

BY-LAWS
OF
THOMAS JOHNSON AREA YOUTH SOCCER, INC.
(Revised August 4 2005)

**ARTICLE I
NAME AND LOCATION**

Section 1. The name of this corporation shall be Thomas Johnson Area Youth Soccer, Inc. (the "Corporation"). The Corporation shall operate in a manner consistent with the provisions of the By-Laws and under the laws of the State of Maryland.

Section 2. The principal office of the Corporation shall be located in Frederick County, Maryland. The Corporation's mailing address shall be P.O. Box 1591, Frederick, Maryland 21702.

**ARTICLE II
PURPOSES**

The purpose(s) of the Corporation are as further set forth and enumerated in Article III of the Articles of Incorporation as may be amended from time to time. In general terms, the purposes of the Corporation include providing a Thomas Johnson High School and Frederick High School feeder program and to organize, supervise and support the game of soccer for youths, ages 4 through 19, in the Thomas Johnson High School and Frederick High School feeder areas. The Corporation is intended to participate primarily as a recreational club within the Frederick County Youth Soccer League. The Corporation also is intended to use soccer as a vehicle to teach the concepts of cooperation and sportsmanship in a fun and organized manner.

**ARTICLE III
MEMBERSHIP**

Section 1. Qualifications.

- a) The initial members of the Corporation shall be those individuals on the Board of Directors as named in the Articles of Incorporation.
- b) Membership in the Corporation is open to children between the ages of 4 and 19 (and their parents or guardians).
- c) Each candidate for membership must complete a registration form, and pay the dues or other fees established by the Board of Directors.
- d) With the exception of those Division I or higher teams that hold tryouts, all other Thomas Johnson Area Youth Soccer, Inc. teams shall be filled on a first-come-first-serve basis.

Section 2. Termination of Membership. The following shall be reasons for termination of a member:

- a) The member voluntarily resigns
- b) The member fails to pay membership dues or other fees when the same are due and payable
- c) The member conducts himself or herself in such a manner as, in the opinion of the Board, discredits the Corporation or in such a manner as to in any way adversely affect the reputation of the Corporation.

ARTICLE IV VOTING OF MEMBERS

Section 1. A minimum of twenty percent of the active members of the corporation, with members being defined as the number of family units only, present in person, shall be requisite at any meetings for the purpose of holding elections.

Section 2. At the Board's discretion, general elections may be held by providing one ballot per membership (this being one ballot per family). The parent or guardian shall be entitled to one, and only one, vote. The parent or guardian shall vote on behalf of the family unit. The completed ballot shall be mailed to the Corporation's address, or given directly to a member of the Board. A member has the right to not disclose his/her identity on their ballot.

Section 3. Only those members considered "active members" during the season that elections occur will be eligible to run for office and to vote in the general election. An active member is one whose membership is paid and current, who has no outstanding debt or paperwork owed to the Corporation.

Section 4. In place of general elections, the board may direct each team in the Corporation to elect their representative to the Board of Directors from the membership of the team. This person will be a Board Member for the duration of the season and will function the same as if elected by a general election.

Section 5. At the first meeting of the Board, following elections, the entire Board will vote for President, Vice-president and so forth.

Section 6. Except as otherwise specifically provided for in these By-Laws, the general membership shall not have the power to control or manage the affairs of the Corporation. Such powers shall reside at all times with the Board of Directors.

ARTICLE V DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors consisting initially of those individuals named in the Articles of Incorporation. In addition to the powers expressly conferred upon them by these By-Laws, the Board of Directors may exercise all the powers of the Corporation.

Section 2. *Number and Tenure.* The Board of Directors shall be made up of one person from each team, elected by the members of that team or by the results of a general election of the Corporation. Other members of the Corporation may be invited by the board to participate on the board, as needed. Except as provided herein, two (2) Special Board Members may hold office for not more than two (2) terms of two (2) years each and until his/her successor shall have been elected. The remaining Board Members may hold office for up to one (1) year. The term of office of the two (2) Special Board Members receiving appointment from the other members of the Board of Directors shall be fixed for two (2) years initially. The term of office of the balance of the Board Members shall be fixed for one (1) year. The purpose of staggering the terms of the Board Members is to provide continuity for the Board, and to provide a smooth transition for incoming board members. The Board of Directors shall appoint a Board Selection Committee to oversee the election of the new Board members by the general membership of the Corporation (the Teams). The number of members of the Board of Directors shall be no less than five (5).

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly on such dates and at such times as may be designated from time to time by the President or by the majority of the Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any three (3) Directors.

Section 5. Place of Meetings. The Board of Directors may hold its regular and special meetings at such place within the State of Maryland as it may from time to time determine.

Section 6. Notice. Notice of the place, day and hour of every regular and special meeting shall be given to each Director by one of the following methods:

- a) By notice in writing mailed, postage prepaid, not later than the third day before the day set for the meeting and addressed to the Director's last know address, according to the records of the Corporation;
- b) By telegraphic or telephonic communication with the Director at his/her last know telephone number, not later than the second day before the day set for the meeting;
- c) By electronic communication (email, fax), not later than the third day before the day set for the meeting and addressed to the Director's last know email address or fax number, according to the records of the Corporation.

Section 7. Quorum. A simple majority of the board of Directors shall constitute a quorum for the transaction of business at every meeting. Except as otherwise provided for in the Articles of Incorporation or these By-Laws, the action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

Section 8. Telephone Conference. Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or such committee by means of a telephone conference or similar communications by which all persons participating in the meeting can hear each other at the same time.

