice of resignation.

Section 9.06. CONFLICTS OF INTEREST

A. Immediate Family

1. A conflict of interest occurs if immediate family members serve as Directors of the Association at the same time. Immediate family members shall include: a mother, father, son, daughter, husband, wife, brother, sister, aunt, uncle, grandfather, grandmother, step-father, step-mother, step-son, or step-daughter.
2. A conflict of interest occurs if family members by marriage serve as Directors of the Association at the same time AND if any of those family members by marriage have business interests with the Association in which they financially benefit from those interests. Family members by marriage shall include: mother-in-law, father-in-law, son-in-law, daughter-in-law, sister-in-law, and brother-in-law.
3. If a conflict of interest occurs due to immediate family, the Directors will elect one (1) of the immediate family members to remain on the Board while the remaining immediate family members must vacate their positions immediately.
4. If a conflict of interest occurs due to family members by marriage having business interests with the Association, the family member by marriage who has the business interest will be required to vacate his or her position on the Board in order to resolve the conflict.
5. Any Director that is aware of a conflict of interest should notify the Board of Directors immediately.

B. Business Interests

1. A conflict of interest occurs if any Director has business interests with the Association and financially benefits from those interests while also serving:
 - a. as the President, Vice President, Treasurer, or Secretary of the Association.
 - b. on the Finance, Marketing, or Policy and Procedures Review committees.
2. If any such conflict occurs, the Director will be required to vacate his or her position on the Board and/or committee in order to resolve the conflict.

Section 9.07. ATTENDANCE

Directors should make their best effort to attend all meetings of the Association. A Director that misses three (3) or more consecutive meetings shall be considered for removal from the Board of Directors.

Section 9.08. DUTIES

A. President

The President shall:

1. call and preside at meeting of the Association.
2. appoint chairpersons of standing and special committees.
3. sign all legal documents or papers
4. represent the Association at meetings of affiliated organizations and/or appoint the appropriate number of representative to those meetings.
5. serve as contact person for the Association in matters involving scheduling or cancellation of games.
6. see that actions of the Association are carried out.
7. be ex-officio, a member of all committees.
8. have the general powers and duties of supervision and management usually vested in the office of president but not to conflict with these by-laws or the policies of EYSA.
9. appoint members to the Finance Committee to assist with the duties of the Treasurer as needed.

B. Vice President

The Vice President shall:

1. act in all cases for and as the President in the latter's absence or incapacity.
2. serve as a chairperson of a Board of Review.
3. serve as a chairperson to the Policies and Procedures Review Committee.
4. appoint members to the Policies and Procedures Review Committee.
5. Serve as parliamentarian.

C. Secretary

The Secretary shall:

1. establish, keep, and maintain a record (minutes) of all Association meetings.
2. read the prior meeting minutes at all Association meetings.
3. maintain the official copy of the Bylaws and other rules, regulations, and documents pertaining to the Association (including a list of voting members)
4. assume the responsibility of correspondence to membership.
5. serve as a representative for the Association at meetings of Reading-Berks Junior Soccer League (RBJSL).

D. Treasurer

The Treasurer shall:

1. have custody of the Association's funds.
2. keep full and accurate accounts of receipts and disbursements in books belonging to the Association.
3. keep the money of the Association in accounts to the credit of the Association.
4. disburse the funds of the Association as may be ordered by the action of the membership.
5. make and distribute financial reports at the regularly scheduled meetings.
6. serve as coordinator for all matters involving insurance for the Association.
7. serve as the chairperson to the Finance Committee.

E. Registrar

The Registrar shall:

1. oversee the registration of participants on all EYSA teams
2. maintain accurate rosters of all teams sponsored by the Association.
3. serve as the chairperson to the Registration Committee.
4. serve as the record keeper for any mandated clearances and EYSA policy forms, unless this responsibility is delegated to another Director by the President
5. appoint members to the Registration Committee to assist in these duties as needed.

