**BYLAWS of NORTHERN CHAUTAUQUA SOCCER ASSOCIATION, INC.**

**Approved November 13, 2017**

**ARTICLE I—Organization, Purpose, and Powers**

1. **Name.** The name of this organization shall be the Northern Chautauqua Soccer Association, Inc. (hereinafter NCSA or Association), a Type B 501(c)(3) not-for-profit corporation incorporated under New York law.
2. **Purpose.**
	1. **Mission.** To provide an exceptional youth soccer experience appropriately structured to accommodate any level of play commensurate with the players' individual ability, potential, and interest and to promote a positive youth sports culture that teaches life lessons for all players in the Northern Chautauqua Soccer Association community.
	2. **Vision.** NCSA aspires to be an outstanding educational-athletic organization that:
		1. Provides quality player development through exceptional coaches and volunteers;
		2. Promotes a love of soccer and a healthy lifestyle; and
		3. Inspires pride and the highest level of sportsmanship in our players, coaches, and parents.
	3. **Values.** The mission and vision statements of NCSA is supported by these values:
		1. An emphasis on player development focusing teaching technical soccer skills, tactical training, and problem solving,
		2. The importance of physical fitness; speed and agility; and strength and endurance.
		3. Psycho-social needs relating to teamwork, sportsmanship, and leadership.
		4. Coach development and training that emphasizes positive coaching and incorporates character building, creativity, flexibility, integrity, age appropriate challenges, and player growth.
		5. A structure that allows for referee skill development.
		6. Zero tolerance for inappropriate behavior. It is the responsibility of all members, including coaches, players, parents, to maintain the highest standards of conduct for themselves, the players, and supporters in all matches. Abusive, confrontational and obscene language, violent play/conduct, fighting, and other behavior detrimental to individuals, the game, and the sport will not be tolerated.
3. **Powers.** NCSA shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the Association is organized, and to aid and assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Association may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.
4. **Fiscal Year.** NCSA’s fiscal year shall run from September 1 through August 31 of each year.
5. **Affiliations.** NCSA shall affiliate with New York State West Youth Soccer Association (NYSWYSA) in conjunction with U.S. Youth Soccer Association (USYSA), and U.S. Soccer Federation (USSF). NCSA members, players, coaches, and personnel shall adhere to the rules, regulations, and bylaws of those associations to the extent their activities are connected with NCSA. USSF articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of NCSA, to the extent applicable under state law, and NCSA will abide by those articles, bylaws, policies, and requirements. The NCSA will abide by the USSF's articles, bylaws, policies and requirements on interplay.

Article II—Executive Board

1. Executive Board. An Executive Board (hereinafter Board) shall govern the organization. The Board shall have the power to adopt such policies and authorize such actions as it shall determine to be appropriate for the furtherance of the stated purposes of the Association. It shall be subject only to such limitations as may be contained in its bylaws, the laws of the United States, or the laws of the state of New York.
2. Composition and Term of Service. The Executive Board shall consist of the Association’s officers (see Article III below) plus three Delegates-at-Large. Delegates-at-Large shall have full voting rights and be responsible for tasks as deemed appropriate by the officers. The term of each Board member shall be two years, with the term commencing on January 1 and ending on December 31. The President, Secretary, and one Delegate-at-Large shall be elected for terms commencing in odd-numbered years and the Vice-President, Treasurer, and two Delegates shall be elected for terms commencing in even-numbered years.
3. Election to the Board. The Vice-President or, in his/her absence, such person as designated by the President, shall supervise the election at the Annual Meeting. All votes are to be cast on an official ballot prepared by the Vice President. A plurality of votes cast will be required to elect. If an Association member who is nominated for office is not present at the Annual Meeting, a letter of acceptance must accompany the nomination. A person may be nominated from the floor at the Annual Meeting. Vacancies occurring on the Board will be filled by President appointment until the next election by vote of the remaining members of the Board.
4. Nominating Committee. A Nominating Committee shall be formed at a summer Board meeting. The Nominating Committee shall be chaired by the Vice-President and shall consist of two additional members. Selection of the additional members shall be by blind draw from those interested. The Nominating Committee shall present a full slate at a fall Board meeting. All nominations will be accepted.
5. Management of NCSA Property. Property of the Association may be used in accordance with Board directives. The Board shall not incur any debt or liability, or any combination of debts or liabilities, exceeding the net assets of the Association. All disbursements of Association funds shall be by check or NCSA-authorized credit card which shall be signed by the Treasurer and either the President or Vice-President when in an amount exceeding $1,000 and by the Treasurer when in an amount equal to or less than $1,000. The Travel Soccer Committee’s Financial Coordinator (see Article VI.1. below) shall have the same check-writing authority as the Association’s Treasurer.
6. Insignia, Colors, Badges, and Flags. The Board may adopt insignia, uniform styles, colors and emblems, and flags for the Association as it deems suitable.
7. Signatures on Contracts and Formal Documents. Contracts and formal documents will be signed by two officers or by two Association members whom the Board shall designate.

