

Back Mountain Youth Soccer Association By-laws



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(AMENDED 07-15-97) (AMENDED 05-11-99)
(AMENDED 01-19-00) (AMENDED 07-18-01)
(AMENDED 11-20-02) (AMENDED 06-16-08)
(AMENDED 08/25/18)

ARTICLE I

Name of the Corporation

Section 1: The name of this nonprofit corporation is the Back Mountain Youth Soccer Association, Inc., hereinafter referred to as the Association. Back Mountain Soccer Travel programs is a subsidiary organization run by the Association.

ARTICLE II

Purpose

Section 1: The purpose of this Association is to promote, and foster the physical, mental and emotional growth and development, this encompasses children in the Back Mountain and surrounding communities through the sport of soccer at all levels and ages.

ARTICLE III

Affiliation

Section 1: The Association shall be affiliated with the Federation Internationale de Football Association (FIFA), the United States Soccer Federation (USSF), and the Eastern Pennsylvania Youth Soccer (EPYS). The Association shall exercise full governmental control and representation of the game, except in those matters reserved by or granted to FIFA, USSF and EPYS.

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ARTICLE IV

Membership

Section 1: Membership in the Association

- All registered players, parents, and/or guardians
- All Executive Board approved coaches, assistant coaches, and trainers. All persons who participate directly in the work (paid or unpaid) of the association.
- Other individuals who desire to promote soccer and advance knowledge of young players may apply to the board of directors for membership status.

Section 2: Adherence to standards

- Each member of the association shall adhere to the bylaws, policies, and procedures of the association, and uphold the association standards of conduct.

Section 3: Membership duration

- Player and coach membership in the association shall be for a duration of one year, beginning on August 1, and ending July 31 of the following year.
- Board of Directors Membership in the association shall be for the duration of one year, beginning on February 1, and ending January 31 of the following year.

ARTICLE V

Meetings of Members

Section 1: The Annual General Meeting

- The Annual General Meeting of the Association shall be held no later than the last day of the calendar year. All nominations for the Executive Board and/or Board of Directors must be submitted starting on the date of the Annual General Meeting through Dec. 31st of that given year.

Section 2: Regular Meetings

- Regular meetings of the Executive Board/Board of Directors will be held on the 3rd week of each month on a specific date, time, and location designated by the President.
- The Executive Board will meet prior to the regularly scheduled Board of Directors meetings at each monthly gathering.

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Section 3: Special Meetings

- Special meetings of the Executive Board and/or the Board of Directors may be called by the President on (3) days notice (by telephone, E-mail, or text message) to each Director, which notice shall state time, place and purpose of the meeting. Special meetings of the Executive Board shall be called by the President, or at the request of at least (3) Executive Board Members.

ARTICLE VI

Board of Directors

Section 1: Number of Seats

- The affairs of the Association shall be governed by a Board of Directors overseen by the Executive Board of Directors. The Executive Board of Directors will be made up of no more than (7) persons. The entire Board of Directors cannot exceed (25) members which includes the seven (7) Executive Board Members. The Association can adjust the overall size of the Board of Directors to exceed 25 members based on the needs of the club and a majority vote of the Executive Board.

Section 1.1: Term of Office

- Members elected to the Board of Directors shall serve for a term of one year, beginning February 1 of the year following the date of election, ending on January 31 of the following year.

Section 1.2: Eligibility

- To be eligible for election to the Executive Board and/or the Board of Directors, a candidate must be at least 18 years old on the day of election and committed to the betterment of the association.

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Section 2: Governing Powers of the Executive Board and the Board of Directors

- Executive Board
 - Executive Board and Board of Directors mid-year vacancy selections
 - All Financial investments, salaries, stipends, and purchases within the Association followed up by a majority vote of the full Board of Directors
- The Board of Directors
 - Overseen by the Executive Board of Directors shall have all the powers and duties necessary for the administration of the affairs of the Association. All such acts are required to accomplish the purposes of the Association, including, but not limited to, the following:
 - The development and adoption of policies necessary to accomplish the purposes of the Association
 - The adoption of such rules and regulations necessary to accomplish the purposes of the Association
 - The enforcement of the policies, rules and regulations adopted by the Executive Board
 - All disciplinary dispute reviews
 - Coaching/Trainer personnel approval and appointment
 - Facility/Field allocations

Section 3: Board Member Restriction

- No Board member shall be affiliated with a competing soccer club or association (Intramural or Travel) as a Board Member, coach, assistant coach, within the current year, without permission of the Association as determined by a majority vote of the Executive Board.

