



Stockton Youth Soccer Association

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(209) 472-9166
IRS # 94-2808647

A California Nonprofit Public Benefit Corporation

Article I

Name

The name of this corporation shall be STOCKTON YOUTH SOCCER ASSOCIATION, hereinafter referred to as the association

Article II

Objective and purposes

The objectives and purposes of this nonprofit corporation shall be:

- A. This corporation is organized and operated exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. Notwithstanding any other provisions of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the federal income tax under Section 501(c)(3) of the internal Revenue Code or (by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- C. The specific purpose of which this nonprofit corporation is organized is: educational purposes of establishing, conducting and maintaining an organization to develop, promote, and regulate soccer for youth soccer players in the community and provide training, instruction, and education to and for youth soccer players.

Article III

Offices of the Corporation

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation (“principal executive office”) is located at the address of the current president, Stockton, San Joaquin County, California. The directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on this constitution opposite this section, or this section may be amended to state the new location.

SECTION 2. OTHER OFFICES

The Board of Directors may, at any time, establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

BY-LAWS OF STOCKTON YOUTH SOCCER ASSOCIATION (SYSA)

Article IV Non Partisan Activities

This corporation has been formed under the California Nonprofit Public Corporation law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the campaign on behalf of any cause or measure being submitted to the people for a vote.

The corporation shall, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

Article V Dedication of Assets

The property, assets, profits and net income of this nonprofit corporation are irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption by Section 214 of the Revenue Taxation Code and no part of the net income of this organization shall ever inure to the benefit of any director, officer or member of this organization, or the benefit of any shareholder or individual. Upon dissolution or winding up of this corporation, its assets remaining after liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Section 23701(d) of the Revenue and Taxation Code and/or Section 501(c)(3) of the Internal Revenue Code.

Article VI Membership

Section 1. Members Prohibited

The corporation shall not have any members.

Section 2. Effect of Prohibition

Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest under the Nonprofit Public Benefit Corporation law in the member shall vest in the directors.

Article VII Executive Board

Section 1. Duties

The Executive Board shall have general supervision of the affairs of the corporation between its business meetings, fix the hour and place of meetings, make recommendations to the corporation and shall perform such other duties as are specified by these By-laws. The Board

BY-LAWS OF STOCKTON YOUTH SOCCER ASSOCIATION (SYSA)

shall be subject to the orders of the Corporation, and none of its acts shall conflict with action taken by the corporation.

Section 2. Composition of the Executive Board

The corporation shall have nine (9) directors on the Executive Board. The Executive Board shall consist of the following elected positions:

1. President
2. Vice-President
3. Registrar
4. Secretary
5. Treasurer
6. U-4 to U-8 Recreational Coordinator
7. U-9 to U-19 Recreational Coordinator
8. Upper House Coordinator
9. Competitive Coordinator

Section 3. Qualifications

The executive board members shall be a resident within the league boundaries, as defined by District VIII of California Youth Soccer Association (CYSA), at time of election. Members shall terminate their office within 60 days if their residences shall change to outside of league boundaries.

Section 4. Term of Office

Each director on the executive board shall serve for a period of two (2) years or until their successors are elected. The Executive Board shall be elected to staggered terms of office. The President, U-4 to U-8 Recreational Coordinator, Upper House Coordinator and Secretary shall be elected during even numbered years. The Vice-President, Registrar, U-9 to U-19 Recreational Coordinator, Treasurer and Competitive Coordinator shall be elected during odd numbered years. No member shall hold more than one executive office at a time.

The election of any officer can be rescinded under this language and a successor can be elected for the remainder of the term. See Robert's Rules Revised 1990-disciplinary proceedings, remedies against misconduct. The vote is the same as for any other motion to rescind, (i.e. main motion that must be seconded, debatable, requires majority vote with previous notice or 2/3 vote of those present or majority of entire membership).

Section 5. Nomination

Any person qualified to be a director under Section 2 of these by-laws may be nominated by the method of nomination described in Article XI, Section 1.B of these by-laws. Nominations may also be submitted verbally or in writing to the Board of Directors by any individual within the deadline as specified in Article XI, Section 1.B.

