

THRUWAY LEAGUE CUP (TWLC) BYLAWS: 2009

Article I- Purposes, Definitions, Hierarchy

1. Purposes of the Corporation

The Thruway League Cup (TWLC) is a service organization that is dedicated to the promotion and development of good sportsmanship and fair play through the game of soccer, and as such, the purpose for which this corporation has been organized are as follows:

To foster youth sports competition by promoting, developing and governing youth soccer activities, including adult coaching, in the great Syracuse, NY area by coordinating and administering these activities with member clubs affiliated with New York West Youth Soccer Association, Eastern New York Youth Soccer Association, through the United States Youth Soccer Association.

2. Definitions

The following terms as used in the Bylaws shall have the respective meanings set forth below:

“TWLC” or “the Corporation” or “the League” – *The Thruway Cup League*

“NYSWYSA” – *The New York State West Youth Soccer Association, Inc.
(A National State Association of USYSA)*

“ENYYSA” – *The Eastern New York Soccer Association, Inc.
(A National State Association of USYSA)*

“USYSA” – *The United States Youth Soccer Association*

“USSF” or “Federation” – *The United States Soccer Federation*

“FIFA” – *The Federation of Internationale Football Association*

“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 the membership in the Corporation in the future and thereby authorized to register teams with the league.*

3. Fiscal Year

The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st of December in each year with BOD stipends paid at the end of fiscal year in December.

4. **Hierarchy**

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

The TWLC will abide by the USSF articles, bylaws, policies, and requirements on interplay.

Article II- MEMBERSHIP

1. **Qualifications for Membership**

- A.** The organization shall have a single class of members. Membership in the League is open to any youth soccer organizations functioning within the greater Syracuse, NY area and affiliated with either NYSWYSA or ENYISA. The roster of existing members in good standing is maintained by the Secretary, and is hereto appended as Bylaws Exhibit A.
- B.** Each new club membership shall be proposed to the BOD in writing, on a form specified by the Secretary, and as presented by an officer of the proposed new member club at a regular BOD meeting. Election to membership shall be made by resolution adopted by a majority vote of the BOD after a request for opinions from the membership. Prior to being accepted into the membership, each new club must supply a list of its officers and bylaws (if applicable) to the League. Each member club shall also specify a League Delegate and alternate. The responsibilities of the League Delegate are as follows:
 - a. Represent their club as the member holding voting rights.
 - b. Regularly attend all BOD meetings and other functions of the Corporation.
 - c. Promote the League to club recreational team coaches.
 - d. Communicate BOD/League business to their club coaches, assistants, etc.
 - e. Coordinate the payment of team registration fees, fines and other moneys.
 - f. Assure compliance with all league rules and regulations within their club.
- C.** Each club must renew its membership annually by completion of the League Affiliation Form. Renewal shall be contingent upon participation in League competition during the prior seasonal year. Clubs, which fail to participate in league competition of the prior year, must apply as a new member per Article II, section 1.2 above.
- D. Individual** participation in the TWLC shall be open to any soccer players, coaches, trainers, and administrators not subject to suspension under Section 4 of Bylaw 241 of the USSF Bylaws. Participants must be associated with a member club as identified in paragraph 1.1 of this article.

2. **Discontinuance of Membership**

- A.** The membership of any member club shall cease upon withdrawal by the club by means of written notice of resignation furnished to the Secretary.
- B.** The BOD shall have power to suspend or expel member clubs, teams, coaches or players. Any resolution suspending or expelling a member club 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 member shall be furnished a notice in writing of the proposed consideration of such action by the BOD. That notice shall be mailed to the member club's League Delegate at its registered address 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 club shall be afforded an opportunity to be heard by the board concerning the proposed action prior to the vote thereon.

