

By-Laws of Lansing Soccer Club, Inc.

LANSING SOCCER CLUB

12 Lakeview Dr., Lansing, New York 14822

**Youth are League Members of New York State West Soccer Association, affiliated with the United States Youth Soccer Association, United States Soccer Federation and FIFA.
Established 2001.**

By-Laws

By-Laws of Lansing Soccer Club, Inc.

Table of Contents

TABLE OF CONTENTS	2
ARTICLE I: OFFICES	3
ARTICLE II: MEMBERS	3
1. MEMBERSHIP	3
2. ANNUAL OR SPECIAL MEETING OF MEMBERS	4
3. ANNUAL REPORT	5
4. MEMBER MEETING MANAGEMENT	5
5. REPRESENTATION BY PROXY	6
6. INSPECTORS	6
7. VOTING	6
8. RECORD DATE OF MEETING	7
9. EVIDENCE OF MEMBERSHIP	7
10. CAPITAL CONTRIBUTION	7
11. CAPITAL DISTRIBUTION	7
ARTICLE III: BOARD OF DIRECTORS	8
1. MEMBERSHIP	8
2. ELECTION OF BOARD MEMBERS	8
3. REMOVAL OR RESIGNATION	8
4. FILLING OF VACANCY	8
5. MEETINGS OF THE BOARD OF DIRECTORS	9
6. QUORUM	10
7. PRESIDING OVER MEETINGS	10
8. COMMITTEES	10
ARTICLE IV: OFFICERS	11
1. CREATION	11
2. DUTIES	11
ARTICLE V: MISCELLANEOUS	12
1. RECORDS	12
2. SEAL	12
3. FISCAL YEAR	12
4. REVISIONS TO BY-LAWS	12
5. DISSOLUTION	12
6. TAX EXEMPT STATUS	13
7. USSF CONFORMITY	13

By-Laws of Lansing Soccer Club, Inc.

Article I: Offices

The principal office of the Not-For-Profit 501.C.7 Corporation, the Lansing Soccer Club, hereinafter known as LSC, shall be located in the Town of Lansing, County of Tompkins and State of New York. LSC may also have offices at such other places within or without the State of New York as the Board of Directors may from time to time determine.

Article II: Members

1. MEMBERSHIP

Criteria: The members of LSC shall be defined as all that wish to ally themselves with the purposes of the LSC, unless they shall have resigned as such members or unless membership shall otherwise have been terminated. Voting members are in good standing with LSC and are at least 18 years of age. Voting members also include coaches as well as the guardian or parent of a member in good standing under 18 years of age, such that there is one vote per member under age 18. Members are termed in good standing when they have paid all dues, are free of any outstanding debt to LSC, are registered by LSC registrar(s) and are not suspended from play as a result of any LSC or affiliated organization infraction.

1.1. Affiliation: Members under the age of nineteen as of **August 1** of the current club year shall be league members of New York State West Soccer Association, affiliated with the United States Youth Soccer Association, United States Soccer Federation and FIFA. The club shall be represented on the Broome County Soccer Association Board and affiliated with the New York State West Soccer Association, affiliated with the United States Youth Soccer Association, United States Soccer Federation and FIFA.

1.2. Fees: There shall be an annual membership fee payable to the LSC treasurer for each LSC year, such year commencing **September 1** and ending **August 31**. The LSC Board of Directors shall set the fee schedule prior to the Annual Membership Meeting each year.

1.3. Fee Structure: The Board of Directors may prescribe with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments and fines.

1.4. Member Rights: Member rights or interests shall not terminate except upon the happening of any of the following events: - death, resignation, expulsion, dissolution or liquidation of LSC. The Board of Directors may prescribe with respect to all members, the penalties, and the manner of suspension or termination of membership and except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

1.5. Nondiscrimination Policy: LSC shall not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin.

By-Laws of Lansing Soccer Club, Inc.

2. ANNUAL OR SPECIAL MEETING OF MEMBERS

2.1. Meetings

2.1.1. **Time:** The Annual Meeting of Members of LSC shall be held in the month of September each year as fixed by the Board of Directors. Special Meetings of the members may be held on such date, or dates, as may be fixed by the Board of Directors of LSC from time to time and by the members on such date, or dates, as shall be permitted by law.

2.1.2. **Place:** Any Annual or Special meeting of members of LSC may be held at such place within or without of the state as the Board of Directors of LSC may from time to time fix. In the event the Board of Directors shall fail to fix such time and place, or in the event members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal office of LSC, the offices of LSC's public accountant.