Section 4: Vacancies

- Vacancies on the Board of Directors caused by reasons other than expiration of terms shall be filled by a vote of the majority of the Executive Board and each person so elected shall serve the remainder of the current annual term (February 1 through January 31).

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Section 5: Quorum

- At all meetings of the Executive Board five (5) Executive Board Members shall constitute a quorum for the transaction of business, and the acts of the majority. At all meetings of the Board of Directors a majority of board members in attendance shall constitute a quorum.

ARTICLE VII

Association Personnel Roles & Responsibilities

Section 1: Board of Directors

- The Association's Board of Directors shall be comprised of the President, Vice-President, Director of Fund Raising, Projects Manager, Social Media/Web Manager, Recreation Director, Travel Director, Secretary, Treasurer, Registrar, Referee Assigner, Field Manager, Equipment Manager, Assistant Recreation Coordinators, and Assistant Travel Coordinator. The number of Assistant Recreational Coordinators and Assistant travel coordinators will be determined by the Executive Board based on the current club needs. All the foregoing positions shall be nominated by Dec. 31st of given year and elected for the specific office by a tabulated vote count of all current board members (counting as 1 vote each) and all ballots received from BMYSA coaches (1 vote per team) at the January meeting.

Section 2: Executive Board

- The Association's Executive Board of Directors shall be comprised of the President, Vice-President, Director of Fund Raising, Projects Manager, Social Media/Web Manager, Recreation Director, Travel Director. All the foregoing positions shall be nominated by Dec. 31st of given year and elected for the specific office by a tabulated vote count of all current board members (counting as 1 vote each) and all ballots received from BMYSA coaches (1 vote per team) at the January meeting.

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Section 3: President of the Board

- Duties include but are not limited to:
 - Chief Executive Officer of the Association
 - Chair monthly meetings in conjunction with the vice president
 - Overall Responsible for the direction of the in-house recreational and travel programs
 - Responsible for the planning and development of the organization's long-term goals and growth strategy
 - Overall Responsible for the entire organization's Public/Private image/relations
 - Appoints any necessary committees to assist in the conduct of the affairs of the Association
 - Sets and manages Quarterly/Semi-Annual/Annual Fundraising Goals
 - Sets and manages Annual Goals to increase player participation in both recreational and travel programs
 - Sets and manages Annual Recruitment goals for players, coaches, referees, trainers, and other required positions for maintaining the organizations operations
 - Sets agendas for all Executive Board Meetings and General Board Meetings
 - Attends State & Regional Annual General Meetings
 - Assigns individual duties to board members as needed

Section 4: Vice President of the Board

- Duties include but are not limited to
 - Assists the President and/or performs the President's duties in his absence
 - Chief Liaison with outside community organizations to help grow and develop the organizations' programs and achieve overall organizational goals including, but not limited to local communities, elementary, junior high, and high schools, recreational programs, travel organizations, state & regional associations.
 - Responsible for the planning, managing, and execution of an annual field usage plan
 - Responsible for the planning, managing, and execution of an outside vendor management plan for all purposes in conjunction with the projects manager (i.e. goals, uniforms, etc...)
 - Co-chairs Monthly Board Meeting in conjunction with the president
 - Attends outside organizations' meetings as assigned by the President
 - Perform all the duties and functions involved in the administration of the overall program as assigned by the President

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Section 5: Director of Fundraising

- Duties include but are not limited to
 - Creates semi-annual plan to achieve organizations overall fundraising objectives as set by the Executive Committee
 - Identifies, contacts, and secures corporate, small business, and individual donors
 - Plans and manages fundraising events, in coordination with Projects Manager
 - Executes said fundraising plans
 - Plans and executes marketing strategy to raise funds through increased player participation in coordination with the Projects Manager and Social Media/Web Manager
 - Responsible for Fundraising Update Reports at each monthly board meeting including:
 - Current identified possible sponsors
 - Current contacted sponsors
 - Current secured sponsors
 - Completes all additional duties as assigned by the President
 - Follows specific timeline objectives to secure all sponsors
 - October – Thank You Letter written and sent to all sponsors for previous season and initial request for next season
 - November – Follow Up Letter written and sent to all sponsors
 - December – Make calls to all outstanding sponsors
 - February - If new board member in role send out an introduction letter to all previous sponsors and continue to secure any outstanding sponsorships for following year
 - March – Explore and reach out to new sponsorship companies to secure full sponsorships for the upcoming season
 - April/May – Maintain follow up contact to secure full sponsorships for all teams for upcoming season for June 1 deadline
 - June – Submit Finalized Sponsor list to Registrar and Send out Thank You Letter for all secured sponsorships for the upcoming Fall season

