



PETOSKEY YOUTH SOCCER ASSOCIATION
BY-LAWS

ARTICLE I
NAME AND PURPOSE

Section 1. NAME

The name of the organization shall be the **PETOSKEY YOUTH SOCCER ASSOCIATION** hereinafter called PYSA.

Section 2. MISSION AND PURPOSE
MISSION

The mission of the Petoskey Youth Soccer Association is to create an inclusive culture that values the development of the whole player while fostering a lifelong love of the game.

To achieve its mission and purpose the PYSA shall specifically seek:

- A. To provide a comprehensive youth soccer program for all youth within Northwest Lower Michigan
- 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. PYSA shall comply with all applicable laws governing nondiscrimination and shall be open to membership without discrimination on the basis of race, color, religion, national origin, citizenship, disability, age, sex, sexual orientation, or gender identity.
- E. PYSA may have rules for team formation and soccer competitions that classify players and teams based on age, sex, competitive ability, or as otherwise mandated by FIFA.
- F. PYSA may 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).

VISION

The Petoskey Youth Soccer Association strives to offer the finest youth sports opportunity in Northern Michigan.

VALUES

- A. Teamwork
- B. Respect
- C. Community
- D. Grit
- E. Competitive Excellence
- F. Integrity
- G. Pride
- H. Leadership

ARTICLE II POWERS AND RESTRICTIONS

Section 1. POWERS

To carry out the above purposes, PYSA 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 acquire, own, control, maintain and improve the 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.

- D. No monies shall be loaned or pledged without the approval of the PYSA Board of Directors per the approved annual Budget Approval.

ARTICLE III

MEETINGS OF THE CORPORATION AND MEMBERSHIP

Section 1. **ANNUAL MEETINGS (Annual General Meeting/AGM)**

An annual meeting of the corporation shall be held once per 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 date, time, place, and object(s) of the annual meeting shall be given by means designed to inform all members of the meeting, including but not limited to: email, electronic notification, or 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.

Section 3. **MEMBERSHIP**

- A. Membership in PYSA is granted to all those 18 years of age and older who actively participate in the activities of the organization either as a player, the parent/guardian of a player, a coach, assistant coach, or a referee; or anyone who demonstrates an interest in promoting and furthering soccer in Northwest Michigan by volunteering his/her time or resources to PYSA. Membership is classified as:
- a. Voting Membership:
 - i. One (1) representative of a currently registered player(s) in good standing with PYSA and MSYSA who are parent(s), guardian(s), or legal representative(s) of one or more Player(s).
 - b. Non Voting Membership:
 - i. Current rostered Coach, Assistant Coach, Manager in good standing with PYSA and MSYSA.
 - ii. Certified Referee actively participating in PYSA games
 - iii. Additional Family member of the current player
 - iv. PYSA Alumni
 - v. Adult actively volunteering with PYSA
- B. All players under 18 years of age shall have at least one (1) parent/guardian designated on the registration form as a member of PYSA. Additional parents/guardians may be designated by providing name and address information on the registration form or on a separate written statement submitted to the Director or Secretary of PYSA.
- C. Each registered member shall have one vote per family. Members must be present at the Annual General Meeting to vote or follow established designated

voting procedures as stated on their ballot to vote.

- D. A special meeting may be called upon a petition of the membership, signed by at least 40% of current registered members in good standing, or upon request of the Board of Directors by a majority vote. A full list of members is available by contacting Executive Director.

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, consistent with the PYSA Mission and Purpose.

- A. The Board will consist of the following: President, Vice President, Secretary, Treasurer, and at least three (3) elected directors, plus a non-voting executive director if one has been employed. Board will not exceed a total of fifteen (15) directors.
- B. The Board of Directors shall have the power to select and employ an executive director who shall be responsible to the Board of Directors for the administrative operation of PYSA. The board of directors shall delegate to the executive director the authority for the operation of PYSA in accordance with the policies established by the board of directors.
- C. The Board of Directors shall have the power to adopt an annual financial budget for PYSA.

Section 2. **ELECTION OF DIRECTORS**

Members of the board of directors shall be elected at the Annual Meeting of the Corporation-Annual General Meeting. A nominating committee of not less than three members shall be appointed by the president 60 days prior to the election, whose duty it shall be to nominate from the members of PYSA as many people as there are vacancies on the board to be filled. The Nominating Committee shall make nominations of persons for election as directors of the corporation. The Annual General Meeting shall be held each year. All PYSA members shall be notified at the time of player registration of his/her right and opportunity to be considered by the nominating committee for election to the board and of the need to express that interest in writing to the executive director, who shall then furnish the name of the interested individual to the nominating committee. The list of nominees ultimately selected by the committee shall be submitted to the board of directors not less than twenty (20) days prior to the annual meeting. Additionally, anyone desiring to become a candidate for election may present a letter of interest and the PYSA Board Interest Form to the Executive Director, to forward to the nominating committee, not less than thirty (30) days prior to the annual meeting of the

corporation. No nomination other than those by the nominating committee or by a nominating petition as above described will be permitted.