- C. A suspended member club shall be in bad standing during the period of the suspension. As such, it shall be ineligible to vote at any membership meeting and shall be disqualified from participation in any TWLC sanctioned match, or event.
- D. A member club or individuals, expelled or suspended from membership in the League by determination of the BOD may appeal such action in conformity with the rules of the USSF.
- E. The League will provide equitable and prompt hearing and appeal procedures. Those procedures shall include that all grievances involving membership in the League, may be appealed to the Federation's Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.
- F. TWLC 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, NYSWYSA, and the TWLC may be appealed to the USSF 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 the TWLC or the NYSWYSA, from which an appeal is taken, is not suspended pending the final decision of the Federation's Appeals Committee unless the Committee otherwise orders. The decision made by the TWLC or the NYSWYSA may be upheld, revised or reversed and remanded.
- G. If any member account shows a balance due, the League that is overdue by ninety (90) or more days, that club shall be deemed to have resigned from membership of the League. At the following BOD meeting the account(s) will be reviewed and if the account is in fact overdue a notice of "Automatic Deemed Resignation" shall be communicated to the member. Any member which is deemed to have resigned its membership in this manner may resignate its membership by payment in full of all amounts due, prior to the next regular BOD meeting.

3. Designation of League Delegates; Voting Weight of Members

- A. Each member club may be represented at membership meetings by their League Delegate or the alternate. A qualified delegate is a person who has attained the age of eighteen (18) years and who has been appointed by the member club as its designee to all membership meetings of the corporation. Written notice of that appointment, executed in a form specified by the Secretary (normally the annual League Affiliation Form), shall be placed on file with the Secretary. Each such notice of appointment shall remain in effect until the member has filed a superseding notice of League Delegates.
- B. The League Delegate in attendance at a membership meeting shall be accorded 1 vote for the purposes of conducting the business of the membership of the Corporation.
- C. Clubs in good standing shall be certified to the Secretary by the Treasurer or 1st Vice President annually as of the date of the Web posting of the meeting notice for the AGM, and the Secretary shall record the strength certified to the membership roll.

4. Membership Fees

At the October regular meeting, the BOD shall adopt, as part of the budget, member affiliation fees and the team registration fee schedule for the following fiscal year.

5. Rules and Regulations

All members of this organization shall comply with the League Rules and Regulations, and the laws of soccer as provided by the USYSA. The league Rules and Regulations and other operating policies and procedures of the League may be changed at the direction of the BOD by a majority vote of the BOD, provided a quorum is present.

Article III- OFFICE

The principal office of the League (should it be necessary to establish one) shall be at a location in Central New York, deemed suitable by the BOD to conduct the business of the Corporation.

Article IV- BOARD OF DIRECTORS

I. Management of the Corporation

A. The League shall be managed by its BOD. The BOD shall consist of a single category of a minimum of six voting directors. These directors are the President, 1st Vice President, 2nd Vice President, Recording Secretary, Game Secretary, Treasurer, and League 1st Scheduler. The BOD holds the authority and responsibility to operate the League as the elected representatives of the membership in accordance with the established policies, rules and regulations.

B. Increase or Decrease in Number of Directors

The number of directors may be increased or decreased only by a two-thirds (2/3) vote of the entire BOD.

C. Removal of Directors

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

D. Resignation

A director may resign at any time by giving written notice to the BOD, the President or the Secretary of the League. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt thereof by the BOD or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

E. Directorship Vacancies

Vacancies on the BOD resulting from any reason shall be filled by a vote of a majority of the directors then in office. A director elected to fill a vacancy shall hold office for the unexpired balance of the vacancy term.

F. Quorum of Directors

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

G. Places and Times of the Board Meetings

The BOD shall hold its meetings at such places and times, as it may from time to time determine. Meeting times and locations will be made available on the League internet web site (www.ThruwayLeague.cnyfsc.com) no less than 10 days prior to each meeting.

H. Committees

1. The BOD may at times establish committees for the purpose of administering league business. The BOD will elect, or the President will appoint (with BOD approval) the Committee from member clubs as recommended by the League Delegate. When the BOD creates any committee; the purpose, direction and duration of the committee shall also be established and recorded.

Consideration may be given to establish Standing Committee as needed as follows:

2. Executive Committee: 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. All actions must then be reported to the BOD for ratification of the committee actions at either regular meetings of the BOD or special meetings called for the purpose, of

reviewing such actions.

3. **Budget Committee:** The Budget Committee shall be responsible to prepare each annual budget for the Corporation and BOD review. This committee shall also be responsible to report the BOD concerning the financial operations of the corporation measured against budget, to coordinate the activities of the Corporation with its accountants in preparation for audits directed by the BOD.
4. **Appeals Committee:** This committee shall be responsible to conduct appellate review of any corporate 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 the United States Youth Soccer Association as from time to time amended.
5. **The Nominating Committee:** This committee shall be responsible to identify potential candidates for the committees and directorships. They shall provide recommendations to the BOD for committee positions and support the search for new directors for the member balloting at the AGM.
6. **Ad Hoc Committees:** The BOD may by resolution, designate any group of persons to serve as an as hoc committee to assist the BOD in the performance of its functions in any manner not prohibited by law or these bylaws. Each such committee shall serve at the pleasure of the board.