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Section 6: Projects Manager

- Duties include but are not limited to:
 - Creation and administration of publicly offered training programs and camps
 - Planning and execution of organizations in-house recreational and travel tournaments
 - Liaison with state/regional organizations to achieve above goals
 - Responsible for outside vendor management along with the Vice President to achieve above goals
 - Coordinates marketing activities with Social Media/Web Manager
 - Oversees Recreational age group curriculum and works in conjunction with the Rec Coordinator to ensure all age group commissioners provide and distribute proper curriculum to coaches
 - Completes all additional duties as assigned by the President

Section 7: Social Media/Web Manager

- Duties include but are not limited to:
 - Maintenance and administration the organizations official webpage
 - Maintenance and administration of the organizations social media accounts
 - Maintenance and administration of the organization's Social Media/Web Policy
 - Planning and execution of a social media strategy and overall web presence
 - Making recommendations to the Executive Board for software improvements
 - Completes all additional duties as assigned by the President

Section 8: Recreation Director

- Duties include but are not limited to:
 - Overall administration of in-house recreational program
 - Responsible for training of volunteer coaches
 - Makes recommendation of trainers used by recreational programs
 - Oversees and approves all recreational player allotment onto teams with the age group coordinators
 - Schedules all recreational games in coordination with Referee Assignor and age group coordinators
 - Communicates and maintains collection of player rating forms from each head coach which includes:
 - U5-U8 the top 2 players and bottom 2 players of the team
 - U9-U10 the top 3 players and bottom 3 players of the team
 - U11-U12 the top 4 players and the bottom 4 players of the team
 - Coordinator for all recreational age groups
 - Co-facilitates Pre-Season Coaches Meeting w/President and Equip Manager
 - Age Group Specific Seasonal Operations Meeting
 - Age Group Operation Update
 - Game Schedule Process
 - Practice Schedule Process
 - Player Evaluation Process
 - Equipment Collection Process
 - Completes all additional duties as assigned by the President

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Section 9: Travel Director

- Duties include but are not limited to:
 - Overall administration of travel program
 - Chief Liaison with all travel leagues, organizations, and outside travel programs
 - Coordinates Indoor/Winter sessions
 - Administration of Recreation to Travel Program
 - Ensures proper training of travel coaches
 - Ensures that all coaches names have been submitted to the Registrar for all clearances to be secured by the Registrar
 - Ensures players, coaches, and teams are properly passed with EPYS
 - Makes recommendations to the Board of Directors for the selection of trainers used by travel program
 - Schedules all travel games in coordination with various Travel League Referee Assigners, Travel Coaches, and the in-house Rec Coordinator
 - Schedules all travel practices in coordination with the Rec Coordinator and Assistant Travel Coordinator
 - Attends outside organizations' meetings as assigned by the President
 - Provides recommendations for travel tournaments
 - Completes all additional duties as assigned by the President

Section 10: Secretary

- Duties include but are not limited to:
 - Responsible for accurate record keeping of all Executive Board Meetings and General Board Meetings
 - Notifies Board Members of meeting times and locations established by the President
 - Publishes meeting minutes within seven (7) calendar days of all board meetings
 - Maintains meeting records
 - Publishes the President's meeting agenda (5) calendar days prior to each scheduled meeting and distributes to said board
 - Completes all additional duties as assigned by the President

Section 11: Registrar

- Duties include but are not limited to:
 - Chief Custodian of the organizations registration records
 - Registration of recreational and travel players into the organizations database
 - Complete registration for all the recreational players
 - Responsible for securing all coaching clearances, concussion testing certs, risk management etc... for all Rec and Travel coaches
 - Meets all filing deadlines for state, regional, and national organizations for all in-house Rec teams

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Section 12: Referee Assigner

