

Gaylord Soccer League, Inc.

By-Laws

ARTICLE I

NAME AND PURPOSE

Section 1. NAME

The name of the organization shall be the **GAYLORD SOCCER LEAGUE, INC.** hereinafter called **GSL**.

Section 2. PURPOSE

It shall be the purpose of the **GSL**:

- a.) To provide a comprehensive youth soccer program for all youth within our defined geographic boundaries.
- b.) To encourage and provide for parental and community support in the instructional and competitive aspects of a youth soccer program.
- c.) Through such a program, to support the growth and development of our youth and the development of the sport of soccer.
- d.) **GSL** shall not discriminate nor condone discrimination on the basis of race, color, and creed, national or ethnic origin.
- e.) **GSL** shall be an affiliated league of and comply with the authority of the Michigan State Youth Soccer Association (MSYSA) and the United States Youth Soccer Association (USYSA) and the United State Soccer Federation (USSF).

ARTICLE II

POWERS AND RESTRICTIONS

Section 1. POWERS

To carry out the above purposes, **GSL** shall have the power:

- a.) To solicit and receive grants, contributions, and other property.
- b.) To enter into contracts.
- c.) To engage needed personnel and services.
- d.) To transfer, hold, or invest in such real or personal property as may be required to carry out the above-mentioned purposes of this Corporation.
- e.) To do all acts necessary to carry out the above purposes.

Section 2. RESTRICTIONS ON POWERS

- a.) No part of the money or other property received by the Corporation from any source, including its operations, shall inure to the benefit of or be distributed to members of its board, officers, or other private persons, except that the corporation may pay reasonable compensation for services rendered and make payments and/or distributions in furtherance of the purposes set forth in these By-Laws.
- b.) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as may be allowed under Section 401 of the Internal Revenue Code of 1954, as amended: and the Corporation shall not participate in any political campaign on behalf of or in opposition to any candidate for public office, unless current regulations are modified to permit these activities.
- c.) Notwithstanding any other provisions of these By-Laws, this Corporation shall not carry on any activities not permitted to be carried out by a Corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or by a Corporation which may receive contributions which are deductions as to their donors under Section 170 (c) (2) of the Internal Revenue Code of 1954, as amended.

ARTICLE III
MEETINGS OF THE CORPORATION

Section 1. ANNUAL MEETINGS (AGM)

An annual meeting of the Corporation shall be held on (an annual basis) **the First Monday of the month of November of each year** for the purpose of determining the number of directors, electing the board of directors and for the transaction of such other business as may come before the meeting.

Section 2. NOTICE OF MEETING

Notice of the time, place and object of the annual meeting may be given personally, e-mail or by first class mail addressed to each member entitled to vote at the meeting. In each instance, the notice shall be given not less than ten (10), nor more than thirty (30) days before the date of the meeting.

ARTICLE IV
DIRECTORS

Section 1. GENERAL POWERS

The policies for managing the affairs of the Corporation shall be established by the board of directors, which shall have full legal responsibility for determining, implementing and monitoring policies governing the operation of the Corporation.

The Board will consist of the following, President, Vice President, Secretary, Treasurer, and at least **five (5) elected directors, which include, Registrar, Director of Coaching, Director of Referees and two Members at large (1) and (2).**

Section 2. ELECTION OF DIRECTORS

The list of nominees shall be submitted to the Secretary prior to the annual meeting.

Section 3. NUMBER, TENURE AND QUALIFICATIONS

The board of directors of the Corporation shall consist of at least **9 members**, each of whom shall be elected for a term of two (2) years. At each annual meeting, half of the directors shall be elected for two (2) years terms.

Director's positions shall be elected as follows: President, Secretary, Registrar, Director of Coaching, Member at Large 1, at the conclusion of the fall season for odd numbered years. (Example will serve 2008 and 2009 season election in fall 2009).

Vice President, Treasurer, Director of Referees, Member at Large 2 at the conclusion of fall season for even numbered years. (Example will serve 2007 and 2008 season election in fall 2008).

Section 4. REGULAR MEETINGS

Regular meetings of the board of directors shall be held not less often then bi-monthly at such a location as may be determined by the board of directors.

