

Penfield Rangers Soccer Club BYLAWS



Article I - Organization and Purpose

1. **Name** *The name of this organization shall be the "Penfield Rangers Soccer Club", a New York State incorporated organization, with not-for-profit status (hereafter, the "PRSC").*

2. **Purposes** *The purposes of the Penfield Rangers Soccer Club are:*
 - a. *To foster, teach and promote the game of soccer within the Town of Penfield by developing exceptional players through the age of 19 years.*
 - b. *To encourage sportsmanship, fair play and leadership among players, coaches and administrative staff involved in the PRSC.*

3. **Definitions**
 - a. *Board:* Board of Directors of PRSC
 - b. *Executive Committee:* Executive Committee of the Board of PRSC
 - c. *NYSWYSA:* New York State West Youth Soccer Association
 - d. *USSF:* United States Soccer Federation
 - e. *USYSA:* US Youth Soccer

4. **Fiscal Year** - *The fiscal year of the Club shall begin on the 1st day of September and end on the 31st day of August of each year.*

5. **Affiliation** - *The PRSC shall affiliate with the NYSWYSA in conjunction with the USYSA and the USSF. As a consequence of that affiliation, PRSC members, players, coaches, and personnel shall adhere to rules, regulations, and bylaws of those associations to the extent applicable to their activities connected with the PRSC as follows:*
 - a. *Governing Documents: The USSF articles of incorporation, bylaws, policies and requirements take precedence over and supersede the governing documents and decisions of the PRSC to the extent applicable under state law, and the PRSC will abide by those articles, bylaws, policies and requirements.*
 - b. *Interplay: The PRSC will abide by the USSF's articles, bylaws, policies, and requirements on interplay.*
 - c. *Hearing and Appeal Procedures: The PRSC 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 PRSC may be appealed to the USSF's Appeals Committee in accordance with NYSWYSA bylaws and policies. The Federation's Appeals Committee shall have jurisdiction to approve, modify or reverse a decision. A decision rendered by the PRSC 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 PRSC or the NYSWYSA may be upheld, revised or reversed and remanded.

Article II – Policies and Meetings

1. **Nondiscrimination Policy** – *The PRSC shall not discriminate against any individual or group on the basis of race, color, age, sex, religion, genetic predisposition, national origin, sexual orientation or other protected class required under New York or federal law.*

2. **Membership** - *A “member” is defined as a player, parent or guardian of a player currently playing for a PRSC team, coach, manager, or member of the Board of Directors not subject to suspension under Section 4 of By-law 241 of the USSF By-laws.*

In order for a player to participate in the PRSC, the player must have been either a resident of the Town of Penfield or attend school within the Town of Penfield during the player's first year of participation in the PRSC. If the PRSC is unable to fill all team rosters within an age group, subject to the approval of a majority of the Board in attendance at a regular meeting, the PRSC will allow an age group to be filled with players from other towns. Once a player from another town is permitted to play on a PRSC team, the player will be deemed a town resident for purposes of play in subsequent years.

3. **Termination of Membership** - *The membership of any member shall be terminated upon the member's death, or the member's written request for termination upon delivery to the president or secretary of the PRSC, or upon the member's expulsion by the Board. On termination of membership, any right, title, or interest of the member in or to the property and assets of the association shall cease.*

4. **Discipline of Players**

*a. **Discipline** -The head coach of a PRSC team has the discretion to discipline players of his/her team for the violation of a PRSC by-law, rule, zero tolerance policy, code of conduct or resulting from any conduct that the head coach determines to be inappropriate, disorderly, injurious, or hostile to the interests or objectives of the PRSC. Player discipline may include: counseling, benching, suspending, or expelling of a player for the remainder of the season. For any suspension greater than two games or expulsion from the team, the head coach shall first consult with the Coaching Committee and review the recommended discipline prior to imposing the discipline.*

*b. **Appeals** - Players or their parents or legal guardians may appeal the discipline imposed by a head coach to the President of the PRSC by written notice postmarked within 15 days of the discipline imposed.*

