

BYLAWS



**NEW YORK STATE WEST
YOUTH SOCCER ASSOCIATION, INC.**

ARTICLE I - PURPOSES; DEFINITIONS

1. Purposes of the Corporation.

The New York State West Youth Soccer Association, Inc. is a service organization dedicated to the promotion and development of good sportsmanship and fair play through the game of soccer, and as such the purposes for which this Corporation has been organized are as follows:

- (a) The organization and promotion of the teaching of soccer skills.
- (b) To foster amateur sports competition by promoting, developing and governing youth soccer activities in the territory in which the activities of the Corporation are principally to be conducted and by coordinating these activities with similar organizations in other states and nations through affiliation with US Youth Soccer, the United States Soccer Federation, and the Federation Internationale de Football Association.

2. Definitions.

The following terms as used in these Bylaws shall have the respective meanings set forth below: "*NYSWYSA*", "*NYW*" or "*NY West*", "*the Corporation*" or "*the Association*" — The New York State West Youth Soccer Association, Inc.

"*USSF*" or "*Federation*" — The United States Soccer Federation

"*FIFA*" — Federation Internationale de Football Association

"*District*" — Individually or collectively, the six member locations within NYSWYSA (Binghamton, Buffalo, Rochester, Southern Tier, Syracuse, and Twin Tiers, as numbered on map, Exhibit B)

"*AGM*" - The annual membership meeting of the Corporation

"*BOD*" or "*Board*" - The Board of Directors of the Corporation

"*Club*" - Any of the entities listed on Exhibit A to these Bylaws, and any entity accepted for membership in the Corporation in the future and thereby authorized to register players with the Corporation under its auspices.

3. Fiscal Year.

The fiscal year of the Corporation shall begin on the 1st day of September and end on the 31st day of August of each year.

ARTICLE II - MEMBERSHIP

1. Membership Categories.

The NYSWYSA has the following categories of membership:

- 1) Associate Member
- 2) Club Member

Membership in NYSWYSA is not transferable or assignable. Membership terminates when NYSWYSA dissolves, when the Associate or Club Member dissolves, or as provided under these Bylaws.

2. Admission to Membership.

a. Club Member.

Each new Club Member shall be a soccer club registering more than twenty-five (25) players per fiscal year and registered as such on the membership roll book maintained at the State Office.

The District Commissioner shall propose each new club membership to the BOD for the district in which the proposed member has been organized. Club membership registration shall be made in writing upon a form specified by the State Office, and election to membership shall be made by resolution adopted by the BOD. Prior to being accepted into membership, each new club must have its bylaws approved by the NYSWYSA, and a copy of these

approved bylaws is to be placed on file at the State Office.

b. Associate Member.

Each new Associate Member shall be a soccer league consisting of a minimum of four (4) teams - from at least four (4) different clubs. A league desiring to become an Associate Member of NYSWYSA must submit a written application for membership to the BOD upon a form specified by the State Office. The applicant shall include with the application copies of its charter or articles of incorporation, bylaws, rules, regulations, any rules of play, and other documents appropriate to understanding the structure and activities of the league. Following a review of the application and accompanying documents verifying that they comply with NYSWYSA, US Youth Soccer and Federation requirements, election to membership shall be made by resolution adopted by the BOD.

The roster of existing members in good standing as of September 1, 2001 is hereto appended as bylaws Exhibit A.

3. Rules and Regulations.

All members of this Association shall operate in accordance with the duly approved rules, regulations, policies, and the laws of soccer as promulgated by F.I.F.A., U.S.S.F., US Youth Soccer, and this Association, and such other rules, regulations and policies as may be promulgated by the Board of Directors. The rules, regulations and other operating policies and procedures of the Association may be changed at the discretion of the Board of Directors.

4. Discontinuance of Membership.

4.1 The membership of any member shall cease upon withdrawal by the member by means of written notice of resignation furnished to the State Office.

4.2 The BOD shall have power to suspend or expel members and individual members/representatives thereof. Any resolution suspending or expelling a club or associate member or any of its members/representatives shall require the affirmative vote of a majority of the entire voting membership of the BOD. Prior to the adoption of such resolution, the affected club/associate member or member/representative thereof shall be furnished a notice in writing of the proposed consideration of such action by the BOD. That notice shall be sent by certified mail, return receipt requested, to the club/associate member or its member/representative not fewer than ten (10) days prior to the meeting of the BOD at which the action that is the subject of the notice is proposed to be taken. At the meeting of the Board, the affected member or member/representative thereof shall be afforded an opportunity to be heard by the Board concerning the proposed action prior to the vote thereon.