- Duties include but are not limited to:
 - Overall responsible for the supervision of referees involved in the organizations recreational program
 - Schedules all referees for recreational games, in coordination with Recreational Coordinator
 - Planning an execution of an officials' recruiting, licensing, and training program
 - Makes recommendations to Executive Board on fees paid to officials
 - Approves and assigns times and location of entire season practice schedule for all teams based on recommended training times from coaches which must be submitted by August 1 (This will be done at the beginning of the season for the entire season) in conjunction with the Rec Coordinator and Travel Coordinator
 - Completes all additional duties as assigned by the President

Section 13: Field Manager

- Duties include but are not limited to:
 - Preparation of all playing fields according to the organization's field usage plan (all fields ready to play by August 1st)
 - Maintenance of the playing fields throughout each playing season including lining of the fields
 - Closing the fields at the end of each season according to the organization's field usage plan
 - Responsible for the recruitment of volunteers to help with all field maintenance throughout the entire year, which is solely the responsibility of the Field Manager

Section 14: Equipment Manager

- Duties include but are not limited to:
 - Responsible for recruitment of volunteers to help ensure fields are equipped with goals, nets, etc.... for all BMYSA use in conjunction with the Field Manager
 - Overall Responsible for the organizations equipment including, but not limited to, the following items: soccer balls, nets, goals, goal anchors, corner flags, painting machines, paint, & soccer ball bags
 - Responsible for the inventory, distribution, collection, and storage of all BMYSA equipment in conjunction with the Assistant Rec Coordinators of each age group
 - Makes recommendations for purchase of new equipment to the Executive Board
 - Works in coordination with the field manager to ensure all fields are lined and ready for use throughout the entire year for all BMYSA contests and events (all fields ready to play by August 1st)
 - Attends Age Group Specific Preseason Coaches Meeting to distribute, catalog, and monitor the distribution of all equipment to coaches
 - Completes all additional duties as assigned by the President

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Section 15: Assistant Recreation Coordinators (per age group)

- Duties include but are not limited to:
 - Overall Responsible for recruiting coaches for teams assigned by the Recreation Coordinator
 - Responsible for collection of player assessments from each head coach in their age group at the end of the season and given to the Rec Coordinator
 - Create teams based off of player assessment forms to then be approved by the Rec Coordinator
 - Distribute player uniforms and team equipment to Recreational Coaches in conjunction with the equipment manager at the Preseason Coaches Meeting
 - Completes all additional duties as assigned by the Recreation Coordinator
 - Completes all additional duties as assigned by the President

****A person cannot be an Assistant Recreation Coordinator for the same age group for which their child plays***

Section 16: Assistant Travel Coordinator/U13-U16 Assistant Recreation Coordinator

- Duties include but are not limited to:
 - Overall Responsible for recruiting coaches for teams assigned by the Recreation Coordinator
 - Responsible for collection of player assessments from each head coach in their age group at the end of the season and given to the Rec Coordinator
 - Create teams based off of player assessment forms to then be approved by the Rec Coordinator
 - Distribute player uniforms and team equipment to Recreational Coaches in conjunction with the equipment manager at the Preseason Coaches Meeting
 - Responsible for creating and marketing the pathway from rec to travel programs to the top players assessed by the Head Rec Coaches
 - Completes all additional duties as assigned by the Travel Coordinator
 - Completes all additional duties as assigned by the President

*******Any Board position not filled by February 1st will be done by a committee assigned by the Board President at the February Board meeting. This committee will handle all responsibilities of the unfilled position until the position has been filled*******