*c. **Review** - The Executive Committee shall undertake reasonable efforts to convene a hearing to consider the appeal of such discipline imposed within 15 days of the dated the appeal was postmarked. The player's parent/guardian shall be notified as to the date, time and location of the hearing. The President shall preside at the hearing which shall be heard by no less than a quorum of the Executive Committee. The appealing party may call witnesses and offer such evidence as the party desires at the hearing. The coach has the same right to call witnesses and offer evidence. The decision shall be made by a majority vote of the Executive Committee in attendance. In the event of a tie, the decision of the head coach shall stand. The Executive Committee may affirm, reverse or modify the decision of the head coach. The Executive Committee shall seek to render its written decision within five (5) days of the hearing and, subject to Article I, Section 5, such decision shall be final.*

5. Discipline of Non-Player Members

*a. **Grounds for Discipline:** Any non-player member (hereafter "Adult Member") may be reprimanded, suspended or expelled from the PRSC, for the violation of a PRSC by-law, rule, zero tolerance policy, code of conduct or for acts of misconduct that the Executive Committee may deem disorderly, injurious, or hostile to the interests or objectives of the PRSC.*

*b. **Initiation of Reprimand, Suspension or Expulsion:** Proceedings under this section shall be initiated by a resolution of the Board, or a complaint against any Adult Member signed by a representative of no less than ten (10) distinct family units with knowledge regarding the claimed misconduct. The*

resolution or complaints, together with the required signatures, shall be filed with the Secretary. Within seven (7) days following the adoption of the resolution or receipt of the written complaint, the President shall mail or otherwise deliver to the Adult Member under investigation a copy of the resolution or complaint together with a notice identifying the time and place of the hearing.

c. *Procedure:* The Executive Committee must give written notice to such offending member of the proceedings and such member shall be provided an opportunity to be heard in their own defense. The Executive Committee shall undertake reasonable efforts to convene a hearing within 15 days of the Board resolution or complaint filed with the President. The President shall preside at the hearing which shall be heard by no less than a quorum of the Executive Committee. Either party may call witnesses and offer such evidence as they desire at the hearing. The decision shall be made by a majority vote of the Executive Committee in attendance. In the event of a tie, the Board resolution or complaint shall be dismissed. The Executive Committee shall endeavor to render its written decision within five (5) days of the hearing and such decision shall be final. Reinstatement of an Adult Member shall require the written approval of the Executive Board.

d. *Immediate suspension:* Under exigent circumstances determined by the Executive Committee, a majority of the Executive Committee may vote to suspend an Adult Member immediately pending the disciplinary proceedings under this section.

e. *If the President is the subject of the inquiry or unavailable, the functions served under this section shall be served by the Vice-President, and if absent, by the Secretary.*

6. **Meetings:**

a. *Annual Meeting:* The Annual Meeting of the PRSC for the election of the members of the Board and the transaction of the general business of the Club shall be held during the fall of each year at a time and place to be determined by the Executive Board. Notice of the Annual Meeting, including starting time, location and agenda shall be communicated to the membership no less than ten (10) days in advance thereof.

b. *Quorum*

- i. *Board of Directors Meetings: A simple majority of the Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business.*
 - ii. *PRSC Club Meetings: Each member of the Board of Directors is entitled to one vote. Board Members may participate in a meeting by physical presence or via telephone. There shall be no absentee ballots or proxies allowed.*
- c. *Parliamentary Procedure: Robert's Rules of Order shall be a reference guideline for governing all meetings and proceedings of the PRSC.*
- d. *Notice of Meetings of the Board: The Secretary, or the person or persons calling the meeting, shall notify all Board members of the date, time, place and agenda for all regular and special meetings at least ten (10) days in advance of the meeting.*

