

WSA By-Laws

- amended 26 September 2005 -

ARTICLE 1 – NAME

The name of the organization shall be Westport Soccer Association, Inc. (hereinafter referred to as WSA).

ARTICLE 2 – LOCATION

The organization shall be located in the Town of Westport, Fairfield County, State of Connecticut.

ARTICLE 3 – PURPOSE

The purpose of the WSA is to support the development and enjoyment of the sport of Association Football (Soccer) through its play in the town of Westport. To this end, the WSA organizes, sponsors and administers teams, competitions and programs to assure the highest possible level of soccer competence and sportsmanship of which it is capable. The WSA routinely fields teams at the premier, travel and league levels.

The corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or enures to the benefit of its members, directors, or officers. No substantial part of the activities of the corporation shall be carrying out of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE 4 – AFFILIATIONS

The WSA supports and subscribes to the regulations and jurisdiction of the Federation International de Football Association (FIFA) and its affiliated national and state organizations.

ARTICLE 5 – PLAYING PROGRAMS

The WSA's playing program encompasses all levels of soccer proficiency, but falls within two principal categories, as follows:

5.1 League Soccer (House Teams)

The WSA administers a recreational soccer league for the Town of Westport, established for the enjoyment and development of its participants. The organization recognizes league soccer both as a benefit to the Town of Westport and its citizens and as an essential element of the attainment of WSA's objectives, and encourages participation by all members of the community, irrespective of experience or skill.

5.2 Competitive Soccer (Travel Teams)

The WSA organizes, sponsors, administers and supports travel teams to represent the WSA and the town in competition under the aegis of its affiliated state, national and international organizations. Participation on these travel teams is based on demonstrated skill, proficiency and sportsmanship as determined by the responsible coach(es) in accordance to standards established pursuant to Section 5.4. Special teams can be established to represent WSA in particular competitions or tournaments.

5.3 Eligibility

All residents of Westport are eligible to participate in WSA's programs. In addition, non-residents who meet the qualifications of organizations affiliated with WSA may participate on WSA teams if selected by the responsible coach(es). On travel teams, such players should demonstrate the capability to make clearly more superior contribution to the team than a Westport resident who might be displaced. Westport residents, those eligible for Westport handpasses and those going to school in Westport, take precedence, except for those players who leave the town but remain affiliated with their Westport team.

5.4 Team Management

Coaches of all teams playing under WSA affiliation will be appointed and supervised by the WSA. The coach has sole authority and responsibility for the team, subject to the standards of the WSA. Coaches serve for a single season (i.e., spring, summer, fall, winter) and may be reappointed for succeeding terms. Each coach will assure that the team has a manager to handle team administration. Coaches may appoint assistant coach(es) who may also serve as team manager, but will remain fully responsible for team performance and conduct.

5.5 Team Sponsorship

The WSA can accept community, commercial and individual sponsorship for its teams, upon application to and approval by the WSA Board. Such sponsorship shall be consistent with the purpose, goals and policies of the WSA.

ARTICLE 6 – MEMBERSHIP

The WSA has three classes of members: regular, honorary and automatic. Refer to Article 7 for a description of voter eligibility.

6.1 Regular Members are parents or guardians of children registered in WSA programs. Each family unit is entitled to one vote in the affairs of the WSA brought to attention of the membership at large.

6.2 Honorary Members are designated by the board in recognition of outstandingly meritorious service to WSA and the sport of soccer. Membership shall continue until withdrawn by vote of the board. An Honorary Member is entitled to all the rights and privileges of a Regular Member.

6.3 Automatic Members are elected officers and board members. An Automatic Member is entitled to all the rights and privileges of a Regular Member.

ARTICLE 7 – ELIGIBILITY TO VOTE

Only Executive Committee members are eligible to vote at meetings of the Executive Committee. Only Automatic Members (elected officers and directors) are eligible to vote on matters that come before the Board of Directors. Regular members are eligible to vote on matters that are presented to the membership at large.

In order to nominate individuals for elected office from the floor at the May nominating meeting, or to vote for elected officers at the annual meeting in June, a member must be a "member in good standing." A member in good standing is a member who has attended at least two previous monthly meetings in the year since the last annual meeting.