Nominations shall be closed that the adjournment of the last regularly scheduled meeting of the Board of Directors occurring before the Annual General Meeting (AGM).

BY-LAWS OF STOCKTON YOUTH SOCCER ASSOCIATION (SYSA)

Section 6. Election of the Executive Board of Directors

The Executive Board shall be elected at the AGM. The candidates receiving the highest number of votes are elected. The directors on the executive board shall be eligible for re-election without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 2 of the Constitution By-laws.

Each current Member of the Board of Directors and each registered team in good standing shall have one (1) vote, said being held the registered head coach of each team. In the case that said coach is unable to vote, the vote may be cast by his designate to be chosen from any assistant coach, team manager, or team parent associated with his/her team in accordance with procedure described in current Standing Rules and Regulations, hereafter known as Policy and Procedure. A member of the Board of Directors may cast one vote as a director and one vote for any team(s) which he/she may be qualified to represent. Individuals who are qualified representatives of more than one team shall be able to cast a vote for each team they represent. No proxy vote will be allowed.

Elections shall be by secret ballot if there are multiple candidates for the position.

The AGM shall be held in the month of November, or as otherwise specified by the Board of Directors but not more than 60 days after the last regularly scheduled meeting of the Board of Directors. Not less than twenty (20) days nor more than ninety (90) days before the AGM, written notice of the date, time, place, and purpose of the meeting shall be given to each registered team and each member of the Board of Directors.

The newly elected Executive Board shall take office immediately after the adjournment of the AGM.

Section 7. Vacancies in the Executive Board

Vacancies on the Executive Board shall exist on the death, resignation, or removal of any director, whenever the number of executive board directors authorized is increased and on the failure of the members in any election to elect the full number of directors authorized on the executive board.

Whenever a vacancy occurs on the Executive Board, the Board of Directors may by appointment fill the vacancy for the unexpired term. If a full Board of Directors is not yet sitting, as in the period between the AGM and the appointment of the rest of the Board, the appointment may be made by the Executive Board.

Article VIII

Duties of Elected Officers

BY-LAWS OF STOCKTON YOUTH SOCCER ASSOCIATION (SYSA)

The elected officers of this non-profit corporation shall be President, Vice-President, Registrar, Secretary, Treasurer, U-4 to U-8 Recreational Coordinator, U-9 to U-19 Recreational Coordinator, Upper House Coordinator, and Competitive Coordinator. The elected officer's duties and responsibilities are as follows:

Section 1. President

The President shall preside at all meetings of the association. He/she shall, with the ratification of the Board of Directors, appoint the chairman of all committees. The President will be the association representative for all matters relating to the association, within the association or at the District, State or National level unless specified otherwise in these by-laws. The President shall prepare an annual report to be presented to the membership at the AGM. This report shall include a summary financial report. The President shall be responsible for preparing an annual budget with the assistance of the Treasurer to be presented no later than the March meeting of the Board of Directors.

The President shall have oversight responsibility that all directors are discharging their duties. The President shall be an ex-officio member of all committees of the association, standing or appointed, except for the nominating committee.

Section 2. Vice-President

The Vice-President shall assume all powers and responsibilities of the President in his/her absence. The Vice President may serve as the Chair of SYSA Committees (as appointed), and be responsible for supervising with any contractors (i.e., Registration Clerk/Administrative Assistant) and coordinating with any vendors selected by SYSA to provide services to the association.

Section 3. Registrar

The Registrar shall perform duties as the official SYSA Registrar and have the responsibility and authority to register all SYSA players, coaches, and teams and to prepare and authorize team rosters, player passes, roster changes and other documentation related to the formation or modification of all SYSA teams, in addition to any duties specified in the Policies and Procedures of this association. The Registrar shall supervise any registration clerk(s) which may be appointed and/or retained by the Board of Directors. The Registrar shall be responsible for, and have the power to enforce the compliance of all registration rules and regulations as adopted by the STOCKTON YOUTH SOCCER ASSOCIATION AND CALIFORNIA YOUTH SOCCER ASSOCIATION. The Registrar shall handle all insurance claims within a twenty-four (24) hour period of receiving said claim and keep a log of all claims. A copy of all claims shall be forwarded to the appropriate age group coordinator.