Section 9. Electronic Conference. Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or such committee by means of a Chat Room, IRC or similar communications in which all persons participating in the meeting can see each others' comments at the same time.

Section 10. Electronic Messaging. Members of the Board of Directors or any committee thereof may make recommendations and decisions by email or fax transmittal, as long as all members of the Board or committee are so notified and a majority (quorum) of the Board or committee vote on the recommendation or participate in the decision. The action of a majority of the Directors (quorum) participating in such a decision shall be the action of the Board of Directors. The action of a majority of a committee participating in such a decision shall be the action of the committee.

Section 11. Vacancies. Any vacancy occurring on the board of Directors may be filled by a unanimous vote of the remaining Directors. A Director elected fill a vacancy shall be elected for the remainder of the term of the predecessor in office.

Section 12. Compensation. All members of the Corporation shall be allowed reimbursement for their expenses actually incurred on behalf of the corporation.

ARTICLE VI OFFICERS AND THEIR ELECTION

Section 1. In General. The elected officers of the Corporation shall be President and Vice President, both of whom shall be members of the Board of Directors. The appointed officers of the Corporation shall be the Secretary and Treasurer, both of whom shall be members of the Board of Directors.

Section 2. Elections.

- a) Any Director of the Corporation shall be eligible to hold office.
- b) Officers shall be elected at the initial meeting following the general election.
- c) Officers shall be elected for a term of two (2) years.
- d) No officer may serve more than three (3) consecutive terms.
- e) Officers may be removed by affirmative vote of fifty-one percent (51%) of the Board of Directors.

Section 3. President.

- a) The President shall preside at all business and Board of Directors meetings.
- b) The President shall be chairperson of the Board of Directors.
- c) The President shall be responsible, along with the Board of directors, for the enforcement of the By-Laws, and the implementation of the Corporation's membership programs.
- d) The President shall be the official representative of the Corporation to the Frederick County Youth Soccer League (FCYSL). The President, with the approval of the Board of Directors, may appoint another member of the Corporation to this position. This person will become the Area Coordinator and a Board Member by nature of this appointment.

Section 4. Vice-President.

- a) The Vice President shall preside in the absence of the President.
- b) The Vice President shall assume the duties of the current President in case of resignation, removal, incapacitation or death for the remainder of the term of the predecessor in office.
- c) The Vice President shall perform such other duties and have such other powers as the Directors may from time to time prescribe.

Section 5. Secretary.

- a) He/she shall keep notes of each Board of Directors meeting.
- b) He/she should submit a copy of the minutes to the President before the next meeting occurs.
- c) He/she shall keep an accurate record of the membership of the Corporation and the Director's attendance at meetings.
- d) He/she shall issue copies of the minutes to each Director from the previous meeting.
- e) He/she shall notify the directors of meetings and send out correspondence as directed by the President.
- f) He/she shall read all incoming correspondence to the Directors.
- g) He/she shall convey all outgoing correspondence concerning the Corporation and its activities and programs.
- h) He/she shall be the custodian of the corporation's records and if instructed by the Board, shall oversee the preparation of a newsletter for the Corporation.

Section 6. Treasurer.

- a) He/she is responsible for receiving all funds and shall deposit all monies received, in such bank as the Board of Directors shall determine.
- b) He/she shall work closely with the President.
- c) He/she shall be responsible for payment of all bills, upon submission of bills or written request of the President.
- d) He/she shall prepare on a regular basis a report of income and disbursements of the Corporation to the President and Board of Directors.

**ARTICLE VIII
COMMITTEES**

The Board of Directors may, by resolution adopted by a majority of the whole board, designate one or more committees, each committee to consist of one (1) or more the Directors of the Corporation. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of any member of such committee or committees, the number of members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member. The committees shall keep regular minutes of the proceedings and report the same to the Board when required.

**ARTICLE VIII
FISCAL YEAR**

The Fiscal Year of the Corporation shall commence on the first day of January, and end on the last day of December of each year.

**ARTICLE IX
DUES**

Section 1. Annual Dues.

Membership dues shall be payable for each season (Fall and Spring) by each member. The amount of said annual dues shall be established by the Directors for each season and shall be due and payable on such dates as established by the Directors, but prior to the start of each season.

Section 2. Waived Membership Dues.

- a) Any member who shows financial hardship may have their membership dues waived or discounted for the current season. This is at the discretion of the Directors. Information regarding waived or discounted membership shall remain confidential among the Directors.

Section 3. Non-deductibility of Dues and Fees.

Membership dues and fees are not deductible by individuals for income tax purposes and shall not be represented as such to potential members.

**ARTICLE X
MSYSA AFFILIATION**

Section 1, Affiliation Status

The Corporation will endeavor at all times to retain an In Good Standing status in direct affiliation with MSYSA.

Section 2, Policies and Regulations

The Corporation agrees to abide by all rules, policies and regulations of: MSYSA, US Youth Soccer and US Soccer.

Section 3, MSYSA Registration

The Corporation will register at least annually all players, coaches and teams who participate in the organization's programs with MSYSA and pay the appropriate registration fees. (This is a requirement imposed on State Associations by US Soccer and US Youth Soccer. A portion of the MSYSA registration fee goes to USYS and US Soccer.)

**ARTICLE XI
AMENDMENT OF BY-LAWS**

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the entire Board of Directors at any regular meeting or at any special meeting called for such purpose.

(As amended and revised August 4, 2005)