Section 3. **NUMBER, TENURE, AND QUALIFICATIONS**

The board of directors of the corporation shall consist of at least seven (7) members and not more than fifteen, 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) year terms. The members of the board of directors shall be voting or non-voting members of PYSA in good standing.

Section 4. **REGULAR MEETINGS**

Regular meetings of the board of directors shall be held at such a location as may be determined by the board of directors or the executive director, including teleconferencing, by which all Directors participating may simultaneously hear each other during the meeting. There shall be a minimum but not limited to six (6) meetings annually.

Section 5. **SPECIAL MEETINGS**

Special meetings of the board of directors may be called by or at the request of the president, or in his/her absence or inability to act, by the vice president. The person or persons authorized to call special meetings of the board will determine the location of the meeting held, including teleconferencing.

Section 6. **NOTICE**

Notice of any special meeting of the board of directors shall be given at least three (3) days previous thereto personally, in writing, by email, fax, or by first-class mail to each director at his or her address as shown by the records of the corporation or at such address as indicated to the executive director. 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 notice of such meeting. A written record or minutes of all special meetings shall be made and presented to the full board of directors at its next regular meeting.

Section 7. **QUORUM**

A quorum, consisting of the majority of the Board, must be present at all times during Board meetings in order to conduct business. A director may participate in a meeting by means of a conference telephone or similar communication equipment, by means of which all persons participating in the meeting can hear each other and their participation shall constitute presence at the meeting. If at any meeting of the board there shall be

less than a quorum present, a majority of those present may adjourn the meeting until a quorum shall have been obtained.

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 vacancy occurring in the board of directors for any reason shall be filled by the majority vote board of directors from persons recommended by the nominating committee or elected at the following annual general membership (AGM) meeting. A director appointed by the majority vote by the Board of Directors 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 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 it 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 a 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. The absence of any director from three (3) consecutive board meetings may result in the implied resignation 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. **LIMITATION OF LIABILITY OF VOLUNTEER DIRECTORS, VOLUNTEER OFFICERS, AND OTHER VOLUNTEERS, 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, 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:
 - a. A breach of the director's or officer's duty of loyalty to the Corporation or its directors or members, if any;

- b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
 - c. A violation of section 551(1) of the Act;
 - d. A transaction from which the director or officer derived an improper personal benefit;
 - e. An act or omission occurring before the effective date of this amendment; and
 - f. An act or omission that is grossly negligent. 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,
 - i. 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 director's or officer's 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:
- a. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
 - b. The volunteer was acting in good faith;
 - c. The volunteer's conduct did not amount to gross negligence or willful or wanton misconduct;
 - d. The volunteer's conduct was not an intentional tort; and
 - e. The volunteer's 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. 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.

- D. 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 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

No member of the Board of Directors shall act as an official spokesperson for PYSA unless designated by proxy by the President or Executive Director. All directors shall act as ambassadors of PYSA. A Board member shall notify the other board members in advance of community meetings at which PYSA participation is planned so that any board member may participate if he/she desires.

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 an ex-officio member of any committee established within the organization but shall not act as its chairman. The President must be advised by each committee chairperson of the date, time, and place of any and all meetings. Copy of all correspondence from all committees will be sent to the President.
- C. Be responsible for the day-to-day operation of PYSA, which may be delegated to the executive director.
- D. Coordinate the activity of the total organization and have the authority to delegate responsibility, as it becomes necessary.
- E. Have the authority to take disciplinary action, as prescribed by the By-Laws or other rules and regulations, against any director, team official, player, referee, or parent.
- F. Have the authority to authorize expenditures in the President's Discretionary Fund per occasion without the prior approval of the Board, but shall report said expenditures to the Executive Director immediately and to the board at the next regular meeting.

- G. Be responsible for or delegate the securing all playing fields from proper authorities.
- H. Promote PYSA and the game of soccer within the community as official spokesperson, in conjunction with Executive Director.
- I. To execute legal documents authorized by the Board of Directors.
- J. Provide an annual report at the annual general meeting.

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 or her duties, as the president may direct.
- B. Perform such other duties as from time to time may be assigned to him or her by the president or by the board.
- C. In the absence of the president or in the event of his or 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.

Section 3. **TREASURER**

In the absence of a volunteer treasurer, the Board of Directors shall arrange for and hire an individual or entity to perform the functions of the 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 which shall be deposited in a recognized financial institution in the name of PYSA. All accounts shall be paid by check and bear the signatures of one of the following: the President, the Treasurer, or the Executive Director. All accounting records shall be produced when required by the Board. The Treasurer will maintain an up-to-date statement of all accounts.
- B. Give a financial report, defined in the policy manual, at all board meetings, and at the annual general meeting.
- C. Prepare an annual financial statement at the closing of the fiscal year. D. Assure that taxes are filed on a timely basis and that PYSA financial audits are arranged and prepared as may be directed by the Board.