Article V- OFFICERS

1. Officers, Elections, Terms

All officers shall be elected by the membership at the AGM to a term of two (2) years, and may succeed themselves. The President, 2nd Vice President, Recording Secretary and League Scheduler shall be elected at the AGM convened in odd-numbered years. The 1st Vice President, Game Secretary 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. No person should hold more than one elected board position at any time.

2. Removal, Resignation, Salary

In the event of the death, resignation or removal of an officer, the BOD in its discretion may elect a successor to fill the unexpired balance of the vacancy term. The remuneration, if any, of all directors shall be fixed by the BOD. Any officer who is absent from any three 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.

3. President

The President shall preside at all meetings of the Board of Directors and of the membership. He/she shall nominate, appoint or approve all members of committees not otherwise herein specified to serve by reason of their office, and shall serve ex-officio on all committees. He/she shall sign all checks of the Association. In his/her absence, the 2nd Vice President shall assume this duty.

4. 1st Vice President

The 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 function as the officer having primary administrative responsibility for the registration of clubs and teams and shall be a member of the Executive and Budget Committees if and when created.

5. **2nd Vice President**
The 2nd Vice President shall assist the 1st Vice President in his/her duties and shall exercise the powers of the 1st Vice President in the latter's absence.
6. **Recording Secretary**
The Secretary shall record all business transactions of the League, attend to the correspondence, and keep the records of the Corporation, including minutes of the meetings. The secretary shall also maintain a complete list of all member clubs and their voting power. At the discretion of the President he/she shall act as coordinator in the conduct of Corporation business outside the scope of each Board members regular duties.
7. **Treasurer**
The Treasurer shall have charge of all moneys of the Association and shall keep a detailed account of income and expenditures of the Association. He/she shall submit a statement of the financial condition of the Association at all regularly scheduled BOD meetings. He/she shall act as a coordinator in the conduct of Association business and shall be a member of any Budget Committee that may be established.
8. **Game Secretary**
The Game Secretary shall maintain the records of all league game results. He/she shall organize game results by division and provide for the development of division standings. He shall evaluate teams for divisional relegation, maintain records of team and player penalties, fines and degree of sportsmanship displayed by member teams. He shall at times report to the board the status of any game results or actions of players, coaches and spectators that are not in line with the policies and rules of league play.
9. **League Scheduler**
The League Scheduler shall coordinate and evaluate all registered teams and group them into individual age, gender and skill divisions for equitable league play. He shall develop a schedule for all League matches to be played and coordinate with the referee association to provide for games to be officiated.

Article VI- MEETINGS

1. **Chairperson**
At all meetings of the BOD, the President, or in his/her absence the Vice President, or in his/her absence the Secretary shall preside.
2. **Regular BOD Meetings**
 - A. League business will be transacted at regular BOD meetings, which shall be held at least 6 times per year (normally monthly). Each BOD member in good standing shall have one (1) vote. Only members of the BOD shall cast a vote at BOD meetings. Regular BOD meetings are open to member clubs and shall be at a site or location as may be directed by the BOD. Locations and times shall be provided to member clubs via the League's internet site no less than 10 days prior to the meeting.
 - B. At the October regular meeting, the BOD shall adopt a tentative budget for the following fiscal year. The tentative budget and team registration fee schedule, but not member affiliation fees may be revised prior to the onset of the next fiscal year and as revised shall constitute the final budget for that year. Budget amendments, if needed, may thereafter be adopted by resolution passed with a concurring vote of the majority of the entire board. The BOD shall promptly notify

the membership of the adoption of any budget amendments, which singly (or in aggregate with prior amendments) exceed the original budget by more than ten (10) percent.

3. Executive BOD Meetings

The BOD may meet without the presence of member clubs to conduct such business as may be necessary at times and locations as determined by the BOD.