4.2.1. Without in any way limiting the authority of the Board to suspend or expel club/associate members or members/representatives thereof under any circumstances as to which it has determined that such action is appropriate, violation by a club/associate member or any of its members/representatives of the proprietary information policy set forth below shall be deemed to constitute misconduct warranting disciplinary review by the Board.

4.2.2. A suspended club/associate member or member/representative thereof shall be in bad standing during the period of the suspension. As such, the suspended club or associate member or any of its members/representatives shall be ineligible to vote at any membership meeting and shall be disqualified from participation in any NYSWYSA sanctioned match, tournament, or event.

4.3 Any member or member/representative thereof that is expelled or suspended from

membership in the Corporation by determination of the Board may appeal such action in conformity with the rules of the USSF.

4.4 Any club member that submits no paid registrations for an entire fiscal year shall be automatically removed from the membership rolls on September 1 of the next fiscal year. Each year, by August 31, every associate member shall submit a list of all club members that participated in its activities during the fiscal year just completed. Any associate member that fails to meet the participation requirements stated in Section 2b. above shall be immediately removed from the membership rolls. Any member that provides NYSWYSA with misleading participation information shall be subject to disciplinary action by NYSWYSA.

5. Designation of Meeting Delegates; Voting Weight of Members.

5.1 A qualified delegate may represent each member at membership meetings. A qualified delegate is a person who has attained the age of eighteen (18) years and who has been designated as such on the member's Club/League Information Form. This form must be filed with the NYSWYSA State Office not later than twenty days prior to the earliest permitted date of mailing of the notice of the meeting of the membership for which the delegate has been appointed. Each such listing of qualified delegates shall remain in effect until the designating member has filed a superseding notice.

5.2 Each delegate in attendance at a membership meeting shall be accorded the number of votes allocated to the member represented by the delegate. Each associate member shall have one (1) vote.

Each club member shall have a weighted voting strength as determined in accordance with the number of players currently registered with the Corporation by the member, as follows:

26 - 100 players	1 vote
101 - 300 players	2 votes
301 - 600 players	3 votes
601 - 1000 players	4 votes
1001 - 1500 players	5 votes
1501 - 2100 players	6 votes
2101 - 2800 players	7 votes
2801 - 3500 players	8 votes
3501 - 4300 players	9 votes
4301 or more players	10 votes

5.3 The voting strength of each member shall be provided to the Secretary by the State Office annually as of the date of mailing of the meeting notice for the AGM, and the Secretary shall record the strength certified to the membership roll.

6. Proprietary Information Policy

6.1. Except as authorized by the BOD, no member, person, or organization representing NYSWYSA in any capacity shall use or make available for use any data resulting from the US Youth Soccer or NYSWYSA Registration forms for non-US Youth Soccer/NYSWYSA/USSF activities and/or studies.

6.2 No member, person, or organization representing NYSWYSA in any capacity shall use the name of NYSWYSA, any of its trade names, trademarks, or names of any of its activities or sponsored events, without the prior written approval of the Board having

first been obtained.

7. Membership Meetings.

The AGM shall be held during the month of November each year, with the earliest possible date being the Sunday following the first Monday in the month of November. The BOD shall set and publish the date for the AGM by no later than June 1st each year.

The State Office shall cause to be mailed, emailed or facsimiled to every member in good standing, at its physical or electronic mail address or facsimile number as it appears on the membership roll book of the Corporation, a notice stating the time, place, and agenda for the annual meeting, at least thirty (30) days and no more than fifty (50) days prior to said meeting. When notice is given by first class mail, electronic mail or facsimile, notice shall be deemed to have been given on the date of mailing or transmission. Notwithstanding the foregoing, any notice by electronic mail or facsimile shall not be deemed to have been given if (1) the State Office is unable to deliver two consecutive notices to the member by electronic mail or facsimile; or (2) the State Office otherwise becomes aware that notice cannot be delivered to the member by electronic mail or facsimile transmission. Notwithstanding the above, the State Office shall send notice of meetings by first class mail to any member who requests in writing that notice of meetings be delivered by such method.

No notice need be given to any member who submits a signed waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the member or the member's authorized officer, director, employee, or agent by signing such waiver or causing his signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member.

All actions and policies adopted by the BOD during the previous year shall be reported to the NYSWYSA membership at each AGM.

Regular meetings of the Corporation shall be held at the site of the State Office or such other location as may be determined by the BOD.

The presence at any membership meeting of delegates having ten percent (10%) of the entire voting strength of the membership of the Corporation, including delegates appearing by proxy, shall constitute a quorum to conduct the business of the membership of the Corporation.

A membership roll showing the list of members and their respective delegates as of the record date, certified by the Secretary of the Corporation, shall be produced at any meeting upon the request therefor of any member which has given notice to the Corporation that such request will be made at least ten (10) days prior to such meeting. All persons appearing on such membership roll as qualified delegates shall be entitled to vote at the meeting, in person or by validly recorded proxy.