ARTICLE 8 – FEES

The Board may establish and assess fees needed to meet costs of conducting its programs. These fees may be independent of any dues, and applicable to specific program activities, where warranted.

ARTICLE 9 – BOARD OF DIRECTORS

The Business of this corporation shall be managed by a Board of Directors. Members of the Board of Directors shall be members of the corporation.

The Board consists of the elected officers of WSA plus Directors, not to exceed seventeen (17) or less than seven (7). An affirmative vote of a majority of the Board may increase or decrease the number of Directors. No reduction in the number of Directors shall operate to remove a Director then serving, except that the number of Directors can be reduced to take effect at the next annual meeting. Members of the same family unit shall not hold board positions simultaneously.

The President of the WSA shall serve as Chairman of the Board of Directors. The Secretary shall serve as Secretary to the Board.

Meetings of the Board of Directors shall be held at least bimonthly at the call of the Chairman and may be held without notice. Whenever possible such meetings shall be preceded by notice to the members of the Board at least two (2) days prior to such meeting. Neither the business to be transacted, nor the purpose of any meeting of the Board need be specified in the notice of such meeting, except that if notice is given of a meeting wherein it is proposed to amend these by-laws, notice that an amendment is proposed shall also be given.

A majority of the Members of the Board shall constitute a quorum. Each Director shall have one vote and voting may not be done by proxy. 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 these by-laws or law.

9.1 Directors

Directors shall be appointed by affirmative vote of the majority of the officers to provide leadership for the principal program and administrative functions of the organization. The term of Director's service shall be from the time of appointment until the next annual meeting of the members. A Director is eligible for re-appointment to the Board in any functional role. Vacancies occurring during term of appointment shall be filled for the remainder of the term by affirmative vote of the majority of the officers.

Directors of the Travel programs may not hold coaching positions on the Travel level.

A Director may be removed by affirmative vote of a majority of the Board of Directors when sufficient cause exists for such removal. The Board of Directors shall adopt such rules as it may consider necessary for the

best interests of the corporation for a hearing on charges against a Director. A Director may be represented by counsel upon any removal hearing.

9.2 Executive Committee

The Executive Committee consists of the elected officers of WSA. It shall formulate and recommend policies for consideration by the Board. It may act for the Board between the meetings of that body to ensure the successful administration of WSA, subject to review and approval of its decisions by the Board at its next subsequent meeting. The Executive Committee shall not have authority to amend these by-laws or commit or expend a substantial portion of the funds of the WSA.

9.3 Standing Committees

Standing committees may be formed from among the Directors. Members of standing committees shall serve for the duration of their term as directors unless otherwise determined by the Board. Standing committees shall include but not necessarily be limited to:

Audit Committee – composed of three Directors, only one of whom may be an officer. The Treasurer is ineligible to serve on the Audit Committee which assures that the finances of WSA are administered soundly and constructively.

Rules and Sportsmanship Committee - composed of the Vice President, the Director of Referees and one other director mutually selected by them. This committee ensures that the WSA and its teams sustain the quality of the game. Specifically, and without limitation, all major infractions resulting in ejection ("red cards") may be reviewed by the Committee to determine if additional disciplinary action is warranted.

9.4 Activity Committees

Activity committees may be formed to assist in carrying out the specific programs and activities of the organization. Each shall be chaired by a Director but its membership may be drawn from outside the Board.

ARTICLE 10 – OFFICERS

The officers of the corporation shall be President, Vice President, Secretary and Treasurer. The term of office for each officer shall be from the annual meeting of the members wherein he was elected until the next annual meeting of the members. Each officer shall hold office for the term for which he is elected and until his successor has been elected and qualified unless he shall cease to be in office. Vacancies in offices shall be filled by the affirmative vote of the majority of the members of the Board of Directors. Officers may be re-elected, but the maximum number of successive terms in any one office shall be five (5). All officers shall be members of the Board of Directors. No officer shall for reason of his office be entitled to receive any salary or compensation.

10.1 The President shall be a resident of Westport and be at least 26 years of age at election. The President shall preside at all meetings, shall present an annual report of the work of the organization, shall appoint all committees, shall see all books, reports and certificates as required by law are properly kept or filed, and shall have such powers as may be reasonably construed as belonging to the chief executive of any organization. The President shall serve a single two year term of office.