Section 4. Secretary

The secretary shall be responsible for keeping accurate records of all meetings including all regular and special meetings of the Executive Board, including any votes taken outside of a

BY-LAWS OF STOCKTON YOUTH SOCCER ASSOCIATION (SYSA)

meeting, (i.e. phone); the Board of Directors and the AGM and all correspondence, including giving notice of all meetings to all appropriate parties. The Secretary shall be responsible for maintaining the record of the official Policy and Procedures Manual, recording all amendments to said Policies and/or By-laws, sitting on the Policies and Procedure Committee, in addition to any duties specified in the Policies and Procedures of this association.

Section 5. Treasurer

The Treasurer shall make an accurate accounting of all the monies received by the league and deposit the same in the bank. He shall prepare a financial report monthly for each meeting of the Board of Directors. The treasurer shall be responsible for preparing an annual budget with the President and presenting the same no later than the March meeting of the Board of Directors. The treasurer shall be responsible for coordinating and administering any fundraising activities of the association, and for administering all of the association's financial management procedures, including investments, receipts and expenditures, in addition to any duties specified in the policies and Procedures of this association. All association checks shall require the signature of two members of the Executive Board.

Section 6. U-4 to U-8 Recreational Coordinator

The Recreational Coordinator shall be responsible for administering and coordinating all aspects of Class IV (Recreational) play for U-4 to U-8 players according to the Policies and Procedures of this association, except for those duties associated with Class IV play as specified elsewhere in these By-laws as belonging to another officer. The U-4 to U-8 Recreational Coordinator shall submit field needs to the Registration Clerk/Administrative Assistant with sufficient advanced notice to obtain fields for this playing level. The U-4 to U-8 Recreational Coordinator shall submit to the President for his appointment, the names of the Age Group Coordinators for ratification by the Board of Directors. He/she shall act as Chairman of the Recreation Committee.

Section 7. U-9 to U-19 Recreational Coordinator

The Recreational Coordinator shall be responsible for administering and coordinating all aspects of Class IV (Recreational) play for U-9 to U-19 players according to the Policies and Procedures of this association, except for those duties associated with Class IV play as specified elsewhere in these By-laws as belonging to another officer. The U-9 to U-19 Recreational Coordinator shall submit field needs to the Registration Clerk/Administrative Assistant with sufficient advanced notice to obtain fields for this playing level. The U-9 to U-19 Recreational Coordinator shall submit to the President for his appointment, the names of the Age Group Coordinators for ratification by the Board of Directors. He/she shall act as Chairman of the Recreation Committee.

Section 8. Upper House Coordinator

The Upper House Coordinator shall be responsible for coordinating and administering all aspects of Class III play according to the Policies and Procedures of this association, except for those duties associated with Class III play that may be specified elsewhere in these By-laws as

BY-LAWS OF STOCKTON YOUTH SOCCER ASSOCIATION (SYSA)

belonging to another officer. The Upper House Coordinator shall submit field needs to the Registration Clerk/Administrative Assistant with sufficient advanced notice to obtain fields for this playing level. The Upper House Coordinator shall be the designated representative to District VIII meetings regarding Class III play and shall act as Chairman for the Upper House Committee.

Section 9. Competitive Coordinator

The Competitive Coordinator shall be responsible for administering and coordinating all aspects of Class I play, according to the Policies and Procedures of this association; except for those duties associated with Class I play specified elsewhere in these By-laws as belonging to another officer. The Competitive Coordinator shall submit field needs to the Registration Clerk/Administrative Assistant with sufficient advanced notice to obtain fields for this playing level. The Competitive Coordinator shall be the designated representative to District VIII meetings regarding Class I play and shall act as Chairman of the Competitive Committee.

Section 10. Annual Reports

All Executive Officers, except the Secretary, shall prepare a written annual report to be presented at the last regularly scheduled meeting of the Board of Directors for the calendar year, except the President who shall present his/her report to the general membership at the AGM. Copies of these reports shall be available at the AGM for anyone to review.