8. Special Meetings.

Special meetings of the membership of the Corporation may be called by the President, by a minimum of three voting members of the BOD who have joined in a written request for a membership meeting filed with the State Office; or by qualified delegates possessing not less than ten percent (10%) of the entire voting strength of the membership who have

joined in a written request for a membership meeting filed with the State Office. The proposed agenda for the meeting shall be included in the written meeting request filed with the State Office by the party calling the meeting. The State Office shall cause a notice of such meeting to be mailed, emailed or facsimiled to all members at their addresses as they appear in the membership roll book at least seven (7) days but not more than fifty (50) days before the scheduled date of such meeting. Such notice shall state the date, time, place, purpose of the meeting as set forth in the proposed agenda, and by whom called. When notice is given by first class mail, electronic mail or facsimile, notice shall be deemed to have been given on the date of mailing or transmission. Notwithstanding the foregoing, any notice by electronic mail or facsimile shall not be deemed to have been given if (1) the State Office is unable to deliver two consecutive notices to the member by electronic mail or facsimile; or (2) the State Office otherwise becomes aware that notice cannot be delivered to the member by electronic mail or facsimile transmission. Notwithstanding the above, the State Office shall send notice of meetings by first class mail to any member who requests in writing that notice of meetings be delivered by such method.

No notice need be given to any member who submits a signed waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the member or the member's authorized officer, director, employee, or agent by signing such waiver or causing his signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member.

No other business but 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.

9. Fixing Record Date.

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the record date for any such determination of members shall be the earliest date upon which such notice of the meeting or proposal may be given in accordance with these bylaws.

10. Action by Members without a Meeting.

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by the qualified delegates representing all members entitled to vote thereon. Such consent may be written or electronic. If written, the consent must be executed by the member or the member's authorized officer, director, employee or agent by signing such consent or causing his signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. Written

consent thus given by the member shall have full force and effect.

11. Proxies.

All qualified delegates entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for them by proxy. Every proxy must be in the form specified by NYSWYSA and it shall be valid only for the items of business and the meeting specified on the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Revocation shall be effective upon filing with the State Office, prior to the call to order of a meeting or prior to the action or consent taken or entered without a meeting, of a notice of revocation in the form specified by the State Office, signed and acknowledged in the manner above prescribed for proxies.

12. Order of Business. The order of business at all meetings of members shall be as follows:

1. Credentials report
2. Approval of the minutes of the previous AGM
3. Reports of committees
4. Reports of officers
5. Unfinished business
6. New business
 - 6.1 Bylaw Amendment Proposals
 - 6.2 Budget resolution
 - 6.3 Election of Officers
7. Good and welfare
8. Adjournment

The Annual Budget Resolution to be considered by the membership shall be presented in the following form: "Be it resolved that the budget adopted by the Board of Directors for the fiscal year commenced September 1, _____ [the same year as the date of the AGM] is hereby ratified and approved."

The action of the membership on the Annual Budget Resolution shall be advisory only. In the event of failure of the resolution, the Corporation shall continue to operate on the final budget adopted by the BOD. The President shall forthwith appoint a Budget Review Committee, which shall be a Committee of the Corporation, consisting of the President and one person selected from each district, none of which appointees (other than the President) shall be members of the BOD. The Budget Review Committee shall be responsible to report to the BOD, not later than 60 days following its formation, such recommended budget revisions, if any, as it determines to be advisable.

The BOD may accept or reject the recommendations of the Budget Review Committee in whole or in part as it determines to be in the best interests of the Corporation.

13. Membership Fees.

The Board of Directors shall adopt its tentative budget and the membership fee schedule at a regular meeting of the Board convened prior to September 1 of each year preceding the onset of the budgeted fiscal year. The tentative budget, but not the membership fee schedule, may be revised prior to the AGM, and as revised shall constitute the final budget for that year. Budget amendments, if needed, may thereafter be adopted by resolution passed with the concurring vote of a majority of the entire Board. Notice shall be promptly furnished to the membership of the adoption of any budget amendments which,

- (a) singly, or in the aggregate with the combined effects of prior budget amendments,

- create a material variation from the final budget adopted for the current fiscal year. A variation shall be deemed material if the dollar value thereof exceeds ten percent (10%) of the full amount of the final budget; or,
- (b) accompany the establishment of any major new corporate operational program.