Section 5. SPECIAL MEETINGS

Special meetings of the board of directors may be called by or at the request of any officer: the president, vice president, secretary or treasurer. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

Section 6. NOTICE

Notice of any special meeting of the board of directors shall be given at least five (5) days previous thereto personally, e-mail or by 1st class mail to each director at his or her address as shown by the records of the Corporation. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction or any business because the meeting is

not lawfully called or convened. The business to be transacted at and the purpose of any special meeting of the board shall be specified in the notice or waiver of such meeting.

Section 7. QUORUM

One-third (1/3) of the board of the directors shall constitute a quorum for the transaction of business at any meeting of the board, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section 8. MANNER OF ACTING

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, these By-Laws, or the articles of incorporation.

Section 9. VACANCIES

Any officer/director elected at the AGM or appointed by the board of directors in the event of a vacancy may be removed by the majority vote of the board of directors whenever in its judgment; the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Unexcused absence of any director from three (3) consecutive board meetings shall constitute grounds for removal of the director. He or she may request reinstatement at the next regularly scheduled board meeting, and be reinstated by an affirmative vote of two thirds (2/3) of the directors present.

Any vacancy occurring in the board of directors by any reason or by an increase in the number of directors shall be filled by the board of directors from the nominees requested. A director elected to fill a vacancy shall be elected for the remainder of his predecessor's term in office.

Section 10. RESIGNATION

Any director of the Corporation may resign at any time by giving written notice, verbal or e-mail to the president or to the board of directors. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make effective.

Section 11. REMOVAL

Any officer/director elected at the AGM or appointed by the board of directors in the event of a vacancy may be removed by the majority vote of the board of directors whenever in its judgment; the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Unexcused absence of any director from three (3) consecutive board meetings shall constitute grounds for removal of the director. He or she may request reinstatement at the next regularly scheduled board meeting, and be reinstated by an affirmative vote of two thirds (2/3) of the directors present.

Section 12. INFORMAL ACTION OF DIRECTORS

Any action required to be taken at a meeting of the directors of the Corporation, or any other action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a majority of the directors entitled to vote with respect to the subject matter thereof.

Section 13. LIMITATION OF LIABILITY OF VOLUNTEER DIRECTORS, VOLUNTEER OFFICERS AND OTHER VOUNTEERS, AND ASSUMPTION OF CERTAIN LIABILITIES BY THE CORPORATION

- a.) A volunteer director or volunteer officer, as those terms are presently defined or used in the Michigan Nonprofit Corporation Act (the Act), shall have no personal liability to the Corporation or its directors or members, if any, for monetary damages for a breach of the director's or officer's fiduciary duty: provided, however, that this provision does not eliminate or limit the liability of a director or officer for any of the following:

- 1.) A breach of the directors' or officers' duty of loyalty to the Corporation or its directors or members, if any;
- 2.) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- 3.) A violation of section 551 (1) of the Act;
- 4.) A transaction from which the director or officer derived an improper personal benefit;
- 5.) An act or omission occurring before the effective date of this amendment;
- 6.) An act or omission that is grossly negligent.
 - a) The Act defines a volunteer director, as a director who does not receive anything of the more than nominal value from the Corporation for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by a director in his or her capacity as a director, if and to the extent approved by the board of directors.
 - b) In addition to and without in any way limiting paragraph "A" above, the Corporation hereby assumes all liability to any person other than the Corporation or its directors or members, if any, for all acts or omissions of a volunteer director or volunteer officer, as those terms are presently defined or used in the Act, incurred in good faith in the performance of the directors' or officers' duties; provided, however, that the Corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the Corporation as an organization described in the Internal Revenue Code of 1954 or the corresponding provisions of a future United States Internal Revenue Law.
 - c) In addition to and without in any way limiting paragraphs "A" and "B" above, the Corporation hereby assumes the liability for all acts or omissions of any volunteer director, volunteer officer, or any other volunteer, as those terms are presently defined or used in the Act, occurring on or after the effective date of this amendment if all of the following are met:
 1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
 2. The volunteer was acting in good faith;
 3. The volunteers' conduct did not amount to gross negligence or willful or wanton misconduct;
 4. The volunteers' conduct was not an intentional tort; and
 5. The volunteers' conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.
 - d) A non director volunteer is presently defined in the Act to mean an individual, other than a volunteer director, performing services for a nonprofit Corporation who does not receive compensation or any other type of consideration for the services other than reimbursement for expenses actually incurred.
 - e) If the Act is amended after the effective date of this amendment to authorize the further elimination or limitation of the liability of volunteer directors, volunteer officers, or any other volunteers of nonprofit Corporations, then the liability of volunteer directors, volunteer officers and any other volunteers, in addition to the limitation, elimination and assumption of personal liability contained in this Section 13, shall be assumed by the Corporation or eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the Corporation as an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of a future United States Internal Revenue Law. No amendment or repeal