# Article III—Officers and Duties

1. **Designation of Officers.** The Officers of the Association shall be President, Vice-President, Treasurer, and Secretary.
2. **President.** The President shall be the Chief Executive Officer of the Association. The President shall preside at all Board meetings, appoint chairs/director to all committees and focus groups of the Association, and oversee the daily operation and running of the Association.
3. **Vice**-**President.** The Vice-President shall perform the duties of the President in the President’s absence, and shall work with the President on certain affairs of this organization such as intra-association tournaments or play, league participation, and public relations. The Vice-President shall perform such other duties as are usual to the office or as requested by the President, including supervising the Board elections at the Annual Meeting.
4. **Secretary.** The Secretary shall record the minutes of all meetings, keep records of those present, and supervise correspondence. He/she shall be responsible for past minutes and submit copies of the minutes of all Board meetings to the Board members before the next meeting. Board minutes will be available to members of the Association, after being accepted by the Board. Minutes of membership meetings will be made available to and approved by the membership. All minutes and changes must be dated and housed permanently. The Secretary shall be responsible for the distribution of team rosters and player passes, and may, at his/her own discretion, appoint an assistant, which shall be a non-board position. The Secretary shall maintain a copy of current Bylaws and Robert’s Rules of Order at all meetings.
5. **Treasurer.** The Treasurer shall collect all dues and registration fees, be responsible for the deposits of all monies of the Association in a bank account authorized by the Board, keep detailed accounts of the income and expenditures of the Association, submit monthly reports at each regular meeting as well as quarterly reports, and pay all bills approved by the Association. The Treasurer shall be bonded unless this requirement is waived by the Association and shall also be responsible for insurance coverage.

Article IV—Meetings

* 1. **Annual Meeting.** NCSA’s Annual Meeting for the election of Board members and transaction of general Association business shall be held during the month of November at a time and place to be determined by the Board. Notice of the Annual Meeting shall be communicated to the Membership not less than ten days in advance thereof.
	2. **Regular Meetings.** Regular meetings of the Board shall be held regularly on a day deemed most suitable by the Executive Board at a time and place designated by the Board. The President shall set the agenda for all regular meetings.
	3. **Special Meetings.** The President. a majority of the Board, or a minimum of twenty members may call a special meeting of the Board at any time. 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.
	4. **Notice of Meetings of the Board.** The Secretary, or the person or persons calling the meeting, shall notify all Board members of the date, time, place, and tentative agenda for all regular and special meetings at least ten days in advance of the meeting.
	5. **Quorum.** A simple majority of the Board members shall constitute a quorum for the transaction of business at all meetings of the Board.
	6. **Attendance.** Any member of the Board who is absent from three consecutive meetings without justifiable excuse may be removed from the Board by a two-thirds majority vote of the Board, provided notice of such action is furnished.
	7. **Conducting Urgent Business Electronically.** In the event of the need to conduct urgent business before the next scheduled Board meeting and without the ability to schedule a special meeting, business may be conducted via telephone or electronically (e.g., e-mail, text message, or Google group). Discussion of the urgent matter will be allowed with votes collected electronically and documented appropriately.

All meetings shall be governed by Robert’s Rules of Order.

**ARTICLE V—Membership**

1. **Nondiscrimination Policy.** NCSA shall not discriminate against any individual or group of individuals on the basis of race, color, age, sex, religion, national origin, sexual orientation, or disability.
2. **Membership.** The membership of the NCSA shall be open to any soccer players, coaches, managers, administrators, and officials not subject to suspension under Section 4 of Bylaw 241 of the USSF Bylaws. A member is defined as a parent or guardian of a player currently playing for an NCSA team or a coach, manager, board and/or committee member, or other support position if not already a member by nature of being a parent or guardian of a player. Only members 18 years or older as of the date of registration are eligible to vote at the annual meeting. Only members in good standing, which includes but is not limited to financial and risk management criteria, can serve in any official capacity within NCSA.
3. **Termination of Membership.** The membership of any member shall be terminated upon death; the member’s written request for termination delivered to the president or secretary of the association; or the member’s expulsion by the Board. Upon termination of membership, any right, title, or interest of the member in or to the property and assets of the association shall cease.
4. **Suspension and Expulsion of Members.**

# Grounds for Suspension or Expulsion. Any member may be suspended or expelled from NCSA for willful infractions of the NCSA rules or bylaws, or for acts of conduct that the Board may deem disorderly, injurious, or hostile to the interests or objectives of NCSA. The Board must give notice to such offending member of the proceedings against him/her and he/she will be provided an opportunity to be heard in his/her own defense. A person who has been expelled from NCSA may not have a new membership considered for a period of two years. Reinstatement must go before the Board.