ARTICLE III - OFFICE

The principal office of the Corporation shall be in such a location as deemed suitable by the Board of Directors to conduct the business of the organization. The Corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

ARTICLE IV - BOARD OF DIRECTORS

1. Management of the Corporation

- 1.1 The Corporation shall be managed by its BOD. The BOD shall consist of thirteen (13) voting members. They are the President, First Vice President, Second Vice President, Secretary, Treasurer, District Commissioners, the director of Registration & Data Base/Web Site Management, and the Director of Recreation. For purposes of Board action, the "entire Board" or "entire BOD" shall consist of twelve (12) directors. No person shall hold more than one elected/appointed Board position at any time with the following exception: A Board member may be chosen to assume at most one other Board position by filling a vacancy term — per Article IV, 7. Any Board member so elected shall have only one vote. Any person who is an officer, director, voting member of a club, or who receives remuneration for services (except as a coach or a referee) from a member club or an affiliated league, is ineligible to serve on the BOD.
- 1.2 The Officers and District Commissioners shall serve terms as Board Members that coincide with their elective terms as Officers and District Commissioners.
- 1.3 The director of Registration & Data Base/Web Site Management and the Director of Recreation shall be appointed for two (2) year terms in odd-numbered years by the President with the approval of the Officers and District Commissioners at the first BOD meeting following the AGM and in the same calendar year as the AGM. The term shall commence with the appointment and end with the appointment of a new director two years hence.
- 1.4 Contracts. The BOD may authorize any officer or officers, agent or agents, to execute and deliver any instruments in the name of and on behalf of the Corporation in connection with any contractual obligation approved by the BOD, and such authority may be general or confined to specific instances.
- 1.5 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the BOD. Such authority may be general or confined to specific instances.
- 1.6 Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the BOD.
- 1.7 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the BOD may select.

2. Election of District Commissioners.

- 2.1 The geographic area served by the activities of the Corporation is divided into six districts, the names and boundaries of which are set forth and delineated on Bylaws

Exhibit B.

- 2.2 The members of the Corporation located in each district shall be represented on the Board of Directors by a single Commissioner designated by election from that district in accordance with these Bylaws.
- 2.3 District Commissioners shall be elected to serve a two-year term at meetings of the members of the Corporation convened within the respective districts between September 1 and October 1 of alternating years as specified below. Each two-year term shall commence with the date of the election and end with the election of a new Commissioner. Commissioners representing even-numbered districts are to be elected in even-numbered years and Commissioners representing odd-numbered districts are to be elected in odd-numbered years. The Operations Manager shall be responsible for mailing-out notices of the date of the District Election Meeting to the members of NYSWYSA located within each district in which a biannual election is due to be held at least 30 days prior to the date of the meeting which is the subject of the notice. The election date in each district shall be proposed by the incumbent Commissioner from that district. The notice shall specify the date, time, and location within the geographic boundaries of the district at which the biannual election meeting is to be convened.
 - 2.3.1. In the election of District Commissioners, each member of the corporation organized within that district of the Commissioner to be elected shall have the same number of votes as accorded to it for general meetings of the membership.
 - 2.3.2. The results of the election of a District Commissioner shall be communicated to the State Office of the corporation by means of a Certificate of Election subscribed by the chairperson and the secretary of the election meeting. Each such Commissioner shall be seated as a member of the Board of Directors at the next meeting of the Board convened at or following the AGM next convened following his or her election.

3. Responsibilities of District Commissioners.

All District Commissioners shall be responsible to:

- (a) Regularly attend all BOD meetings and state functions of the Corporation.
- (b) Promote the game of soccer and the NYSWYSA within their districts.
- (c) Communicate BOD business to their district members.
- (d) Communicate member business to BOD.
- (e) As requested by the State Office, assist in assuring compliance with all state rules and regulations within their districts.
- (f) Represent the Corporation at Travel League/Premier League meetings in the District.
- (g) Market and promote the Corporation to recreational clubs within the District.
- (h) Assist the State Office in the promotion of the Recreational Soccer/Soccer Start/TOPSoccer programs and others within the District.

4. Increase or Decrease in Number of BOD Members.

The number of Board Members may be increased or decreased only by amendment of the Bylaws.

5. Removal of BOD Members.

Any or all of the Board Members may be removed for cause by majority vote of the members, or by the affirmative vote of not less than two-thirds of the entire BOD.

6. Resignation.

A Board Member may resign at any time by giving written notice to the BOD, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the

resignation shall take effect upon receipt thereof by the BOD or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. Newly Created Directorship Offices and Vacancies.

7.1 Vacancies on the BOD resulting from an increase in the number of Board Members or otherwise occurring, shall be filled by a vote of a majority of the Board Members currently in office. A Board Member elected to fill a vacancy shall hold office for the remainder of the vacancy term.

7.2 Temporary Vacancies on the BOD. In the event a Member of the Board is temporarily unable to serve in his/her elected or appointed capacity for an extended period of time, he/she may appoint —with the approval of the Executive Committee — a temporary replacement to serve in a non-voting capacity for a maximum of three (3) consecutive months.