Article IX

Appointed Officers of the Board of Directors

Section 1. Appointed Directors

The appointed officers of this nonprofit corporation shall be the Fields/Equipment Director, Director of Coaches, Publicity Director, Tournament Director, Referees Liaison, and Player Development Director.

Section 2. Method of Appointment

The President, subject to the ratification by a majority of the Executive Board of Directors, shall appoint these additional Appointed Officers as full voting members of the Board of Directors to serve a one-year term. Any appointed officer may be reappointed annually without limitation. Vacant positions may be filled and ratified at the first meeting of the newly elected Executive Board following the AGM or any subsequent meeting of the Executive Board of Directors. These appointed Directors, in combination with the previously identified elected officers, constitute the full Board of Directors.

Terms of all Appointed Officers of the Board of Directors expire at the adjournment of the AGM.

Section 3. Responsibilities of Directors

BY-LAWS OF STOCKTON YOUTH SOCCER ASSOCIATION (SYSA)

All Directors may delegate responsibilities to other individuals or committees as may be appropriate. However, final responsibilities for the duties of the position, as described in Policy and Procedure, shall rest with the Director.

Section 4. Fields/Equipment Directors

The Fields/Equipment Director shall maintain a list of all equipment that are owned, leased, and/or operated by SYSA in coordination with the Recreational, Upper House and Competitive Coordinators. The Fields/Equipment Coordinator shall be responsible for the storage, reservation and distribution, and maintenance of all SYSA equipment in addition to any duties specified in the Policies of this association. He/she shall maintain an inventory of such equipment.

Section 5. Director of Coaches

The Director of Coaches shall promote development of coaching skills at all levels. This shall include, but not be limited to providing access to clinics, licensed or otherwise and providing resources, written or otherwise, in addition to any duties specified in the Policies and Procedures of this association. This Director shall maintain records of coaching licenses granted to SYSA coaches and of any complaints against and/or sanctions placed on any SYSA coach by any soccer authority. The Director of Coaches shall sit on all coach selection committees pertaining to formation of select teams that may be formed by their respective divisions. He/she shall assist those Coordinators in recruitment of qualified coaches.

Section 6. Publicity Director

The Publicity Director publishes the newsletter, and all general league mailings, press releases, advertising and any other duties specified in the Policies and Procedures for this association.

Section 7. Tournament Director

The tournament director shall be responsible for the coordination of all aspects of CYSA sanctioned tournaments sponsored by SYSA. The Director shall be responsible for completing and submitting all tournament application forms to the applicable approval authority and for securing all necessary referees, facilities, equipment and materials necessary to keep SYSA in good standing with CYSA. He/she may be responsible for additional duties specified in the Policies and Procedures of this Association. He/she shall serve as an advisor, as requested, for in-house SYSA tournaments.

Section 8. Referee Liaison

The Referee Liaison shall act as a liaison between the referee association and SYSA and its age group coordinators. He/she shall obtain schedules of referee game assignments and promote referee training within SYSA in addition to any duties specified in Policy and Procedures of this association.

BY-LAWS OF STOCKTON YOUTH SOCCER ASSOCIATION (SYSA)

Section 9. Player Development Director

The Player Development Director shall be responsible, in coordination with the Director of Coaches, for developing and administering programs which will promote skill development of players with special emphasis on age groups U10 and below. This Director shall provide and/or coordinate the provision of both written materials and clinics focusing on the development of soccer skills. He/she may also be responsible for other duties as may be specified in the Policies and Procedures of this association.

Article X

Board of Directors

Section 1. Composition

The composition of the Board of Directors of this Association shall include all of the elected officers (Executive Board) and the Appointed Officers, as identified in Articles VIII and IX of these By-laws.

Section 2. Compensation

All directors shall serve without compensation.

Section 3. Voting

Each elected director and each appointed director shall have one vote.