10.2 The Vice President shall, in the event of the absence or inability of the President to exercise the office, become acting President of the organization with all the rights, privileges and powers as if he/she had been the duly elected President. The Vice President serves as chief operating officer with special responsibilities for playing activities and relations with affiliated soccer groups. The Vice President shall serve a one year term of office.

10.3 The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be the Secretary's duty to file any certificate required by any statute, federal or state. The Secretary shall give and serve all notices to members of this organization. The Secretary shall be the official custodian of the records and seal of this organization. The Secretary shall attend to all correspondence of the organization and shall exercise duties incident to the office of Secretary. The Secretary shall serve a one year term of office.

10.4 The Treasurer shall have the care and custody of all monies belonging to the organization, shall be solely responsible for such monies or securities of the organization and shall exercise all duties incident to the office of Treasurer. The Treasurer must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors at such meetings. The Treasurer shall be bonded in favor of the WSA at its expense. The Treasurer shall serve a one year term of office.

ARTICLE 11 – MEETINGS OF MEMBERS

There shall be an annual meeting of the members of the corporation held in June of each year at a time and place set by the Board of Directors. The meeting shall be held in Westport, Connecticut. The meeting shall be publicized by the Board in a manner reasonably designed to give notice to the residents of Westport who are or may desire to become members given the purposes of the organization. Notice placed in a Connecticut newspaper having general circulation in Westport at least two (2) days prior to said meeting shall be sufficient publication, provided that such publication is not required so long as the meeting has been otherwise adequately publicized by the Board.

The annual report of the President shall be presented at the annual meeting of members.

The election of officers shall take place at the annual meeting of members. A vote shall be taken separately for each office in the order of President, Vice President, Treasurer and Secretary. A majority vote of members voting at the annual meeting shall be required for the election of officers. Voting shall not be done by proxy. The procedures for voting shall be prescribed by the President whose term of office expires at the annual meeting, provided that any candidate for office or any person whose term of office expires at the annual meeting may demand a secret ballot.

The President whose term of office expires at the annual meeting shall preside over the meeting until his successor has been elected.

A quorum of members for the annual meeting of members shall be a number of members equal to the number of directors and officers plus the number of vacancies on the Board.

Special meetings of the membership shall be held at the call of the Board on an affirmative vote of two-thirds of the Directors, or by written petition of twenty percent (20%) of the members for the purpose stated in the petition.

Robert's Rules of Order will be observed at all meetings of the WSA and its Board.

ARTICLE 12 – NOMINATIONS

Nominations for elected officers shall be made by a nominating committee of three members designated by the executive committee on or before the March meeting. The committee shall not include incumbent officers and shall include at least one member not serving on the board. The nominating committee shall nominate at least one member of the organization for each elected office. The nominating committee shall present its nominations at the May meeting to be scheduled at least two weeks prior to the annual meeting. In addition, nomination of any member may be offered by any member in good standing from the floor of the May meeting for any elective office.

ARTICLE 13 – EFFECTIVITY, AMENDMENTS & INTERPRETATION

These by-laws shall be effective from the date of its adoption by an affirmative vote of the members of the WSA as attested by the secretary. They shall be amended only by an affirmative vote of two-thirds of the members of its Board of Directors then serving, or at a meeting of the membership, by a two-thirds affirmative majority of all members voting, provided that these by-laws may be amended at a meeting of the members only if notice of a proposed amendment(s) is included in the notice of the said meeting.

In the event of any conflict in the interpretation of these by-laws, the interpretation adopted by the Board of Directors shall be conclusive and binding on the WSA and its members.

These by-laws amend, modify, supersede and restate in their entirety all previous versions and amendments of the by-laws of the WSA.

ARTICLE 14 -- DISSOLUTION OF WSA

Upon the dissolution of the WSA, the WSA shall, after paying or making provisions for the payment of all liabilities of the WSA, either: (i) dispose of all of the assets of the WSA exclusively for the purposes of the WSA in such manner, (ii) or distribute all of said assets to the Town of Westport Department of Parks and Recreation or to such other organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.