of the Section 13 shall apply to or have any effect on the liability or alleged liability of any volunteer directors, volunteer officers, or any other volunteers of the Corporation for or with respect to any acts or omissions of such person occurring prior to the effective date of any such amendment or repeal.

ARTICLE V **OFFICERS**

- Section 1. PRESIDENT**
In accordance with and in furtherance of policies adopted by the board, the President shall:
- a) Preside at all meetings of the board and at the annual general meeting.
 - b) Be responsible for the day to day operation of GSL.
 - c) Coordinate the activity of GSL and delegate responsibility as it becomes necessary.
 - d) Have the authority to take disciplinary action, as prescribed by the By-Laws or other rules and regulations, against any coach, player, referee, or parent.
 - e) Act as spokesperson for GSL and promote the game of soccer within the community.
 - f) To execute legal documents authorized by the board of directors.
 - g) Provide an annual report at the annual general meeting.
 - h) Has to be a sitting board member.
- Section 2. VICE PRESIDENT**
The Vice President shall preside and act in the absence of the President and shall:
- a) Assist the President in the discharge of his/her duties, as the president may direct.
 - b) Perform such duties as from time-to-time may be assigned to him/her by the President or by the board.
 - c) In the absence of the president or in the event of his/her inability to act, the Vice President shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
 - d) Shall be in charge of communications and updates for the website.
 - e) Shall schedule photographer for Fun Day.
 - f) Shall be the purchaser for field maintenance.
 - g) Shall be on the Maintenance Committee.
- Section 3. SECRETARY**
The secretary shall record the minutes of the meetings of the Board of Directors and shall:
- a) Keep an accurate record of all board and general membership meetings.
 - b) Provide a copy of minutes of each meeting to the board of directors.
 - c) Shall be a member of the Travel & Tournament Committee and record the minutes.
 - d) Shall be the registrar for the travel teams.
 - e) Shall go to the post office weekly and distribute the mail to necessary board members.
 - f) Check the GSL website e-mail account and distribute e-mails to appropriate board members.
- Section 4. TREASURER**
The Treasurer shall be the principal accounting and financial officer of the Corporation and shall:

- a) Keep a receipt and accounting of all monies that shall be deposited in a recognized financial institution in the name of GSL.
- b) All accounts shall be paid by check and bear two signatures; one of the Treasurers and one of the following: President, Vice President and Secretary.
- c) All accounting records shall be produced when required by the board. The Treasurer will maintain an up to date statement of all accounts.
- d) Shall give a financial report at all monthly board meetings and at the annual general meeting.
- e) Prepare an annual financial statement each December 31 or at the end of his or her term of office if prior to December 31.
- f) Provide budget for each department.
- g) File necessary IRS forms.
- h) Shall be a member of the Tournament Committee.

MEMBERS

Section 5. **REGISTRAR**
 The registrar shall be responsible for player registration and formation of teams (excluding travel). Schedule will be done at a fee from a preauthorized software company.

Shall be the purchaser for rec uniforms.

Section 6. **DIRECTOR OF COACHING**
 The Director of Coaching shall be responsible for all coaches, coaches communication, coaches' packets, skills and coaching clinics, and camp scheduling. Shall assist the Registrar in his/her duties.

Shall be a member of the Travel Advisory Committee and Risk Management Coordinator.