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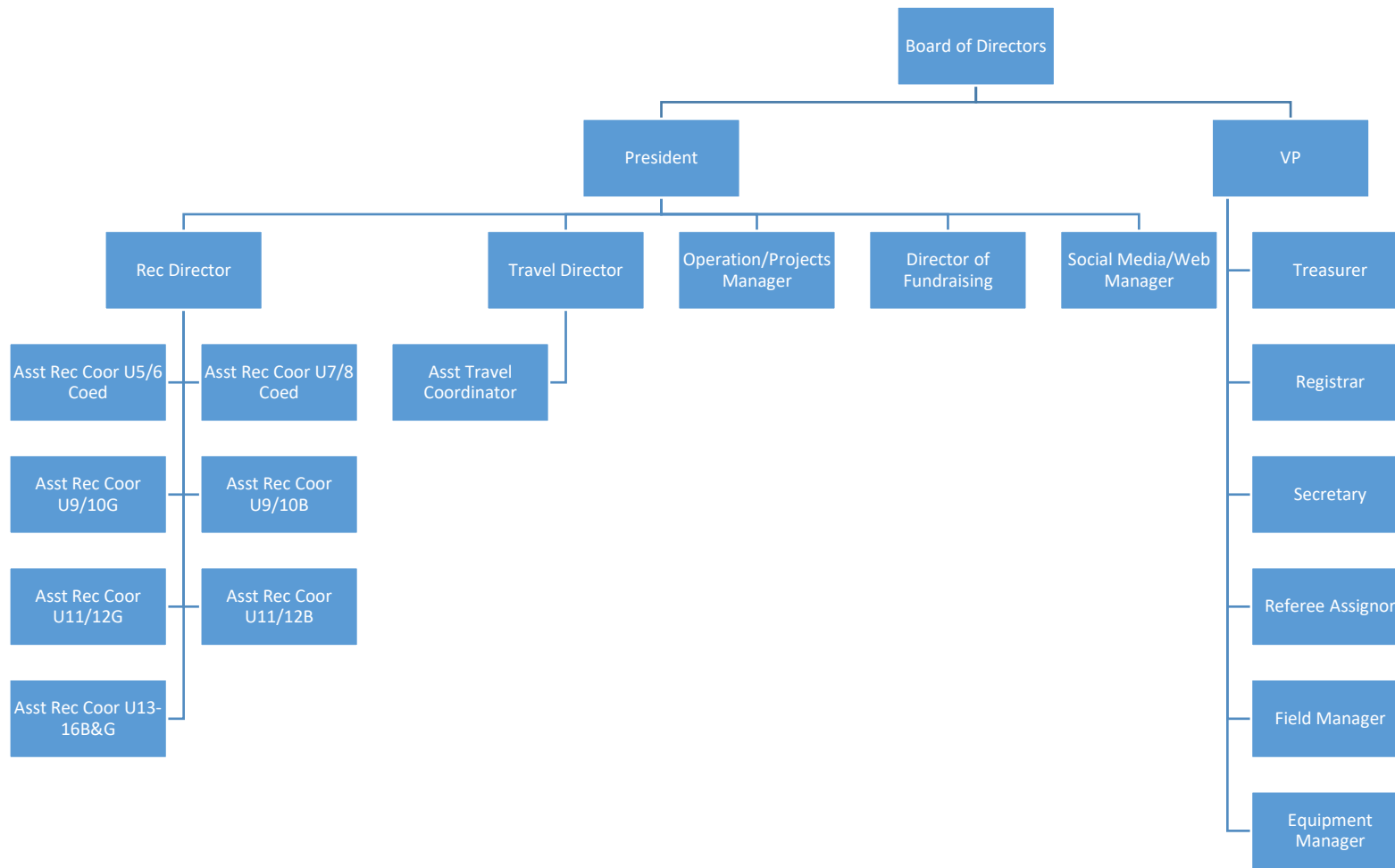
Executive Board

President
 Vice President
 Recreation Director
 Travel Director
 Operations/Project Manager
 Director of Fundraising
 Social Media/Web Manager

Board of Directors

President
 Vice President
 Recreation Director
 Travel Director
 Operations/Project Manager
 Director of Fundraising
 Social Media/Web Manager
 Treasurer
 Registrar
 Secretary
 Field Manager
 Referee Assignor
 Equipment Manager
 Asst Travel/Asst Rec Coordinator U13-16B&G
 Assistant Rec Coordinator U5/6
 Assistant Rec Coordinator U7/8
 Assistant Rec Coordinator U9/10G
 Assistant Rec Coordinator U9/10B
 Assistant Rec Coordinator U11/12G
 Assistant Rec Coordinator U11/12B

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ARTICLE VIII

Elections

Section 1: Nominations

- At the annual meeting of the membership, all board positions shall be open to individual nominations in writing with their desired position/s in preference order along with a list of their qualifications. Nominations will be accepted starting on the Annual General Meeting Date and running through December 31st. Candidates are permitted to nominate themselves only and may self-nominate for multiple positions of interest in preference order. Positions will be filled by vote tabulation of the Board of Directors and the ballots submitted from each BMYSA coaching staff in order from the top of the association's flow chart to the bottom at the January board meeting. Newly elected Board Members will be seated on February 1 and will serve in their role through January 31 of the following year. Voting will take place by written ballot at the January Board meeting and tallied by the next two highest positions on the organizations flow chart. As each position is filled, we will then move onto the next position by tabulating votes to declare who wins the next vacant position. If a candidate wins more than one position, the position they choose not to take can be filled by the second most vote receiver or by majority vote of the Board of Directors reassigning a candidate that did not win an election for a previous position. If a current board member is running for a position being voted on, they will leave the room until all voting and conversation for that position is finalized.