8. Quorum for the BOD.

A simple majority of the entire BOD shall constitute a quorum for the transaction of business or of any specified item of business.

9. Places and Times of the Board Meetings.

The BOD shall hold its meetings on the 2nd Sunday of the month, or as directed by the BOD, at the State Office of the Corporation or at such other places, either within or without the state, as it may from time to time determine.

10. Regular Meetings. There shall be a minimum of six (6) regular Board meetings per fiscal year of the Corporation.

11. Notice of Meetings of the Board; Adjournment.

Regular meetings of the BOD may be held upon at least ten (10) days' notice to all Board Members at such time and place as it shall from time to time determine. Special meetings of the BOD that may be called by the President or by the written request of a minimum of five (5) of its Members, shall be held upon at least three (3) days' notice to each Board Member. Notice shall be furnished in writing delivered either personally, by electronic mail or by facsimile telecommunication. When notice is given by first class mail, electronic mail or facsimile, notice shall be deemed to have been given on the date of mailing or transmission. Any notice by electronic mail or facsimile shall not be deemed to have been given if (1) the Corporation is unable to deliver two consecutive notices to the director by electronic mail or facsimile; or (2) the Corporation otherwise becomes aware that notice cannot be delivered to the director by electronic mail or facsimile telecommunication. Notice of a meeting need not be given to any Board Member who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting the failure of notice prior to or at the call to order. Such waiver of notice may be written or electronic.

A majority of the BOD present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Board Members who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Board Members.

12. Chairperson

At all meetings of the Board, the President, or in his/her absence the First Vice President, or in his/her absence the Second Vice President shall preside.

13. Committees

13.1 Committees of the Board. The Board, by resolution adopted by a majority of the

entire Board, may designate, from among its members, Committees of the Board, each consisting of three (3) or more directors, and each of which, to the extent provided in the resolution or in the certificate of incorporation or these by-laws, shall have all the authority of the Board, except with respect to those matters prohibited by law or restricted by these By-Laws. Consistent with these By-Laws, the Board shall appoint an Executive Committee, Financial Review and Policies Committee, and Adjudication Committee as Committees of the Board.

13.2 Committees of the Corporation. The Board of Directors may authorize Committees of the Corporation as may be deemed desirable. The President shall appoint the members of such committees with the approval of the Board. All actions of a Committee of the Corporation shall be subject to the approval of the Board and no such committee shall have the power to bind the Board. Additionally, notwithstanding any contrary resolution of the Board, any committee which includes at least one non-director is a Committee of the Corporation. Each such committee shall have only the powers specifically delegated to it by the Board and shall not have powers which by law cannot be delegated to a committee.

13.3 The Executive Committee. The Executive Committee shall be a Committee of the Board and shall consist of the President, who shall serve as its chairperson, and the First Vice President, the Second Vice President, the Secretary, the Treasurer, and one other Board Member designated by the entire BOD. It may act on behalf of the Corporation in any matter not prohibited by statute or these bylaws when the BOD is not in session, reporting to the BOD for its ratification of the committee actions at either regular meetings of the BOD or special meetings called for the purpose, among others as may be specified, of reviewing such actions. Without limiting the foregoing general grant of authority, the Executive Committee is specifically authorized by the BOD to: maintain membership discipline, including the imposition of suspensions; commence or defend litigation in the name of the Corporation; institute and negotiate contractual relationships, provided that the approval of the BOD shall be required to enter into any such contracts; and direct all corporate communications.

13.4 The Budget Committee. The Budget Committee shall be a Committee of the Corporation and shall consist of the Treasurer, who shall serve as its chairperson, and three other members, at least one of whom shall be a member of the BOD. The Budget Committee shall be responsible to prepare each annual budget for the Corporation and to file its proposed budget with the NYSWYSA State Office not fewer than seven (7) days prior to the meeting of the BOD convened in July of each year whereat the tentative budget is to be proposed to the BOD for the ensuing fiscal year. This committee shall also be responsible to report to the BOD not less frequently than four times per year concerning the financial operations of the Corporation measured against budget.