Section 4. Business and Transactions of the Board of Directors

The Board of Directors shall have authority over the affairs of the association between its meetings, shall make recommendations to the association, shall perform any duties specified elsewhere in the By-laws and shall act as directed by the association. No action of the Board of Directors shall conflict with action taken by the association.

Section 5. Meetings

Association meetings will consist of the Board of Directors and representatives and be open to the public.

- A. Rules of Meetings. All meetings of the league shall be governed by parliamentary procedure as set forth in Robert's Rules of Order.
 - B. Call of meetings. Meetings of the board may be called by the President, Vice-President, Secretary or any two Directors.
 - C. Date and time of meetings. Regular meetings of the Board of Directors shall be held at least 10 times per calendar year.
 - D. The Secretary shall notify all members of the Board of Directors and other interested parties of the time and place of the meeting. This notice shall be made not less than four
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BY-LAWS OF STOCKTON YOUTH SOCCER ASSOCIATION (SYSA)

days prior to the meeting, except in the case of the AGM as specified in Article VII, Section 6.

Section 6. Quorum

A quorum shall be constituted whenever there is a minimum of four (4) executive officers and a sufficient number of additional appointed officers to constitute a majority (50% plus one) of the full Board of Directors. No official business shall be conducted without a quorum being present.

Section 7. Special Meetings

Special association meetings may be called by a majority of the Board of Directors or the President or by written request of at least one-third (1/3) of the authorized voting delegates. Notice of special meetings shall be made by the Secretary at least four (4) days prior to the meetings. This notice shall include the time and place of the meeting and the subject for the meeting.

Section 8. Action without Meeting

When urgent matters arise which require immediate action, the President shall have authority to contact each member of the Executive Board regarding said issue. After canvassing all of the Executive Directors that could be reached within a reasonable time preceding the necessary action, the President shall record each member's vote or determination. A minimum of 2/3 of the total number of the Executive Board of Directors must concur in order for any such action or decision (taken outside a meeting) on the considered issue to take effect. Such written consent or consents shall be reported to the Board of Directors and filed with the minutes of the proceedings of the Board of Directors no later than the next regularly scheduled meeting of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such directors. Any such actions of business taken outside of a regular meeting of the Board of Directors that are not duly recorded as described in this section shall be null and void.

Section 9. Resignation of Director

Any director may resign effective on giving written notice to the chairman of the Board of Directors, the President, the Secretary, or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be appointed according to the rules of these By-laws to take office when the resignation becomes effective.

Section 10. Vacancies in the Board of Directors

Vacancies of the Board of Directors shall exist on the death, resignation, or removal of any director, whenever the number of directors authorized is increased, and on the failure of the members in any election to elect the full number of Executive Directors authorized to be elected.

BY-LAWS OF STOCKTON YOUTH SOCCER ASSOCIATION (SYSA)

Section 11. Restriction on Interested Directors

Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is any person being compensated by the corporation for services rendered to it within the previous twelve months, whether as a full-time or part time employee, independent contractor, or otherwise and any immediate family member.

Article XI Committee of the Directors

The President, subject to ratification by a majority vote of the Board of Directors, may establish Committees of Directors, including Standing Committees, and appoint the chairperson, other Directors, and other interested parties to serve on such committees in order to administer or perform specific tasks on behalf of the Board of Directors. The Board of Directors may delegate specific duties to such committees, except that all committee determinations shall be appeal able to the full Board of Directors. Each committee shall serve at the pleasure of the Board of Directors for one year or on an ad hoc basis, as deemed necessary by the Board of Directors, except for the standing committees established in these By-laws which sit permanently, though the individual membership will change.

Section 1. Standing Committees

The following shall be permanent standing committees. Members in addition to those provided for in these By-laws are to be appointed yearly by the President subject to ratification by the Board of Directors.

A. Protest, Appeals and Disciplinary (PAD) Committee

The PAD committee shall be composed of a minimum of three (3). The committee shall include: at least one member who is a FIFA licensed referee, the Director of Coaches, the SYSA Coordinator for the playing program (Competitive, Upper House, or Recreational) from which the complaint has arisen. The Coordinator will serve as the chairman of the committee. If any of the committee members have a conflict of interest, the President shall appoint one of the other Coordinators to serve on the committee.