ARTICLE IX

Amendments

Section 1: Bylaw Amendment

- Except as otherwise required by law, these By-Laws may be amended at any regular meeting of the Executive Board, or any special meeting of the executive Board called for that purpose, provided that the draft amendment and notice shall have been given at least ten (10) days prior to such meeting. Such amendments shall require a majority vote of the Board of Directors.

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ARTICLE X

Nonprofit Purpose

Section 1: Members of the Board of Directors, or contributing Association members, and outside vendors, can be paid for services rendered in affecting the purpose of the Association. Board positions can be compensated based on a majority vote of the Executive Board. The Executive Board will make recommendations for positions to be compensated and compensation amounts annually, including paid trainers, camps, and Board of Director positions. To then be implemented by a majority vote of the Board of Directors.

Section 2: Upon the dissolution of the Association for any cause, the funds and property then in possession of the Association shall be turned over to such successor soccer organization that the Board of Directors shall determine. In no event shall any property of this Association inure to the benefit of any individual, member, or to the benefit of any organization which does not qualify as an exempt organization under the provisions of the Internal Revenue Code. In the event there is no successor soccer organization, the funds and property shall be given to a charitable organization selected by a majority vote of the Executive Board.

ARTICLE XI

Fiscal Management

Section 1: Fiscal Year

- The fiscal year of the Association shall begin on Jan. 1 and run through Dec. 31

Section 2: Books and Accounts

- The books and accounts of the Association shall be kept by the Treasurer

Section 3: Execution of Association Documents

- With the prior authorization of the Executive Board, all notes, accounts, and contracts shall be executed on behalf of the Association by the President and attested by the Vice President or Treasurer, and all checks shall be executed by the President and countersigned by the Vice President or Treasurer. There will be a minimum of three (3) signatories available for Association accounts at all times. The Executive Board may appoint another member if any of the above three (3) members is unable to perform their duty for a period of more than thirty (30) days.

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Section 4: Donations

- BMYSA policy is to not provide charitable donations from BMYSA monies. BMYSA will not provide additional monies for charitable expenditures for organizations and/or individuals however individual/personal donations towards any/all situations are deemed suitable and welcome. If individuals within BMYSA care to organize a donation from individuals donating personal money or gifts, this is permissible.

ARTICLE XII

General Provisions

Section 1: Absence

- Any Director who has excessive (3 or more unexcused) absences, intentional absences, or fails to show when requested by the Executive Board without prior excusable cause, shall be subject to removal from their position by a majority vote of the Executive Board and will forfeit any compensation offered by their position. The vacancy shall be filled utilizing the procedure outlined in Article VI, Section 4 - Vacancies

Section 2: Removal from Office

- Any Member of the Executive Board or Board of Directors of the Association may be removed from office for neglect of his/her duties, or a conflict of interest, by a majority vote of the Executive Board

Section 3: Coaching Limitation

- No coach in the Association may be a head coach for more than two (2) teams, only one (1) of which shall be travel, in any season

Section 4: Association Records

- All minutes, ledger, account statements, legal documents, and other pertinent records, shall be turned over by outgoing Board members to the President

Section 5: Fund Raising

- Individual team fund raising efforts must be approved by the Executive Board and must be in the team's name, not the Association. Any funds raised by a team without prior approval of the Executive Board will be forfeited to the BMYSA organization to then be donated to a non-profit organization of the Board's choice.

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Section 6: Stipends

- Any Board Member function may be subject to a stipend upon negotiation and a majority vote of the Board of Directors from suggestion from the Executive Board, based upon level of work activity, qualifications and experience, and the organization need. If a Board position is not filled or if an organization need occurs, an independent contractor may be hired by a majority vote of the Board of Directors at the recommendation of the Executive Board to fulfill the function if necessary.

Section 6.1: Duration

- Stipends and/or contracted services shall be renegotiated on an annual basis and shall not carry over from year to year. Paid service proposals shall be considered and awarded based on a majority vote of the Board of Directors at the recommendation of the Executive Board.

Section 7: Board Action

- Executive Board and All Board of Directors vote approved actions shall be incorporated into these By-Laws by reference.