Article III – Board of Directors

1. *The Board of Directors as Governing Body: A Board of Directors shall govern the organization. The Board shall have the power to adopt such policies and authorize such actions as it shall determine to be appropriate for the furtherance of the stated purposes of the association. It shall be subject only to such limitations as may be contained in its Bylaws, the rules governing the USSF, and applicable federal and state laws and regulations.*
2. *Composition and Term of Service: The Board shall consist of all the PRSC officers plus no more than 12 delegates-at-large. Except as limited in these by-laws, delegates-at-large shall have full voting rights and be responsible for tasks as deemed appropriate by the officers of the PRSC. The term of all Board members shall be two (2) years, with the term commencing on January 1 and ending on December 31st. The President, Registrar and Treasurer shall be elected in odd-numbered years, and the Vice President and Secretary, and any delegates-at-large shall be elected in even-numbered years.*
3. *Election to the Board: The Vice-President, or in his/her absence, such person as designated by the President, shall supervise the election of the Board held at the Annual Meeting. All votes are to be cast on an official ballot prepared by the President or Vice President. A plurality of votes cast will be required to elect. In*

the event of a tie, the majority vote of the existing Board shall determine the winner of the election. The votes for all elections shall be counted by the Treasurer and Vice-President unless one or both is running for election, in which case alternate Board members shall be selected by the President to count the votes. PRSC members shall be notified by e-mail as to the outcome of elections and the results shall be posted on the PRSC website. Vacancies occurring on the Board will be filled until the next annual election by vote of the remaining members of the Board.

4. *Nominating Committee:* *A Nominating Committee shall be formed at the July Board meeting. The committee shall be chaired by the Vice-President and shall consist of two (2) additional members. Selection of the additional members shall be by blind draw from those interested. They shall present a full slate at the October Board meeting. All nominations will be accepted. A candidate for Board election must notify the Nominating Committee at least ten days in advance of the start of the annual meeting to be considered for a seat on the Board. Biographical information regarding all candidates shall be posted on the PRSC website at least seven days prior to, and made available at, the Annual Meeting.*
5. *Management of PRSC Property:* *Property of the PRSC may be used in accordance with the directions of the Board and these By-laws. The Board shall not incur any debt or liability, or any combination of debts or liabilities, exceeding the net assets of the PRSC. All disbursements of PRSC funds shall be by check which shall be signed by the Treasurer, President, or Vice-President. Any check exceeding \$1,000 shall be co-signed by the PRSC President or Vice-President.*
6. *Insignia, Colors, Badges and Flags:* *The Board may adopt insignia, uniform styles, colors and emblems, and flags for the PRSC, as it deems suitable.*
7. *Signatures on Contracts and Formal Documents:* *Contracts and formal documents will be signed by two officers of the PRSC, or by two of its members whom the Board shall designate.*
8. *Meetings of the Board of Directors:*
 - a. *Regular Meetings:* *Regular meetings of the Board shall be held monthly on a day deemed most suitable by the Executive committee - at a time and place designated by the Board. The President shall set the agenda for all regular meetings.*
 - b. *Special Meetings:* *The President or a majority of the Executive Board may call a special meeting of the Board at any time. No other business, except*

that specified in the notice, may be transacted at such special meeting without the unanimous consent of all present at such meeting, provided that those present constitute a quorum.

- c. Notice of Meetings of the Board: The Secretary, or the person or persons calling the meeting, shall notify all Board members of the date, time, place and agenda for all regular and special meetings at least ten (10) days in advance of the meeting.*
- d. Quorum: A simple majority of the Board members shall constitute a quorum for the transaction of business at all meetings of the Board.*
- e. Attendance: Any member of the Board who is absent from two (2) consecutive or any three (3) meetings within a single calendar year without justifiable excuse may be removed from the Board and/or any office by the Executive Committee by a two-thirds majority vote of the Board, provided notice of such action is furnished according to Bylaw Article II, Section 5.*

Article IV – Officers and Duties

1. Designation of Officers: *The Officers of the PRSC shall be the President, Vice-President, Treasurer, Registrar, and Secretary.*

a. President

(i) Role: *To implement the strategic goals and objectives of the organization; enable the Board to fulfill its governance function; to give direction and leadership to the achievement of the PRSC’s philosophy, mission, strategy, and its annual goals and objectives. Direct and execute all activities of the PRSC either directly or through delegated authority.*