F. Fields Commissioner

The Fields Commissioner shall:

1. oversee the acquisition, maintenance, and scheduling of practice and playing fields sufficient to requirements of number of participants and regulations of the Reading-Berks Junior Soccer League (RBJSL).
2. notify the Directors and/or membership when weather conditions prohibit field use.
3. serve as the chairperson to the Grounds Committee.
4. appoint members to the Grounds Committee to assist in these duties as needed.

G. Equipment Coordinator

The Equipment Coordinator shall:

1. oversee the acquisition, distribution, collection, and storage of equipment required for all EYSA programs sponsored by the Association.
2. serve as the chairperson to the Equipment Committee.
3. appoint members to the Equipment Committee to assist in these duties as needed.

H. 1st and 2nd Youth Coordinator

The 1st and 2nd Youth Coordinator shall:

1. oversee the activities for all EYSA recreation programs.

I. Girls Director

The Girls Director shall:

1. oversee the activities for all EYSA travel girls' programs.

J. Boys Director

The Boys Director shall:

1. Oversee the activities for all EYSA travel boys' programs.

K. Coach and Player Development Director

The Coach and Player Development Director shall:

1. enhance the skills and knowledge for coaches and players of the Association.
2. investigate and enact new programs that could benefit the coaches and players of the Association.

L. Fundraising Director

The Fundraising Director shall:

1. oversee projects for the raising of funds required beyond the registration and membership fees with the sole purpose of promoting, developing, supervising, and maintaining the programs of the Association.
2. act as a liaison between the Association and other community organizations for the sole purpose of organizing events and activities that raise funds for the Association.
3. serve as the chairperson to the Fundraising Committee.
4. appoint members to the Fundraising Committee to assist in these duties as needed.

M. Website/Social Media Coordinator

The Website/Social Media Coordinator shall:

1. be responsible for updating and maintain the information on the Association's website and designated social media channels.
2. designate new areas for social media and online marketing for the Association
3. serve as the chairperson to the Marketing Committee.

4. appoint members to the Marketing Committee to assist in these duties and other marketing functions as needed.

ARTICLE X VOTING

Section 10.01. ELECTIONS

An election will take place annually at the Winter Meeting for any Director position that is open for election.

Voting for Director nominees will be done by standard roll call, unless written ballot is requested by at least three (3) voting members present at the Winter Meeting.

Only voting members present at the Winter Meeting are eligible to vote.

Section 10.02. RIGHTS

Voting members are entitled to one (1) vote. Each voting member will receive one (1) current copy of the by-laws upon request. Voting by proxy is prohibited.

Section 10.03. ELECTRONIC VOTING

The Directors may vote by electronic mail under the following conditions:

1. to call a special meeting.
2. to assemble an executive session of Directors to discuss matters regarding personnel.
3. to conduct interim business when general meetings are not imminent or feasible.
 - a. When conducting interim business, the Board of Directors will have the authority to commit the resources and/or funds and services of the Association to endeavors consistent with the purpose of the organization as

outlined in Article III. The Board of Directors may spend funds for these purposes not to exceed \$750 when voting electronically.

- b. Commitments or decisions of the Board of Directors executed with electronic voting are subject to review by the membership at the next scheduled general meeting of the Association. At that meeting, the voting membership may vote to ratify the actions of the Board of Directors retroactively or vote to discontinue any such actions. The members of the Board of Directors, either singly or as a group, are not responsible to reimburse the Association for expenses they incur in conducting interim business in good faith, even though the Association membership may vote to discontinue such expenses at a later date.

4. Electronic voting is prohibited for elections.

ARTICLE XI STANDING COMMITTEES

The following shall constitute the standing committees of the Association:

A. Equipment Committee

- a. The Equipment Coordinator may appoint no more than four (4) members to the committee in addition to himself or herself.
- b. The duties of the committee will be to assist with the duties of the Equipment Coordinator.