Section 8: Sanction

- The Board of Directors shall have the right by a majority vote to suspend all Association rights and privileges from any Board Member, coach, assistant coach, referee or player parent for a violation of rules or procedures, or for actions detrimental to the Association's operation and reputation.

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Exhibit "A"

ARTICLE XIII**INDEMNIFICATION OF DIRECTORS, OFFICERS AND
OTHER AUTHORIZED REPRESENTATIVES**

1. Third Party Actions. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorney' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action or proceedings if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he reasonably believed to be in, or not opposed to, the best interests of the corporation and with respect to any criminal proceeding had reasonable cause to believe that his conduct was unlawful.

2. Derivative and Corporate Actions. The corporation shall have power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a representative of the corporation or is or was serving at the request of the corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expense (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of the action if he acted in good faith and in a manner, he reasonably believed to be in, or not opposed to, the best interests of the corporation. Indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

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3. Mandatory indemnification. To the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action or proceeding referred or relating to third-party actions or relating to derivative and corporation actions or in defense of any claims, issue or matter therein, such representative shall be indemnified against expenses (including attorney fees) actually and reasonably incurred in connection therewith.

4. Procedure for Effecting Indemnification. Any indemnification under actions (relating to third party actions, derivative and corporation actions) shall be made by the nonprofit corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper under the circumstances in meeting the applicable standard or conduct set forth in Article 12, Sections 1 and 2. The determination shall be made:

- (a) by the executive board of directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding;
- (b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion;
- (c) by such other body as may be provided in the bylaws; or
- (d) by the directors

5. Advancing Expense- Expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Article XIV may be paid by the corporation in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of the representative to repay the amount if it is ultimately determined not to be indemnifiable by the corporation as authorized in this Article or otherwise.

6. Supplementary Coverage. - (a) General rule.-The indemnification and advancement of expenses provided by or granted pursuant to the other sections of this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement or expenses may be entitled under any bylaw, agreement, vote of member or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding that office. Actions relating to interested members, directors or officers; quorum shall be applicable to any bylaw, contract or transaction, authorized by the directors under those section. A corporation may create a fund of any nature, which may, but need not, be under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this section or otherwise.

(b) When the indemnification is not to be made. Indemnification pursuant to subsection (a) shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is

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determined by a court to have constituted willful misconduct or recklessness.

(c) Grounds. Indemnification pursuant to subsection (a) under any bylaw, agreement, vote of directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the corporation would have the power to indemnify the person under any other provision of law except as provided in this section and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the corporations. Such Indemnification is declared to be consistent with the public policy of this Commonwealth.

(d) Trust Property. This Article shall not affect the liability of a representative with respect to the administration of assets held by the corporation relating to authority to take and hold trust property.

7. Power to Purchase Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a representative of the corporation or is or was serving at the request of the corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against that liability under the provisions of this subchapter. Such insurance is declared to be consistent with the public policy of this Commonwealth.

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Timeline Appendix

- January Board meeting- Voting on new year board positions
- February 1st- New board members take seats
- March 1st- online registration opens for fall rec. season (discuss new database options)
- April - In-person registration takes place (every attempt will be made to complete this process within the first two weeks of April)
- June 1st- Last day to register at regular registration fee, after this date fee jumps to \$120 per player
- June 1st- All team sponsors due and paid for
- June 1st- All coaches Head and asst. notified they are coaching
- July 1st- Deadline for all Coaching clearances, concussion testing, risk management.
- July 1st- Final Deadline for final sponsors needed to fill necessary teams not yet allotted a sponsor.
- July 1st-July 10th Start putting teams together for fall rec season
- July 10th- Team jerseys ordered with sponsors
- July 20-28th- Coach meetings held by age group
- Aug 1st-6th- First meeting with their team
- Aug 7th- Practices may begin starting this week
- Third Saturday in August (no earlier than Aug 16th depending on calendar)- Games begin that Saturday
- ** All teams will play a 10-game season Starting on the initial start date and to be finished no later than the last Saturday in Oct. **
- Nov 1st- Thank you letters sent to all team sponsors by Director of fundraising and solicit for a sponsor for the following season and provide an option to pay now for the following season.
- Nov 1-Dec 15th- Annual General meeting to be held during this timeframe.
- Dec 31st- Deadline for submission of Nominations for Executive Board/Board of directors