(ii) Responsibilities: *Provide leadership in the creation of strategic, tactical, and financial plans; developing goals and measuring performance to the approved goals; organizational development; liaison to the public, government, affiliated organizations, and other stakeholders; preside over board meetings; propose new or*

temporary committees, and appoint committee chairpersons jointly with Board; and oversee daily operation and running of the PRSC.

b. Vice-President

(i) Role: *Assumes the responsibilities of the President when the President is absent from meetings or unavailable to serve the role of President.*

(ii) Responsibilities: *Works with the President on such affairs of this organization as intra-club tournaments or play, league participation, and public relations. The Vice-President shall perform such other duties as are usual to the office or as requested by the President. The Vice-President may co-sign approved checks with the Treasurer, shall supervise the Board elections at the Annual Meeting and serve as the chair of the Nominating Committee. The Vice-President shall, in the event of the absence or inability of the President to exercise the office, become acting president of the PRSC with all the rights, privileges and powers as if the Vice President had been the duly-elected president.*

c. Secretary

The Secretary shall record the minutes of all meetings, keep records of those present, and supervise correspondence. The Secretary shall be responsible for past minutes and submit copies of the minutes of all Board meetings to the Board members before the next meeting. Board minutes will be available to members of the PRSC, after being accepted by the Board. All minutes and changes must be dated and stored permanently. The Secretary shall maintain a copy of current Bylaws and Robert's Rules of Order at all meetings.

d. Treasurer

The Treasurer shall collect all dues and registration fees, shall be responsible for the deposits of all monies of the PRSC in a bank account authorized by the Board, shall keep detailed accounts of the income and expenditures of the PRSC, shall submit monthly reports at each regular meeting as well as quarterly reports, and shall pay all appropriate bills of the PRSC. In the event of an expense exceeding \$100 not contained within the PRSC budget, the majority of the Executive Committee must approve the payment of such expense prior to its payment. The Treasurer shall be bonded unless this requirement is waived by the PRSC, and shall also be responsible for insurance coverage. The Treasurer shall be a member of the Finance Committee.

e. Registrar

The Registrar shall be responsible for maintaining board, team and member information with the regional governing body and league. The Registrar shall also input the data and distribute risk management passes for team staff, certified rosters for each team, and player passes. The Registrar shall register the teams with the league. The Registrar shall create and register teams with the regional governing body and league. The Registrar shall ensure that the PRSC is insured with the regional governing body, and the invoices from the regional governing body are forwarded to the PRSC Treasurer.

The Registrar shall also serve as, or appoint, the Head Manager for the PRSC. The Head Manager shall ensure that PRSC processes are communicated to team managers and coaches. The Head Manager's duties include: training new team managers in the processing and management of player passes, medical releases, player conduct forms, game reports, and other forms, and the payment of referees; serving as a liaison between Board and team managers; and responding to questions and issues generally of team managers. The Head Manager shall work under the direction of the Registrar.

Article V – Executive Committee

1. **Composition:** *The Executive Committee shall be composed of each of the Officers of the PRSC, including the President, Vice-President, Secretary, Treasurer and Registrar. In order to serve on the Executive Committee, a Board member shall have been on the PRSC Board for no less than one calendar year .*

2. **Purposes:** *The Executive Committee shall review the PRSC's annual budget and forward the budget to the Board for approval. The Executive Committee, shall establish long and intermediate range goals for the PRSC, carry out the disciplinary tasks assigned to the Executive Committee under Article II, and handle all applications for financial need filed by parents of players. All powers not expressly vested in the Executive Committee shall belong to the Board.*

Article VI –Standing Committees

1. **Standing Committees:** *The Standing Committees of the PRSC shall include a Coaching Committee, Equipment Committee, Finance Committee, Marketing and Public Relations Committee, Strategic Committee, Field Coordination Committee, and Policy Committee. From time to time, the Board may create additional temporary committees to*

carry out the work of the PRSC. Chairpersons of Committees shall be appointed by the President. To the extent practicable, Chairpersons shall be Board members. However, a majority of the Board may approve persons other than Board members to serve as Chairpersons if the Board determines it to be in the best interests of the PRSC.