Section 7. **DIRECTOR OF REFEREES**
 The Director of Referees shall be responsible for all referees, scheduling of certification and recertification courses with MSYSA, referee scheduling for End of the Season Tournament. Shall also work with all referees to improve their ability, incorporate any assistance offered by MSYSA. Shall be responsible for collecting, compiling and submitting totals of vouchers to the treasurer for payment to the referees.

Shall be a member of the Tournament Committee.

Section 8. **MEMBER AT LARGE #1**
 Funding development and media communication.

Shall be the purchaser for concession.
 Shall be on the Concession Committee.

Section 9. **MEMBER AT LARGE #2**
 Shall be in charge of mailings for sponsors and record sponsor list.
 Shall be a member of the Concession Committee.

COMMITTEES

Section 1. **AUTHORITY TO ESTABLISH COMMITTEES**
 The board of directors, by resolution adopted by a majority of directors in office at the annual general meeting, shall delegate and appoint committees as deemed necessary.

Section 2. **STANDING COMMITTEES**
 The Standing committees will consist of Executive, Travel Advisory, Concession and Tournament Committees.

Section 3. EXECUTIVE COMMITTEE:

The Executive Committee shall consist of the president, vice president, secretary and treasurer. The executive committee shall meet as required to assist in the day to day management of the Corporation. All actions shall be subject to ratification by the board of directors at the next scheduled meeting.

Section 4. TRAVEL ADVISORY COMMITTEE:

The Travel Advisory Committee shall consist of (3) board members who are the Vice President, Director of Coaching and the Secretary. They shall have meetings prior to and after the spring & fall and as needed with prior notice of meeting and place.

Section 5. CONCESSION COMMITTEE:

The Concession Committee shall consist of (2) board members who are the member at Large (1) and Member at Large (2) and at least two (2) committee members; Organization of volunteers for concession for the recreational season and tournaments; regular maintenance of the concession and restrooms.

Section 6. TOURNAMENT COMMITTEE:

The Tournament Committee shall consist of (3) board members who are the Director of Referees, Treasurer and the Secretary and shall be responsible for all activities and organization of all tournaments.

Section 7. MAINTENANCE COMMITTEE

The Maintenance Committee shall consist of (1) board member who is the Vice President and at least (2) committee members. Shall be responsible for the maintenance of the complex and fields.

Section 8. TERM OF OFFICE

Each member of a committee shall continue as such until his or her successor is appointed or resignation is accepted.

Section 9. ADDITIONAL COMMITTEES

The board of directors may from time-to-time appoint committees whose powers, terms of office, and rules of procedure shall be determined by the board. Any such committee may be abolished or any member removed (with or without cause) at any time by the board.

Section 10. VACANCIES

Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

Section 11. QUORUM

Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 12. RULES

Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the board of directors.

ARTICLE VII
CONTRACTS, DEPOSITS AND FUNDS

Section 1. CONTRACTS

The board of directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorize by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. DEPOSITS

All funds of the Corporation shall be deposited from time-to-time to the credit of the Corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 3. GIFTS

The board of directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any specific purpose of the Corporation.

**ARTICLE VIII
BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors. Any member, or his or her agent or attorney may inspect all books and records of the Corporation, for any proper purpose at any reasonable time.

**ARTICLE IX
FISCAL YEAR OF CORPORATION**

The fiscal year of the Corporation shall be the calendar year.

**ARTICLE X
SEAL**

The Corporation seal shall have inscribed thereon the name of the Corporation and the words a, Corporate Seal, Michigan@.

**ARTICLE XI
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Michigan or under the provisions of the Articles of Incorporation or By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XII
AMENDMENTS**

The power to alter, amend, or repeal the By-Laws or adopt new By-Laws shall be vested in the board of directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the law or the articles of incorporation.

**ARTICLE XIII
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the Corporation, all assets of the Corporation in excess of the liabilities of the Corporation shall be distributed to an organization or Corporation selected by the board of directors, which shall be an organization or Corporation exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code of 1954 (as amended) or any similar successor provision.

**ARTICLE XIII
EFFECTIVE DATE**

These By-Laws shall become effective immediately on their adoption by the Corporation.