The committee shall hear, and make recommendation(s) to the Board of Directors regarding, all issues of protest, appeals, and disciplinary matters arising out of any matches or team activities under the jurisdiction of this association. The committee may also consider any other association issues as directed by the Board of Directors. The committee shall keep a written record of all proceedings and recommendations which shall be included in the minutes of the Board of Directors when the committee makes any report of findings or recommendations to the Board of Directors. The committee shall follow the PAD Standard Operating Procedures. Appeals to decisions will not be considered by the SYSA Board of Directors, but must be made to District VIII.

B. Nominating Committee

BY-LAWS OF STOCKTON YOUTH SOCCER ASSOCIATION (SYSA)

The Nominating Committee shall be responsible for the recruitment of qualified candidates which may be nominated to fill the expiring terms of the Executive Board. This committee shall be composed of three (3) members of the association, one of whom shall be a Director of the Association. The President shall not be an ex-officio member of this committee. The Nominating Committee shall submit by the last regularly scheduled meeting of the Board of Directors before the AGM, the slate of candidates available for election to those positions of the Executive Board whose terms are expiring.

C. Policy and Procedure Committee

The Policy and Procedure Committee shall be composed of three (3) members of the association, one of whom shall be the Secretary (but who does not necessarily have to be the chairman). This committee shall review all procedures and policies annually, insure that all changes made by the Board of Directors to the Policy and Procedures of this Association, are properly identified, recorded, and disseminated as applicable. This committee may make recommendations to the Board of Directors for consideration of any changes in said Rules as may be requested by either the Board of Directors, this or any other committee, or any interested individuals.

D. Recreational (Class IV) Program Committee/Age Group Coordinators Committee

The Age Group Coordinators (AGC) Committee shall consist of all the appointed age group coordinators and the Recreational Coordinator who shall act as chairperson. They shall meet as necessary. The committee is charged with providing a plan of action, as well as status reports and recommendation for consideration for ratification to the Board of Directors as applicable. In addition, this committee shall obtain direction or authorization from the Board of Directors to facilitate the annual plan of action and other operations of the Recreation Program. The age group classifications for Class IV teams represented shall include those sanctioned by CYSA and any other age groups deemed appropriate by the Board of Directors.

Each member of this committee shall have one vote during any official committee meeting or during any telephone polling, in cases where an immediate action is deemed necessary by the Recreation Coordinator. Any formal action or recommendations of this committee shall require an affirmative vote of a majority, over one-half (1/2), of the members present during any official committee meeting or over two-thirds (2/3) of the total number of Age Group Coordinator's, if polled by telephone.

E. Upper House (Class III) Program Committee

The Upper House Committee shall consist of the head coach of each SYSA registered Class III team or their designated alternate and the Upper House Director who shall act as chairperson. This committee is charged with developing, promoting, operating and regulating the Upper House soccer program for SYSA. All major policy and procedural issues relating to or affecting the SYSA Class III program shall be considered by this committee. Any recommendations or appeals of any related determinations of this committee shall be submitted by the Upper House Director to the Board of Directors for consideration for their ratification or final determination. This committee shall meet as

BY-LAWS OF STOCKTON YOUTH SOCCER ASSOCIATION (SYSA)

necessary and provide the Board of Directors with a plan of action as well as status reports and recommendations for consideration for ratification.

Each member of this committee shall have one vote during any official committee meeting or during any telephone polling, incases where an immediate action is deemed necessary by the Upper House Coordinator. Any formal action or recommendations of this committee shall require an affirmative vote of a majority, over one-half (1/2) of the members present during any official committee meeting or over two-thirds (2/3) of the members if polled by telephone.

F. Competitive Committee (Class I)

The Competitive Committee shall consist of the head coach of each SYSA registered Class I team or their designated alternate and the Competitive Director who shall act as chairperson. This committee is charged with developing, promoting, operating and regulating the Competitive soccer program for SYSA. All major policy and procedural issues relating to or affecting the SYSA Class I program shall be considered by this committee. Any recommendations or appeals of any related determinations of this committee shall be submitted by the Competitive Director to the Board of Directors for consideration for their ratification or final determination. This committee shall meet as necessary and provide the Board of Directors with a plan of action as well as status reports and recommendations for consideration for ratification.