* 1. Initiation of Suspension or Expulsion. Proceedings under this section shall be initiated by resolution of the Board or on complaint against any member signed by ten other members and filed with the Secretary. On adoption of the resolution or receipt of the complaint, the Board shall schedule the matter to be heard at the first regular, or if necessary a special, meeting of the Board. The Secretary shall deliver to the accused member, at least five days prior to the date of the hearing, a copy of the time and place of hearing.
	2. Hearing. The President shall preside at the hearing and shall read the charges against the accused member. Such member shall be allowed to make a statement on his/her own behalf, question opposing witnesses, and call witnesses on his/her own behalf. In the event that the accused member is the President, the Vice President shall preside at the hearing.
	3. Determination of Hearing. The Board may, by the affirmative vote of a majority of its members, request the offending member to resign or may suspend or expel the member. Should he/she decline to resign following such request, the Board shall strike the member’s name from the rolls.
	4. Proceedings. All such proceedings shall be in compliance with the requirements of USYS, USSF, and NYSWYSA.
	5. Hearing and Appeal Procedures. NCSA will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. These procedures shall include that all grievances involving the right to participate and compete in activities sponsored by the USSF, and NYSWYSA, and the NCSA may be appealed to the USSF’s Appeals Committee in accordance with NYSWYSA bylaws and policies. The Federation’s Appeals Committee shall have jurisdiction to approve, modify or reverse a decision. A decision rendered by NCSA or NYSWYSA from which an appeal is taken is not suspended pending the final decision of the Federation’s Appeals Committee unless the Committee otherwise ordered. The decision made by the NCSA or the NYSWYSA may be upheld, revised, or reversed and remanded.

**ARTICLE VI—Committees**

1. **Concord Futbol Club Travel Soccer Committee.** Concord Futbol Club (CFC) administers the competitive (travel) spring and fall soccer programs of NCSA. It is managed by a seven-member CFC Travel Soccer Committee to be led by a Director of Travel. The Director of Travel shall be appointed by the NCSA President and approved by the Board. The Director of Travel shall be responsible for appointing other members of the Travel Soccer Committee, including but not limited to a Travel Soccer Committee Financial Coordinator, who shall have duties similar to those of the Association’s Treasurer but related to the travel soccer program.
2. **House League Committee.** The House League Committee administers the summer soccer program of NCSA. The House League Committee consists of all Board members plus age-division coordinators and other support positions as are necessary.
3. **Committees.** The Board may, by resolution adopted by a majority of the officers then in office, designate one or more other committees/focus groups, each consisting of one or more Board officers, to serve at the Board’s directive. Any committee/focus group, to the extent provided in the resolution of the Board, shall have all the authority of the Board.
4. **Meetings and Action of Committees and Focus Groups.** Meetings and actions of the committees/focus groups shall be governed by and held and taken in accordance with the provisions of Article IV of these Bylaws. Special meetings of the committee/focus group may also be called by resolution of the Board. Notice of special meetings of committees/focus groups shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee/focus group. Minutes shall be kept of each meeting of any committee/focus group and shall be filed with the corporate records. The Board may adopt rules for the governing of the committees/focus groups not inconsistent with the provisions of these Bylaws.

**ARTICLE VII—Amendments**

1. These Bylaws may be amended by the Board at any two consecutive regular Board meetings by a two-thirds vote of the entire Board. Amendments made by the Board must be reported to the membership of the Association at the Annual Meeting. These Bylaws may also be amended by a two-thirds vote of the membership present at the Annual Meeting. A notice of a proposed amendment must be included with the meeting notice.
2. The Bylaws shall be reviewed at least every two years. A committee to review the Bylaws shall be chaired by a person appointed by the President and shall additionally consist of a minimum of two other members, but limited to a total maximum of five members.

**ARTICLE VIII—Dissolution**

NCSA, Inc. may be dissolved by simple majority vote of eligible members present at a meeting called to consider such action. In the event of dissolution, the property of NCSA shall be distributed by transfer to an affiliated organization or to other such non-profit organizations as the Board shall determine by resolution.