13.5 The Financial Review and Policies Committee. The Financial Review and Policies Committee shall be a Committee of the Board and shall have the full authority of the Board with respect to those matters delegated to it as set forth in this Article IV, Section 13.5. The role of the Financial Review and Policies Committee is to provide oversight with respect to the Corporation's annual financial review and management report of financial controls. The Financial Review and Policies Committee shall consist of at least three (3) directors and all members of the Financial Review and Policies Committee shall qualify as Independent Directors, as set forth in Article IV, Section 16. The Financial Review and Policies Committee shall have responsibility for the following matters:

(a) overseeing the adoption of, implementation of, and compliance with the Conflict

- of Interest Policy and Whistleblower Policy adopted by the Board of Directors and as amended from time to time;
- (b) overseeing the accounting and financial reporting processes and internal controls of the Corporation and the financial review of the Corporation's financial statements;
- (c) annually recommending the retention or renewing the retention of an independent accounting firm to conduct the financial review;
- (d) review with the independent accounting firm the scope and planning of the financial review prior to the commencement of the review, and report on such to the Board of Directors;
- (e) upon completion of the financial review, review and discuss with the independent accounting firm and report on such to the Board of Directors:
 - i. the results of the financial review and any related management letter;
 - ii. any material risks and weaknesses in internal controls identified by the accounting firm;
 - iii. any restrictions on the scope of the accounting firm's activities or access to requested information;
 - iv. any significant disagreements between the accounting firm and management;
 - v. the adequacy of the Corporation's accounting and financial reporting processes; and
- (f) annually consider the performance and independence of the independent accounting firm, and report on such to the Board of Directors.

13.6 The Adjudication Committee. The Adjudication Committee shall be a Committee of the Board. This committee shall be responsible to consider and adjudicate:

- (a) Allegations of assaults and abuses on referees and assistant referees.
- (b) Decisions of members within the Corporation.
- (c) Decisions of any individual, committee, or group having responsibility for administering an activity conducted or sponsored by the Corporation, and to conduct appellate review of any Corporation disciplinary action from which review is sought, and shall exercise that jurisdiction in conformity with the rules governing appeals promulgated by the United States Soccer Federation and US Youth Soccer as from time to time amended.

A decision of the Adjudication Committee is a final decision of the Corporation. The decision may be appealed only to the United States Soccer Federation.

13.7 The Nominating Committee. The Nominating Committee shall be a Committee of the Corporation and shall consist of two Board members, one of whom shall serve as its chairperson, and two other members. This committee shall be responsible to identify potential candidates, to assist the BOD in nominee recruitment, and to develop recommendations to the President of persons proposed for election/appointment to fill present or impending vacancies on the BOD and any committees. From those recommendations made to the President, a report shall be made by him/her to the BOD. The notice to the membership containing the information about the AGM shall include a listing of all individuals seeking elections to those positions up for elections.

14. Written Consent of BOD or Committee Members; Meetings by Conference Telephone.

- 14.1 Any action required or permitted to be taken by the Board of Directors or any committee may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent

may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. Each resolution so adopted and the required written consents by members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

- 14.2 Any one or more members of the Board of Directors or of any committee of the Board of Directors may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by these means constitutes presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director or committee member can participate in all matters before the Board or committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee.

15. Conflicts of Interest. All directors and members of committees with powers delegated by the Board of Directors shall abide by the Conflict of Interest Policy adopted by the Board of Directors and as amended from time to time, which sets forth guidelines for handling perceived, potential or actual Conflicts of Interest and addresses procedures and disclosures of Related Party Transactions.

16. Independent Directors. To the extent required by law, these By-Laws or a resolution of the Board, the following definitions shall apply for purposes of determining whether a director qualifies as an Independent Director. When a director must be an Independent Director for purposes of committee membership or Board action, he or she must disclose his or her qualification as an Independent Director before he or she is selected to the committee or before any such Board action and such qualification must be documented in the Board or committee meeting minutes. Any time thereafter, all Independent Directors must disclose any circumstances which would disqualify him or her from being an Independent Director. In the event a director is rendered ineligible during the time of his or her service on the Financial Review and Policies Committee, he or she must resign from the Committee immediately and the Board may fill the vacancy with an Independent Director, provided the appropriate documentation of such Independent Director's qualifications is included in the minutes of the Board meeting where such vacancy is filled.

An "Independent Director" means a director who:

- (a) is not, and has not been within the last three years, an employee of the Corporation or an Affiliate of the Corporation, and does not have a Relative who is, or has been within the last three years, a Key Employee of the Corporation or an Affiliate of the Corporation;
- (b) has not received, and does not have a Relative who has received, in any of the last three fiscal years, more than \$10,000.00 in direct compensation from the Corporation or an Affiliate of the Corporation (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director); or

- (c) is not a current employee of or does not have a Substantial Financial Interest in, and does not have a Relative who is a current officer of or has a Substantial Financial Interest in, any entity that has made Payments to, or received payments from, the Corporation or an Affiliate of the Corporation for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of \$25,000.00 or 2% of such entity's consolidated gross revenues.