2.1.3. **Convening meetings:** Annual or Special Meetings of members may be called by the Board of Directors or by any officer of LSC instructed to do so by the Board of Directors, except to the extent that the directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

2.1.4. **Announcement:** Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice of meeting shall be in at least two of the following:

- advertised in the newspaper of record,
- displayed at the LSC Website,
- by radio,
- given personally or
- by first class mail

not less than 10 days nor more than 50 days before the date of the meeting. If not by advertisement then to each member at his address recorded in the records of LSC, or at such other address which the member may have furnished in writing to the Secretary of LSC. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an ad-

By-Laws of Lansing Soccer Club, Inc.

journed meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of Notice before or after meeting. The attendance of a member in person or by proxy at the meeting without protesting the lack of notice of a meeting shall constitute a waiver of notice by such member. Any meeting notice to members of or relating to the election of directors shall set forth any amendments adopted by the Board of Directors, together with a concise statement of the changes made.

2.1.4.1. Notice for the Annual Meeting shall state that the meeting is being called for the election of directors and for the transaction of business as may properly come before the meeting.

2.1.4.2. Notice of Special Meeting shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat.

2.1.5. **Record of members:** At every meeting of members, there shall be available a list or record of members as of the record date, certified by the registrar(s) for its preparation, and upon request therefor, any member who has given written notice to LSC, which request shall be made at least 10 days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

3. ANNUAL REPORT

3.1. At each annual meeting of Members, the Board of Directors shall present an Annual Report. Such report shall be filed with the records of LSC and entered in the minutes of the proceedings of such Annual Meeting of Members.

4. MEMBER MEETING MANAGEMENT

4.1. **Presiding Officer:** Meetings of the members shall be presided over by the following officers, in order of seniority - the President, the Vice President, the Treasurer or, if none of the foregoing is in office or present at the meeting, by a Meeting Chair Person to be chosen by a majority of members in attendance. The Secretary of LSC shall act as Secretary of every meeting. When the Secretary is unavailable, the Meeting Chair Person may appoint a Secretary of the meeting.

4.2. **Order of Business:** The order of business at meetings of members shall be as follows:

4.2.1. Roll call

By-Laws of Lansing Soccer Club, Inc.

- 4.2.2. Reading of the minutes of the preceding meeting
- 4.2.3. Report of standing committees
- 4.2.4. Officer's reports
- 4.2.5. Old business
- 4.2.6. New business

5. REPRESENTATION BY PROXY

- 5.1. Every member may authorize another person to act for him by proxy in all matters in which a member may participate, including waiver of notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his attorney in fact, and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven months from its date.

6. INSPECTORS

- 6.1. The Directors may, but need not, appoint one or more inspectors to act at any meeting or any adjournment thereof. If inspectors are not appointed, the presiding officer of the meeting may, but need not, appoint inspectors. Each appointed inspector shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of their ability. The inspectors shall determine the number of memberships outstanding, the voting power of each, the number of memberships represented at the meeting, the existence of a quorum, and the validity and effect of proxies. The inspectors shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result and do such acts as are proper to conduct the election or vote of all members. The inspectors shall make a report in writing of all matters determined by them with respect to such meeting.

7. VOTING

- 7.1. Except as provided by law, the members entitled to cast a majority of the total number of votes entitled to be cast at the meeting, shall constitute a quorum at a meeting of members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum. Each membership shall entitle the holder thereof to one vote. In the election of directors, a plurality of the votes cast shall elect. Except to the extent provided by law, all other action shall be by a majority of the votes cast, provided that the majority of the affirmative votes cast shall be at least equal to a quorum. Whenever the vote of members is required or permitted, such action may be taken without a meeting on the written consent setting forth the action taken signed by all members entitled to vote.

By-Laws of Lansing Soccer Club, Inc.

8. RECORD DATE OF MEETING

- 8.1. The board of Directors of LSC shall fix a record date for the purpose of determining members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall not be more than 50 nor less than 10 days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of members entitled to vote at a meeting of members shall be the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day in which the meeting is held. The record date for determining members for any purpose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of directors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is fixed by the Board of Directors for such adjourned meeting

9. EVIDENCE OF MEMBERSHIP

- 9.1 The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in LSC. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of LSC or a facsimile thereof.