Each member of this committee shall have one vote during any official committee meeting or during any telephone polling, incases where an immediate action is deemed necessary by the Competitive Coordinator. Any formal action or recommendations of this committee shall require an affirmative vote of a majority, over one-half (1/2) of the members present during any official committee meeting or over two-thirds (2/3) of the members if polled by telephone.

Article XII **Contractors**

Section 1. Registration Clerk/Administrative Assistant

- A. At the discretion of the Board of Directors, a contract may be established to retain a Registration Clerk/Administrative Assistant. If the Board of Directors deems such a position as necessary for league function, the SYSA President must assign a Board member to chair a committee composed of two additional parties from within the association to serve as a panel to post the opening for the contractor and to perform interviews. No participating committee member may be related to any person interviewing for the contractor position. The committee must then report back to the Board regarding their recommendation regarding which contractor to select to fill the position.
 - B. Following the selection of a contractor, a contract that defines the responsibilities and compensation for the Registration Clerk/Administrative Assistant position will be established. This position may include, but is not limited to, managing registration data entry and onsite registrations, staffing and managing the SYSA office, booking
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BY-LAWS OF STOCKTON YOUTH SOCCER ASSOCIATION (SYSA)

fields based on requests from SYSA program coordinators, managing the AGM, and managing the SYSA fundraiser. The contract must be approved by the Board of Directors, and signed by both the selected contractor and the SYSA President. It is imperative that all SYSA Board members understand the responsibilities of the Registration Clerk/Administrative Assistant and not violate the terms of the contract.

- C. Changes or additions to the Registration Clerk/Administrative Assistant responsibilities must be negotiated between the contractor and the SYSA President, or the SYSA Vice President in the case of any conflicts of interest, and approved by the Board of Directors.
- D. The SYSA Vice President will manage the Registration Clerk/Administrative Assistant and track performance. An annual review of the performance must be completed by the Vice President and communicated to both the Board of Directors and the Registration Clerk/Administrative Assistant. As one of the roles of the position may be to process registration data, the SYSA Registrar may also have a significant role working with the Registration Clerk/Administrative Assistant.

Article XIII Arrangement of Teams

Teams shall be formed according to the method established, in conjunction with their respective committees, as appropriate for each class of play. This method shall be described in writing in the Policy and Procedures of this association. Changes in that method shall follow the procedure for changing any Policy or Procedure as governed by these By-laws. The formation and registration of teams must comply with all applicable regulations and procedures specified by CYSA and by the respective play leagues within CYSA-North, District VIII.

Article XIV Appeals

Any action taken by any Director(s) or Committee of the Board of Directors will be appealed to the Board of Directors.

Section 1. Process

- A. A fee of \$25.00 will be paid via money order or cashiers check made payable to SYSA. The protest fee will be returned if the appeal is upheld. It shall not be returned if appeal is denied or unless the board is overruled by a higher authority.
 - B. The appeal must be made in writing, directed to the President, postmarked no later than three (3) calendar days from the date of the decision giving rise to the protest.
 - C. The Board will hold a meeting no later than four (4) calendar days after receipt by the President of said protest.
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BY-LAWS OF STOCKTON YOUTH SOCCER ASSOCIATION (SYSA)

- D. The Board or its appointed fact finding committee will have the right to seek out all facts necessary for the Board of Directors to render its decision within seven (7) calendar days of the initial meeting.
- E. Any adverse decision by the Board of Directors is appealable to the next level, according to the District Appeal Procedure.
- F. Any appeals not in compliance with the above procedure on the part of the appellant will cause said appeal to be void and non-appealable. Any appeals not in compliance with the above procedure on the part of the Board of Directors shall cause the appellant's fee to be refunded regardless of the decision rendered.
- G. Any subject not set forth as a By-laws, rule or regulation will revert to the opinion decision of the Board of Directors of SYSA. The interpretation enunciated by the Board of Directors will be enforceable once decided and will be placed in a written form into the association By-laws, or if a matter of Policy and Procedure of this association, at the next regular meeting of the Board of Directors.