For purposes of this paragraph:

- (a) "Payment" does not include charitable contributions;
- (b) "Affiliate" of the Corporation means any entity controlled by, in control of, or under common control with the Corporation;
- (c) "Key Employee" includes all employees of the Corporation who are in a position to exercise substantial influence over the affairs of the Corporation;
- (d) "Relative" means his or her (A) spouse, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren; or (B) domestic partner; and
- (e) "Substantial Financial Interest" includes all forms of direct or indirect financial interests, which in the discretion of the Board of Directors constitutes a substantial interest, given due consideration to the material facts and circumstances of the interest as disclosed by the director.

ARTICLE V - OFFICERS

1. Officers, Elections, Terms.

All officers shall be elected by the membership at the AGM to hold two-year terms. The President, Second Vice President, and Secretary shall be elected at the AGM convened in odd-numbered years. The First Vice President, and Treasurer shall be elected at the AGM convened in even-numbered years. Each officer shall hold office for the terms for which he/she is elected or appointed and until his/her successor has been elected or appointed and qualified. Beginning January 1, 2016, an employee of the Corporation shall not be the Chairman or hold any other title with similar responsibilities.

2. Removal, Resignation, Salary

2.1 In the event of the death, resignation, or removal of an officer, the BOD in its discretion may elect a successor to fill the remaining balance of the vacancy term. The remuneration, if any, of all Board Members shall be fixed by the BOD. Any officer who is absent from any two successive meetings without just cause, as determined by the BOD, shall be deemed to have resigned from that office by operation of a resolution finding such absence without just cause adopted by the BOD.

2.2 The BOD may suspend the authority of an officer to act as such by adopting a

resolution finding cause therefor. Upon suspension of an officer, a special meeting of the membership shall be convened on notice as specified in Article II, Section 6 of these bylaws to consider the question of removal of the officer in accordance with Section 714(a) of the Not-for-Profit Corporation Law.

3. President

The President shall preside at all meetings of the Board of Directors and of the membership. He/she shall nominate all appointed Board Members and members of committees not otherwise herein specified to serve because of their office. The President shall also chair the Executive Committee and serve ex-officio on all other committees.

4. First Vice-President

The First Vice-President shall assist the President in his/her duties and shall exercise the powers of the President in the latter's absence. He or she shall also be a member of the Executive Committee, and shall serve, as appointed, on other committees.

5. Second Vice-President

The Second Vice-President shall assist the President in his/her duties and shall exercise the powers of the President in the absence of both the President and the First Vice President. He or she shall also serve, as appointed, on other committees, shall be a member of the Executive Committee, and shall oversee and conduct the annual performance reviews of any paid employees of the Corporation as specified by the BOD.

6. Secretary.

The Secretary shall record the minutes of all meetings of the Association. He or she shall be a member of the Executive Committee and serve, as appointed, on other committees.

7. Treasurer.

The Treasurer shall have charge of the funds and securities of the Corporation and shall cause them to be deposited in depositories approved by the BOD. He/She shall see that accurate record is kept of the funds and securities and shall submit a statement of the financial condition and operating activity at all regularly scheduled BOD meetings. All checks upon bank accounts of the Corporation shall be signed as directed by resolution of the BOD. He/She shall be bonded in accordance with Section 8 below with such sureties and in such amounts as are specified by the BOD. The Treasurer shall have charge of all properties of the Corporation and shall act as a coordinator in the conduct of corporation business. He/She shall approve the travel expenditures of the President. The Treasurer shall also chair the Budget Committee and be a member of the Executive Committee.

8. Sureties and Bonds.

In case the **BOD** shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the **BOD** may direct, conditioned upon the faithful performance of his/her duties to the Corporation and including responsibility for negligence and for the accounting for all property funds or securities of the Corporation which may come into his/her hands.

9. Indemnification

9.1 The Corporation shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, by reason of the fact that the person or person's testator or intestate is or was a director or officer of the Corporation or serves or served any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the

Corporation, and the Corporation may advance such person's related expenses, to the full extent permitted by law. The Corporation may purchase and maintain insurance to indemnify the Corporation and its Board of Directors to the full extent indemnification is permitted by law.

9.2 In no case, may the Corporation indemnify, reimburse, or insure any person for any taxes imposed on that individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of section 509 of the Code then, during that time, no payment may be made under this Article if the payment would constitute an act of self-dealing or a taxable expenditure, as defined in § 4941(d) or § 4945(d), respectively, of the Code.

9.3 If any part of this Article is found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Article VI — CONFORMITY TO USSF REQUIREMENTS

1. Membership Open.

Membership in this Corporation shall be open to any amateur soccer organizations functioning within the geographic area served by the Corporation as described in Article IV, Section 2.1 and Corporation Bylaws Exhibit B. Membership in all member clubs shall be open to all soccer players, coaches, trainers, managers, administrators, and officials not subject to suspension in accordance with Section 4 of Bylaw 241 of the United States Soccer Federation.