Section 4. **SECRETARY**

The secretary shall record the minutes of the meetings of the board of directors. And shall:

- A. Make sure that an accurate record of all board and general membership meetings are kept at a board-approved designated location.
- B. Provide a copy of the minutes of each meeting to the Executive Director prior to the next meeting.

Section 5. **EXECUTIVE DIRECTOR**

- A. The Executive Director shall be the chief administrative and executive officer of the PYSA.
- B. The Executive Director is involved in all meetings of the PYSA but does not have a vote in the Executive Committee or Board of Directors meetings.
- C. The Executive Director shall serve as an advisor to the President, Executive Committee, and Board of Directors.
- D. The Executive Director shall be a member of the Executive Committee and all committees and task forces.
- E. With assistance from staff, the Executive Director shall be responsible for the administration of the program of work in accordance with policies and regulations of the Board of Directors.
- F. The Executive Director shall be responsible for hiring, discharging, directing, and supervising all employees.
- G. The Executive Director shall notify the Board prior to any new employees for their insight.
- H. With the cooperation of the Treasurer and the Executive Committee, the Executive Director shall be responsible for the preparation of the operating budget covering all activities of the PYSA, subject to the approval of the Board of Directors.
- I. The Executive Director shall also be responsible for all expenditures within approved budget allocation.

ARTICLE VI COMMITTEES

Section 1. **AUTHORITY TO ESTABLISH COMMITTEES**

PYSA shall have standing committees and may establish special committees. The Board President shall appoint all standing and special committee members with input from the Executive Director and subject to Board approval, except that the Treasurer shall serve as the chair of the Finance Committee. The Chair of the committee serves at the pleasure of the Board President of PYSA. PYSA has the following standing committees that are reviewed at the beginning of each calendar year.

Section 2. **COMMITTEES and TASK FORCES**

- A. **Executive Committee** - The executive committee shall consist of the president, vice-president, secretary, treasurer, and executive director of PYSA. The executive committee shall meet as required to assist in the day-to-day management of the corporation. All actions shall be reported to the full board of directors at the next scheduled meeting.
- B. **Finance Committee** - The treasurer shall be chairperson of the finance committee and the committee shall concern itself with the finances of the corporation and shall periodically scrutinize the financial condition of the corporation and report thereon to the board of directors.

- C. **Nominating Committee** - This committee shall prepare and submit to the Board of Directors a list of nominated candidates for the open Board of Director seats and also those who have expressed an interest in serving on the Board. This list shall be submitted at the board meeting held prior to the Annual General Meeting. This committee shall also recommend to the board of directors a nominee for any vacancy, however, created, which shall arise on the board of directors.
- D. **Travel Team Advisory Committee (TTAC)** - The Travel Team Advisory Committee shall consist of three (3) board members who are not coaches and two (2) coaches who are not board members. This committee is advised by the Director of Coaches and Player Development and shall deal with issues that arise within the travel teams, their team officials, parents, and players. The Travel Team Advisory committee shall have the right to make immediate decisions concerning any of the aforementioned issues and report to the board of directors.

Section 3. **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 4. **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 5. **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 6. **RULES**

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

ARTICLE VII CONTRACTS, DEPOSITS, AND FUNDS

Section 1. **CONTRACTS**

The board president and the Executive Director are authorized 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 device for the general purpose or for any specific purpose of the corporation.

Section 4. **INSURANCE**

The corporation may purchase and maintain insurance on behalf of any individual who is or was a Director, officer, employee, nondirector volunteer, or agent of the corporation or is or was serving at the corporation's request in any other enterprise against any liability incurred in such capacity.

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 approved agent or attorney may inspect all books and records of the corporation, for any proper purpose at any reasonable time in a controlled environment without making copies.

ARTICLE IX FINANCES

Section 1. **FISCAL YEAR OF CORPORATION**

The fiscal year of the corporation shall be the calendar or programming year.

Section 2. **FUNDS**

All money paid to the PYSA shall be placed in a general operating fund. These monies shall be allocated to specific funds as established from time to time by the Board of Directors in accordance with the Board's financial management and investment policies. Separate accounts may be established at the discretion of the Board of Directors.

Section 3: **DISBURSEMENTS**

Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget. Authorized signatures for disbursement and withdrawals shall include the following officers:

Executive Director, President, and Treasurer.

Section 4: **BUDGET**

Prior to establishing the budget for the upcoming year, the Executive Committee, under the direction of the Treasurer and Executive Director, will review the disbursements for the previous year. The Executive Committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval, prior to the beginning of the new fiscal year.

ARTICLE X

SEAL

The corporation seal shall have inscribed thereon the name of the corporation and the words "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. Email and newsletters are primary official communication for official notifications. By opting out of electronic communications, the rights to receive official notifications are waived.

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.

These by-laws shall become effective immediately on their adoption by the corporation.

[These By-Laws were approved by the Petoskey Youth Soccer Association Board
of Directors at the meeting on July 17, 2023]