B. Finance Committee

- a. The Finance Committee shall consist of not less than three (3), nor more than five (5) members including the Treasurer who will serve as the Committee's chair.
- b. The Directors shall appoint one (1) member to the Finance Committee who is not an active Director of the Association. All other appointments to the Finance Committee shall be made by the Treasurer.
- c. The duties of the committee will be to:

- i. Recommend to the Board of Directors investment guidelines.
- ii. Invest the Association's monies in strict accordance with the Board of Director's investment guidelines and the Association's cash and capital requirements.
- iii. Review the Association's investments on a regular basis to ensure their stability for the Association, and make appropriate changes as necessary.
- iv. Assist the Treasurer in the creation of the Association's Annual Budget.
- v. Give assistance and advice on other financial matters as necessary.

C. Fundraising Committee

- a. The Fundraising Director may appoint no more than four (4) members to the committee in addition to himself or herself.
- b. The duties of the committee will be to assist with the duties of the Fundraising Director.

D. Grounds Committee

- a. The Fields Commissioner may appoint no more than four (4) members to the committee in addition to himself or herself.
- b. The duties of the committee will be to assist with the duties of the Fields Commissioner.

E. Marketing Committee

- a. The Website/Social Media Coordinator may appoint no more than four (4) members to the committee in addition to himself or herself.
- b. The duties of the committee will be to assist with the duties of the Website/Social Media Coordinator and to lead advertising and promotion of the Association in the community.

F. Policy and Procedures Review Committee

- a. The Vice President may appoint no more than four (4) members to the committee in addition to himself or herself.
- b. The duties of the committee will be to review the Association's by-laws, policies, procedures, and any other governing document of the Association.

G. Registration Committee

- a. The Registrar may appoint no more than four (4) members to

the committee in addition to himself or herself.

- b. The duties of the committee will be to assist with the duties of the Registrar.

H. Voting and non-voting members may serve on a standing committee. All appointed committee members on a standing committee shall serve for a term of one (1) year. Members may be removed from a standing committee by a two-thirds (2/3) vote of the Directors.

ARTICLE XII SPECIAL COMMITTEES

The President shall appoint special committees as needed to support the purpose of the Association. All special committees will be designated as temporary and will be dissolved once a specific purpose has been fulfilled.

Voting and non-voting members may serve on a special committee. Members may be removed from a special committee by a two-thirds (2/3) vote of the Directors.

ARTICLE XIII OPPORTUNITY FOR INPUT

Any voting or non-voting member may petition the President for an opportunity to address the membership during meetings of the Association. Petitions must be received by the President at least forty-eight (48) hours before the meeting is scheduled to begin. Petitions may be made from the floor at special meetings of the Association.

ARTICLE XIV MISCELLANEOUS

Section 14.01. GENERAL RULE OF FUNDS

The Association shall not borrow money, or purchase, sell, lease away, or otherwise dispose of any real estate, unless and until a resolution authorizing same shall be approved by a vote of the membership. A resolution authorizing the borrowing of money must specify the particular sums, rates of interest, or times of maturity of the loans. All proceeds derived from any loan, sale, lease, ground rent or mortgage shall be faithfully and specifically used for or applied to the lawful activities of the Association, and in case such proceeds are derived from any real estate subject to a trust, the trust shall be impinged upon such proceeds.

Section 14.02. REVENUE

The funds for the Association shall come from registration fees assessed to participants, contributing membership fees, and proceeds from fundraising projects. The Board of Directors shall determine the registration fees and what fundraisers are necessary.

The Association shall have the right and power to receive and collect money to the extent necessary for the accomplishment of the purposes for which it was organized, and, in so doing, may make incidental profit. All money so received or collected shall be applied to the maintenance and operation or the furtherance of the lawful activities of the Association, and, in no case, shall such money be divided or distributed in any manner whatsoever among the members of the Association.