2. Nondiscrimination Policy.

This Corporation shall not discriminate against any individual on the basis of race, color, age, sex, religion, national origin, or sexual orientation.

3. Governing Effect of USSF Regulations.

The Federation articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of the Corporation and its members to the extent applicable under state law, and the Corporation and its members will abide by those articles, bylaws, policies, and requirements.

4. Associations Resulting in Conflict with Federation Regulations.

The Corporation will not join any organization that has requirements that conflict with the Federation's articles, bylaws, policies, and requirements.

5. Registration with the Federation.

The Corporation, directly or through other state and/or national affiliates, register all its players, coaches, teams, referees, and administrators with the Federation at least once each year and timely pay all dues and fees to the Federation.

6. Interplay Regulations.

The Corporation and its members will abide by the Federation's articles, bylaws, policies, and requirements on interplay.

7. Annual Report to Federation.

The Corporation shall provide to the Secretary General of the Federation an annual report on the activities of the Association and most current annual financial statements within 90 days after the start of the Federation's seasonal year.

8. Submission of Constitutive Documents to the Federation.

The Corporation will (A) provide annually to the Federation copies of the Corporation's Articles of Incorporation, Bylaws, and other governing documents, (B) submit changes to those documents to the Federation for approval not later than 90 days after adoption, and (C) make copies of those documents available to its members.

9. Grievances and Appeals.

The Corporation will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include that all grievances involving the right to participate and compete in activities sponsored by the Federation and the Corporation and its members may be appealed to the Federation's Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.

10. Tax-Exempt Status. The Corporation shall at all times maintain its tax-exempt status under the Internal Revenue Code.

11. Policies Against Abuse.

The Corporation shall, promptly upon adoption of the bylaws amendment incorporating this provision, adopt policies prohibiting sexual and physical abuse, which policies shall meet and be maintained to conform with minimum criteria established by the Federation, except to the extent that such conformity would affront state or local legal requirements to which the Corporation is subject.

11.1 Risk Management Policy

The Corporation has comprehensive and detailed Risk Management documentation, processes and procedures in place to help ensure the safety of the membership's youth players. This is accomplished through thorough background checks of all adults including Coaches, Assistant Coaches, Managers, and etc. that come in contact with the youth players.

In addition, every possible measure is taken to protect the privacy of any individual that is subjected to the Risk Management approval process. All Risk Management documentation and files are retained in secure cabinets and computers within the confines of the NYSWYSA State Office under the supervision of the NYSWYSA State Office Operations Manager.

Recognizing the importance of its membership understanding the various aspects of Risk Management, the Corporation offers free educational presentations to any its affiliated organizations.

12. Federation Oversight.

The Corporation will allow the Federation to review the documents and procedures of the Corporation, on request of the Federation not less than once every 4 years, to determine compliance with the bylaws of the Federation.

ARTICLE VII - SEAL

The seal of the Corporation shall be maintained by the Secretary of the BOD. Copies of

the seal will be provided to individuals as authorized by the BOD.

ARTICLE VIII - CONSTRUCTION; PROCEDURES

1. If there be any conflict between the provisions of the Certificate of Incorporation and these Bylaws, the provisions of the Certificate of Incorporation shall govern.
2. Except as otherwise specified in the Certificate of Incorporation or these Bylaws, all meetings and proceedings of the membership, district meetings and conventions, the BOD, and its committees shall be procedurally governed by Robert's Rules of Order.

ARTICLE IX - AMENDMENTS

1. Amendments by the Members.

The bylaws may be amended by the members at the AGM. Any amendment to the by-laws proposed by a member must be filed with the State Office not more than one hundred twenty (120) and not fewer than sixty (60) days prior to the AGM. Notice of the filing of such proposal and the text thereof shall be included by the State Office in the required notice of the AGM. Adoption of any properly proposed amendment by the membership shall require the affirmative vote of not less than two-thirds of the voting strength of the members present at the AGM constituting a quorum.

2. Amendments by the Board.

Bylaws may also be amended by the BOD. A motion to amend the bylaws may be placed on the table at any duly convened meeting of the BOD. The vote on such motion shall not be taken at the meeting in which it is first placed on the table. Written notice of the proposed amendment and the text thereof shall be furnished to the members by the State Office following the adjournment of the meeting of the BOD at which it is first placed on the table. At any meeting of the BOD held (i) not fewer than twenty-one (21) days following the transmittal of that notice to the membership and (ii) on written notice of such meeting to the BOD that the question presented by the motion to amend will thereat be considered, the Board may adopt the proposed amendment by the affirmative vote of not less than two-thirds of the entire BOD.

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