10. CAPITAL CONTRIBUTION

- 10.1 In the event of any capital contribution shall be made or accepted pursuant to authorization conferred by the Certificate of Incorporation of LSC, each certificate evidencing such capital contribution shall conform to the laws of the state of New York.

11. CAPITAL DISTRIBUTION

By-Laws of Lansing Soccer Club, Inc.

11.1 Any single transaction or transactions resulting from a single motion of the Board of Directors resulting in a change of LSC funds exceeding \$5,000.00 of the gross non-fixed assets of LSC must obtain approval of the majority of the voting members in a special member meeting before encumbrance of any kind on such assets are made.

Article III: Board of Directors

1. MEMBERSHIP

1.1. A Board of Directors shall manage LSC. Each director shall be at least 18 years of age, and shall be a member of LSC during their directorship. The number of directors constituting the entire board shall be no less than three. Directors may be fixed from time to time by the action of the members or of the Directors. The number of Directors may be increased or decreased by action of the members or of the Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

2. ELECTION OF BOARD MEMBERS

2.1. At each Annual Meeting of Members the membership shall elect directors to hold office until the next Annual Meeting. Each director shall hold office until the expiration of the term for which they were elected, and until a successor has been duly elected and qualified, or until their prior resignation or removal as hereinafter provided.

3. REMOVAL OR RESIGNATION

3.1. Any or all of the members of the Board of Directors may be removed with or without cause by vote of the members or LSC. The Board of Directors may remove any director thereof for cause only.

3.2. A director may resign at any time by giving written notice to the Board of Directors or to an office of LSC. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

4. FILLING OF VACANCY

4.1. Newly created directorships or vacancies in the Board of Directors may be filled by a vote of the majority of the Board of Directors then in office, although less than a quorum, unless otherwise provided in the Certificate of Incorporation of the Corporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation,

By-Laws of Lansing Soccer Club, Inc.

death, or removal shall be elected to hold office for the unexpired term of the predecessor.

5. MEETINGS OF THE BOARD OF DIRECTORS

- 5.1. **Annual Meeting** A regular Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.
- 5.2. **Notice** No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the President, or by a majority of the directors in office. Written, oral or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice.
- 5.3. **Regular Meetings** The full LSC Board of Directors is to meet from 7:15 to 9:15 PM on the second Tuesday of September, December, March and June. Where membership is present requiring discussion, such discussion will immediately follow the call to order, be for the purpose of presenting issues, have time managed by the Chairperson and may be deferred to an appropriate committee for the purposes of defining motions. Meetings will be held at the Lansing Town Hall unless another location is arranged with all board members prior to the secretary communicating the minutes of the prior meeting and agenda of proposed meeting. Notification of changes to the time or place of these meetings shall be accomplished in the same manner as notification of membership meetings.
- 5.4. **Motions** Only motions received by the secretary prior to the last Tuesday of the preceding month in writing will be considered for the next meeting's new business unless a motion is passed to allow new motions to be entertained and then only at the conclusion of all old business, conclusion of properly introduced new business, and where sufficient time remains to address the issue.
- 5.5. **Agenda** The LSC Board of Directors meeting agenda will be conducted as follows:
- Call to order
 - Membership discussion
 - Approval of prior meeting minutes
 - Old Business
 - Updates & Announcements
 - Order and acceptance of new business
 - New business
 - Other business (if motion made to accept)

By-Laws of Lansing Soccer Club, Inc.

- Notices
- Adjournment

6. QUORUM

- 6.1. Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the Board of Directors shall constitute a quorum. At any meeting held to remove one or more directors a quorum shall consist of a majority of the directors present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Directors shall be by a majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

7. PRESIDING OVER MEETINGS

- 7.1. The-President, if any, shall preside at all meetings of the Board of Directors. If there be no President or in his/her absence, the Vice-President shall preside and, if there be no Vice-President or in his/her absence, any other Director chosen by the Board, shall preside.

8. COMMITTEES

- 8.1. **Creation** Whenever the Board of Directors shall consist of more than three persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.
- 8.2. **Standing** There shall be two standing committees, one for adult soccer and one for youth soccer. The committees shall meet sufficiently to conduct club affairs. Standing committees are to provide a forum for all discussion of issues, to allow interaction with members and constituents, to form motions for full board meetings, and to design and implement related activities. Those decisions with or without prior committee discussion requiring board approval will be, but are not limited to:
- 8.2.1. Those impacting club finances for more than \$100 excepting amounts in budgets approved by the Board of Directors;

By-Laws of Lansing Soccer Club, Inc.