4. Membership Meetings

- A.** The AGM (membership meeting) shall be held in the month of January each year. The League shall provide on the League's internet web site, a notice stating the time and place of the AGM, at least thirty (30) days prior to said meeting. This notice, if mailed, will be sent to the address, as it appears on the membership roll book, of every member in good standing. The presence at any AGM of League Delegates having a simple majority of the membership of the League that is present shall constitute a quorum to conduct the business of the membership of the Corporation.
- B.** A membership roll showing the list of members, and their respective delegates shall be maintained by the league and available at any meeting where voting may take place. All persons appearing on such membership roll as League Delegates (or a valid alternate) and in attendance, shall be entitled to one vote at the meeting.

5. Special Meetings

- A.** Special membership meetings of the League may be called, provided the party(s) have joined in a written request for the membership meeting filed with the secretary by one of the following:
 - 1. By the President;
 - 2. By a minimum of three voting members of the BOD;
 - 3. By qualified League Delegates possessing not less than twenty five percent (25%) the entire voting strength of the membership.
- B.** The proposed agenda for the meeting shall be included in the written meeting request filed with the Secretary by the party calling and meeting and must provide a suitable location for such meeting. The Secretary shall cause a notice of such meeting to be posted on the official league internet web site or to be mailed to all members at their addresses as they appear in the membership roll book at least fifteen (15) days before the scheduled date of such a meeting. Such notice shall state the date, time, place, purpose of the meeting as set forth in the proposed agenda, and by whom called. 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.
- C.** Special executive BOD meetings may be called, provided the party(s) have joined in a written request for the membership meeting filed with the Secretary by one of the following:
 - 1. By the President;
 - 2. By a minimum of three voting members of the BOD;
- D.** The proposed agenda for the meeting shall be included in the written meeting request filed with the Secretary by the party calling the meeting and must provide a suitable location for such a meeting. The Secretary shall cause a notice of such a meeting to be posted on the official league internet web site or to be mailed to all BOD members at least fifteen (15) 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. 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 BOD quorum.

6. Nonattendance Fee

- A.** Any member failing to be represented at the AGM either through the League Delegate or alternate shall be assessed a fee in the amount of \$50. This shall be payable to the League within ninety (90) days following the meeting at which the member was not represented.
- B.** Any member who fails to be represented at more than three regular BOD meetings per calendar year, either in person of its League Delegate or any other club representative, shall be assessed a fee in the amount of \$75. This shall be payable to the Corporation within ninety (90) days following the last meeting at which the member was not represented.

7. Order of Business

The order of business at all meetings of members shall be as follows:

- A.** Roll Call
- B.** Approval of the minutes of the preceding meeting
- C.** Reports of the Committees
- D.** Reports of officers
- E.** Old and unfinished business
- F.** New business
- G.** Bylaw Amendment Proposals
- H.** Budget resolution
- I.** Election of Officers
- J.** Other as needed
- K.** Good and welfare
- L.** Adjournment

Except as otherwise specified in the Certificate of Incorporation or these Bylaws, all meetings and proceedings of the membership, the BOD, and its committees shall be procedurally governed by Robert's Rules of Order.

8. Notice of Adjournment

With a majority of the directors present, whether or not a quorum is present, the Board may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment. Time and location of the meeting's resumption (if applicable) shall be communicated to all BOD members.

Article VII- AMENDMENTS

I. Amendments by the Members

The bylaws may be amended by the members at the AGM. Any amendment to the bylaws proposed by a member must be filed with the Secretary by the League Delegate (or alternate) 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 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 voting strength of the members present at the AGM constituting a quorum.

2. **Amendments by the Board**

The BOD may amend the bylaws. 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. Notice of the proposed amendment and the text thereof shall be furnished to the membership via the internet web site (www.ThruwayLeague.cnyfsc.com) following the meeting at which it is first placed on the table. The action of the membership will be advisory only in this process. At any meeting of the BOD held not fewer than twenty-one (21) days following the notice to the membership, the board may adopt the proposed amendment by the affirmative vote of not less than two-thirds of the entire voting strength of the BOD.

3. **Amendment Conformity**

Bylaw amendments or league rules may not be made which are inconsistent with rules adopted by the USSF and USYSA.

Revision of these bylaws dated May 2008 have been reviewed and agreed upon by the following BOD members as indicated by their signature below:

President

Date

1st Vice President

Date

2nd Vice President

Date

Recording Secretary

Date

Treasurer

Date

Game Secretary

Date

League Scheduler

Date