Section 2. Game Protest

- A. In a game situation, notification of intent to protest shall be given verbally to the referee immediately after completion of the game and the referee shall so note on the game card.
- B. The referee judgment with regard to the physical condition of the fields and its acceptance for play and the actual happenings and occurrence related to the conduct of the game and those prerogatives granted him/her by the "Laws of the Game" published by the Federation International Football Association (FIFA) shall not be protested.

Section 3. Proper Subject of Appeals and Protests

Only violations of the Articles of Incorporation and the By-laws of the association, its rules and regulations and misapplication of the FIFA laws of the game shall be proper subjects to consider at protest.

Article XV **Amendments**

Section 1. Amendments to By-laws

- A. Amendments to the By-laws must be presented to the Board of Directors in writing no later than forty five (45) days prior to the AGM. The proposed amendments shall be published and summaries of proposed revisions or amendments shall be forwarded in writing along with information on how to obtain the actual proposed revisions or amendments to all coaches at the address on the official team roster no less than fourteen (14) days prior to any scheduled meeting of the entire membership (typically, though not exclusively the AGM).
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BY-LAWS OF STOCKTON YOUTH SOCCER ASSOCIATION (SYSA)

- B. Adoption of the amendments or revisions of the By-laws shall be by voice vote of the majority of the members present at the meeting of the general membership. Voting may be done item by item, on the entire body of revisions as a whole, or the entire body, with separate consideration for specified items; the method to be determined by a majority voice vote of the membership.
- C. Any adopted amendments or revisions shall take effect at the adjournment of the meeting of their adoption.

Section 2. Amendments to Policy and Procedure

Amendments to the rules of policy and procedure must be presented to the Board of Directors in writing. Changes in Policy and Procedure shall be treated as any other regular agenda item of the Board of Directors.

Article XVI

Removal of Directors

Section 1. Removal of Elected Directors

Upon presentation to the Board of Directors of a petition for recall, which states the cause for such recall, containing the signature of a least fifty percent (50%) of the voting representatives of association teams, a general meeting shall be called by the President or Vice-President within thirty (30) days. Notice of said meeting shall be mailed to all eligible voting members no less than fourteen (14) days prior to said meeting. The motion to rescind the election of an officer shall require a two-thirds (2/3) vote of those members present at the general meeting of the membership.

All rules applying to voting privileges at a general meeting of the association described elsewhere in these By-laws shall apply.

Section 2. Removal of Appointed Officers

Rescinding the appointment of appointed officers requires a two-thirds (2/3) vote of the Board of Directors. Any appointed officer may be removed for just cause. Such cause shall be documented in minutes of the proceedings.

Section 3. Removal by Reason of Absence

Any officer, elected or appointed, who misses three (3) consecutive, regularly scheduled meetings, may be assumed by the Board of Directors to have resigned his/her position and may be replaced, on the occasion of their third absence, by the methods described in these By-laws pertaining to that particular position.

Article XVII

Disciplinary Measures

In regard to disciplinary matters, SYSA will comply with CYSA rules and suggested penalties at the minimum.

BY-LAWS OF STOCKTON YOUTH SOCCER ASSOCIATION (SYSA)

Article XVIII
Records and Reports

Section 1. Maintenance of Corporate Records

The corporation shall keep:

- A. Adequate and correct financial books and records of accounts.
- B. Minutes in written form of the proceedings of its members and board including committee reports submitted to the board for consideration for action, whether or not such action is taken.

Section 2. Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporation. This inspection by the director may be made in person or by an agent or attorney, and the rights of inspection include the right to copy and make extracts of documents.

Article XIX
Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these By-laws.

Article XX
Financial Responsibility

This association shall not assume, nor be liable for the debts nor the financial responsibilities, either implied or incurred, of any of its member teams, member coaches, managers, officers, or directors.

Article XXI
Fiscal Year

The fiscal year of the corporation shall begin on the first day of March and end on the last day of February of the following year.