2. **Coaching Committee**: The Coaching Committee shall recommend to the Board a slate of coaches for each season, develop and assist in coach development, act as the primary liaison between coaches and the Board, ensure that each head coach maintains the required certifications and encourages upgrades in certifications, develops and updates the coaches' manual, and evaluate coaches on an annual basis. The Coaching Committee shall ensure that all coaches complete appropriate evaluations of their players.

The Coaching Committee shall select a Tryout Coordinator charged with researching, planning and implementing the tryout process. The Tryout Coordinator shall strive for equity in player selection and assignment, good organization and effective communication with players and parents. The Tryout Coordinator shall report to the Coaching Committee.

3. **Equipment Committee**: The Equipment Committee shall work with the Finance Committee and manage the procurement of all equipment and uniforms. The Equipment Committee shall be responsible for the maintenance, distribution, inventory and replacement of all PRSC equipment. The Equipment Committee shall work with the Coaching Committee to ensure that adequate supplies and equipment are available for teams.

4. **Finance Committee**: The Finance Committee shall develop long-term capital and financial plans, including but not limited to: sponsorships, multiple revenue streams, vendor negotiations, and annual budgets. The Finance Committee shall establish standard procurement processes and standards, and seek grants from available sources. Capital and financial plans shall be subject to Board approval.

5. **Marketing and Public Relations Committee**: The Marketing and Public Relations Committee shall be responsible for website development and maintenance, community programs, social events, all marketing and advertising, serve as a liaison to other soccer clubs and work with the Finance Committee to carry out its initiatives.

6. **Policy Committee**: The Policy Committee shall recommend to the Board and draft proposed changes to the by-laws, handbook, code of conduct, and policies of the PRSC.

7. **Strategic Planning Committee:** *The Strategic Planning Committee shall propose to the Board recommendations regarding the long-term vision for the PRSC, ensure that the Board's and standing committees implement their goals in concert with the PRSC's vision, recommend changes to the goals on an annual basis or as appropriate, and recruit volunteers in order to secure the future viability of the PRSC.*

8. **Field Coordination Committee:** *The Field Coordination Committee shall be responsible for the allocation of fields in the Town of Penfield throughout the year. The Field Coordinator shall communicate with individual coaches as appropriate, and the Town of Penfield to ensure the proper scheduling of fields for games throughout the season. The Field Coordinator shall also negotiate contracts for indoor practice time and schedule such indoor practice time for PRSC teams.*

Article VII – Selection of Coaches & Teams

1. **Coaches:** *The Board shall have the authority by simple majority vote to select Coaches based upon their demonstrated skills, abilities and compatibility with the objectives of PRSC. Coaches may be disciplined according to the procedures set forth in Article II, Section 4.*

2.. **Teams:** *The Board shall have the authority by simple majority vote to determine each year, how many teams the PRSC will field.*

Article VIII – Amendments

1. *The Executive Board at any two consecutive regular Board meetings may amend these Bylaws by a two-thirds vote of the entire Board. Amendments made by the Board must be reported to the membership of the PRSC at the annual Meeting. These Bylaws may also be amended by a two-thirds vote of the membership present at an Annual Meeting. A notice of a proposed amendment must be included with the notice of a meeting, as per Bylaw Article II, 5a or Bylaw Article III, 8c.*

2. *The Bylaws shall be reviewed on a regular basis at least every 2 years. The committee shall be chaired by a person appointed by the President and shall additionally consist of a minimum of two other members, but limited to a total maximum of 5 members.*

Article IX - Dissolution

This PRSC may be dissolved as authorized under New York and Federal law. In the event of dissolution, the PRSC shall satisfy all outstanding debts then transfer all remaining assets to the New York State West Youth Soccer Association or such other not for profit soccer organization as the Board shall determine by resolution and the law shall allow.

Article X

These bylaws shall be in effect as of the 7th day of March 2010.