- 8.2.2. Those addressing the image of the club including grievance, promotion (excepting announcements of activities approved by the Board of Directors) and representation on behalf of the club including authorization of committees and their membership;
- 8.2.3. Those impacting prior approved motions or corporation by-laws or requiring action as a result of other rules or legal matters affecting club activities;
- 8.2.4. Those issues brought in writing to the board by any member of the club;
- 8.2.5. Information or decisions impacting both adult and youth membership.

Article IV: Officers

1. CREATION

- 1.1. The Board of Directors may elect or appoint a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as they may determine. Any two or more offices may be held by the same person except the office of President and Treasurer.

2. DUTIES

- 2.1. Each officer shall hold office until the Annual Meeting of the Members, and until his/her successor has been duly elected and qualifies. The Board of Directors may remove any officer with or without cause at any time.
- 2.2. The President shall be the chief executive officer of LSC, shall have the responsibility for the general management of the affairs of LSC, and shall carry out the resolutions of the Board of Directors.
- 2.3. During the absence or disability of the President of LSC, the Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.
- 2.4. The Treasurer shall have the care and custody of all the funds and securities of LSC, and shall deposit said funds in the name of LSC in such bank accounts as the Board of Directors may from time to time determine. The treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of LSC when counter-signed by the President; he/she may also sign checks, drafts, notes, and orders for the payment of money, which shall have been duly authorized by the Board of Directors and counter-signed by the President.

By-Laws of Lansing Soccer Club, Inc.

- 2.5.** The Secretary shall keep the minutes of all LSC meetings. The Secretary shall have custody of the seal of LSC, and shall affix and attest the same to documents duly authorized by the Board of Directors. The Secretary shall serve all notices for LSC that shall have been authorized by the Board of Directors.

Article V: Miscellaneous

1. RECORDS

- 1.1.** LSC shall keep at the principal office of LSC, complete and correct records and books of account and shall keep minutes of the proceedings of the members, the Board of Directors, or any committee appointed by the Board of Directors as well as a list or record containing the names and addresses of all members.

2. SEAL

- 2.1.** The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.

3. FISCAL YEAR

- 3.1.** The fiscal year of LSC shall be fixed as the calendar year. It may be altered by the Board of Directors from time to time, subject to applicable law.

4. REVISIONS TO BY-LAWS

- 4.1.** All By-Laws of LSC shall be subject to alteration or repeal, and new by-laws may be made, by a majority vote of the members entitled to vote in the election of directors, at a special meeting of the members called for such purpose.
- 4.2.** The Board of Directors shall have the power to make, alter or repeal, from time to time, By-Laws of LSC, except that the Board may not amend or repeal any by-law in which control thereof is vested exclusively in the members. If any by-law regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of directors, the by-law so made, amended or repealed, together with a concise statement of the changes made.

5. DISSOLUTION

- 5.1.** In the event that LSC dissolves, any funds remaining in its treasury, after the payment of all LSC obligations, will be transferred to another non-profit organization within the region performing a similar or closely related service to youth and adults in the sport of soccer.

By-Laws of Lansing Soccer Club, Inc.

6. TAX EXEMPT STATUS

- 6.1. LSC shall at all times maintain its tax exempt status under the Internal Revenue Code

7. USSF CONFORMITY

- 7.1. As pertains to any and all issues arising from the following, only the youth portion of the club is obligated, affiliated or affected.
- 7.1.1. The Lansing Soccer Club (LSC) will ensure that youth related members and their activities abide by and are not in conflict with the USSF articles of incorporation, bylaws, policies, and requirements.
- 7.1.2. The membership of the LSC shall be open to any soccer players, coaches, trainers, managers, and administrators not subject to suspension under Section 4 of Bylaw 241 of the USSR By-laws.
- 7.1.3. The USSF articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of the LSC to the extent applicable under state law, and the LSC will abide by those articles, bylaws, policies, and requirements.
- 7.1.4. The LSC will abide by the USSF's articles, bylaws, policies, and requirements on interplay.
- 7.1.5. The LSC will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. These procedures shall include that all grievances involving the right to participate and compete in activities sponsored by the USSF, the NYSWYSA, and the LSC may be appealed to the USSF's Appeals committee in accordance with NYSWYA bylaws and policies. The Federation's Appeals Committee shall have jurisdiction to approve, modify or reverse a decision. A decision rendered by the LSC 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 the LSC or the NYSWYSA may be upheld, revised or reversed and remanded.