Section 14.03. CHECKS

All checks or demands for money and notes of the Association shall be signed by the Treasurer and one other Director of the Association if the amount is over \$750.00. All checks or demands for money and notes of the Association shall only need to be signed by the Treasurer if the amount is \$750.00 and below. All signers shall be bonded at the expense of the Association and in the amount and term that the Association shall fix during

the Winter Meeting when elections are held.

Section 14.04. AUDITS

The Finance Committee will perform an annual audit of the Association's financial documents. The Directors may also appoint, under the recommendation of the Policy and Procedures Review Committee, an independent auditor to perform an annual review of the Association's financial documents.

Section 14.05. ACTING AGENT

No individual shall be recognized as acting as an agent for this organization unless so designated by the Association.

ARTICLE XV DISSOLUTION AND LIQUIDATION

In the event of a lack of interest or dissolution of the Exeter Youth Soccer Association, any assets of the Association shall be distributed to a similar non-profit charitable organization as may be selected by the Board of Directors so that the property and assets of the Association shall in such event be used for and devoted to a youth oriented organization.

ARTICLE XVI BOARD OF REVIEW

A Board of Review shall consist of the Vice President and four (4) voting members appointed by a majority of voting members present at any general membership meeting. These appointments will be considered temporary and the appointees shall be dismissed from the Board of Review once a specific purpose has been fulfilled. No more than two (2) Directors may serve on the Board of Review at one time.

The Board of Review shall:

1. be responsible for establishing a code of conduct for members and recommending appropriate action to the membership.
2. conduct an audit of accounts as soon as practical after the election of Directors.
3. review appeals from the membership.
4. be responsible for counting ballots in the election of Directors.

The Board of Review will uphold or rescind decisions of the Directors that are eligible for appeal. Decisions eligible for appeal are limited to decisions involving revocation of membership, revocation of coaching or volunteer privileges, and being removed as a Director of the Association.

To file an appeal, an individual affected by the decision must submit a written request stating his or her name and the specific decision of the Board that is being appealed. Appeals must be received by the Vice President via postal or electronic mail within thirty (30) days from the date the decision was made. A vote to uphold or rescind decisions of the Directors must take place within ninety (90) days of receipt of the member's appeal filing.

If a decision subject to appeal fails to be overturned by the Board of Review, the member may file a complaint with the Eastern Pennsylvania Youth Soccer Association (EPYSA) arbitration board. The Association shall accept the final ruling from the EPYSA arbitration board.

ARTICLE XVII AMENDING BY-LAWS

These by-laws may be amended, altered, or replaced by a two-thirds (2/3) vote of voting members present at an Association meeting; provided, however, that at least twenty (20) days written notice of such amendment, alteration, or replacement shall be given by electronic mail to each member of the Association.

ARTICLE XVIII
DIRECTOR LIABILITY AND INDEMNIFICATION

No Director of the Association shall be liable for actions taken, or any failure to act, unless the Director has breached or failed to perform the duties of his or her office as provided under Section 8363 of the Pennsylvania Directors' Liability Act and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Any amendment of this section shall be prospective only and shall not increase a Director's liability with respect to action taken or a failure to act.

The Association shall indemnify and defend any Director, employee or agent of the Association against whom a claim is made, if the claim is related to that individual's work with the Association, unless the Director's act or failure to act is determined by a Court of competent jurisdiction to have constituted willful misconduct or recklessness.

ARTICLE XIX
NON-DISCRIMINATION

The Association shall not deny membership for any individual on the basis of race, color, national origin, marital status, age, gender, or religion. A child may not be denied participation with a team on the basis of race, color, national origin, or religion.

The EYSA By-Laws have been approved by the majority of voting members present at the October 23, 2016 General Membership Meeting.

Witness:

Todd Reinert

Morgan Miller

Robert Cymbor

Jacqueline McCarty

James Noel

Thomas McAuliffe

Marisa Gilbert

Michael Conte

Jon Steiger

John Woram

Brandon Putt

Jason Mell

Richard Matijasich