

**BYLAWS OF THE ROYAL OAK YOUTH SOCCER ASSOCIATION
(EFFECTIVE: December 10, 2015)**

ARTICLE I - NAME, PURPOSE

- Section 1. The name of the organization shall be the Royal Oak Youth Soccer Association ("ROYSA").
- Section 2. ROYSA has as its purposes the following: To act exclusively for educational purposes as described in Section 501(c)(3) of the Internal Revenue Code; to teach the game of soccer and good sportsmanship to youths under age 19; to provide an opportunity for young people to learn and play soccer; to promote physical fitness, teamwork and friendships; to be an affiliated member of the Michigan State Youth Soccer Association, the United States Soccer Federation, and any other organization deemed beneficial to the game of soccer.

ARTICLE II - MEMBERSHIP

- Section 1. Membership in ROYSA is open to each officer and director of the organization and each team established and registered with ROYSA according to ROYSA's Operating Rules. Each member in good standing shall have one vote on any matter submitted to the membership. The vote of a team shall be cast by the team's head coach or other person approved as the team representative by the Board of Directors ("Board"). The voting member or team representative shall not be a paid ROYSA coach, employee or independent contractor.
- Section 2. Members in good standing have the power to elect the directors of ROYSA at the annual meeting of the members, remove any director or officer for good cause at a regular or special meeting of the members and amend the Bylaws in accordance with Article IX.
- Section 3. Membership on the Board, membership in the organization and service of a team member and all incidental rights shall be terminated by any of the following;
- a. Written resignation of the member or team representative;
 - b. Death of a member or team representative;
 - c. Expulsion following a hearing before the Board for violation of or failure to comply with any Bylaw, Operating Rule or FIFA Law of the Game providing no less than seven and no more than fourteen days' written notice of the hearing is given to the member and at least a majority of the Board expels the member.
 - d. A Board member may also be expelled, upon a majority vote of the Board, if he or she is absent from three consecutive regular Board meetings, or six meetings in any two year term.
- Section 4. A Board member, a member or team representative may be suspended for conduct prejudicial to the best interests of ROYSA following a hearing before the Board for a time period to be determined by the Board. The secretary must send notice to all pertinent participants no less than seven and no more than fourteen days' before the hearing date. A person suspended shall not participate in any meeting, serve on any ROYSA committee, act as a coach, assistant coach or have any position in the organization. During a suspension period or after termination of a team representative, the Board shall name a substitute representative for the affected team.

ARTICLE III - MEETINGS OF MEMBERS

- Section 1. The annual membership meeting of ROYSA shall be held in the first two weeks of December. A Board member shall send notice of the meeting to every member no less than fourteen and no more than twenty-eight days before the meeting date. At the annual meeting, the President shall give a report of the affairs of the organization, directors shall be elected, and the membership shall transact any other business as comes before the assembled group.
- Section 2. Not less than 20% of the members shall constitute a quorum and shall be necessary to conduct the business of ROYSA, but a lesser number may adjourn the meeting for a period not to exceed four weeks from the scheduled meeting date. The Secretary shall send a notice of the rescheduled meeting to all members and not less than 20% of the members shall constitute a quorum.
- Section 3. The President may call a special meeting of the membership if he or she deems it in the best interest of ROYSA. The president shall call a special meeting of the membership if:
- a. He/she receives written request of 4 members of the board; or
 - b. He/she receives written request of 1/2 of the members of the organization

Notice of any special meeting of the membership specifying the reasons why the meeting is being called and identifying the business to be transacted shall be sent to the membership no less than seven and no more than fourteen days before the scheduled meeting date. No other business but that specified in the notice shall be transacted at a special meeting without the consent of at least three-quarters of the membership.

- Section 4. At all meetings, except for election of directors, votes shall be cast by voice, or show of hands. Ballots shall be provided for election of directors. If a majority ever requires any question to be voted by ballot, it shall occur. A plurality of the votes cast shall determine any matter other than expulsion. No vote by proxy is permitted. If voting by ballot is required, prior to the vote the President shall appoint an inspector of the election, and who shall at the conclusion of the balloting certify in writing the results. No election inspector shall be a candidate for office or be personally interested in the question being voted upon.

- Section 5. The order of business at any regular meeting of the Board of Directors shall be as follows:

- A. Roll call
- B. Approving the minutes of the previous meeting
- C. Officers' reports
- D. Division managers' reports
- E. Committees' reports
- F. Old and unfinished business
- G. New business
- H. Good and welfare
- I. Adjournments.

The order of business at any other meeting shall be determined by the President.

ARTICLE IV - BOARD OF DIRECTORS;

- Section 1. The business of ROYSA shall be managed by the Board. The Board shall consist of seven elected members. Elected members of the Board shall be elected for two-year terms immediately following their election by the membership at the annual meeting of the membership. No Board member shall have more than one vote. No voting shall be done by proxy. No Board member shall cast a vote in a matter if he or she may have a conflict of interest.

- Section 2. Not later than one month before the annual membership meeting, the Board shall select one member of the Board to serve as the chair of the Nominating Committee and the chair shall then select two other persons who are not members of the Board, but members of ROYSA, to serve upon the Nominating Committee. The Nominating Committee may recommend one or more candidates for each vacancy to be filled. Persons nominated by the Nominating Committee shall be eligible for election along with any person nominated from the floor.
- Section 3. The Board shall have control and management of the affairs and business of the organization. It shall only act in the name of ROYSA when it is properly convened. The Board shall adopt rules governing the operating and play of teams, and the rules may be amended by a majority of the Board. The division managers shall certify the coach or other person of a member team as the team's representative to ROYSA. The Board may adopt procedures concerning its governance and the operation of ROYSA.
- Section 4. A regular meeting of the Board shall be held without notice immediately after the annual meeting of the members. The Board may provide for the time and place for holding additional regular meetings of the Board without other notice.
- Section 5. Special meetings of the Board may be called at the request of the President or any four directors. Written notice of any special Board meeting shall be given at least 24 hours prior to the meeting and be delivered personally or sent by first class mail or electronic mail to each director. Electronic mail and Internet based voting is allowed as long as a plurality of votes cast determines the matter.
- Section 6. A director may waive notice of any meeting. Attendance of a director at a Board meeting constitutes waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business of any Board meeting need not be specified in the meeting notice or waiver of notice unless required by law or these Bylaws.
- Section 7. A majority of the Board constitutes a quorum for transacting business, but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless law or these Bylaws require the act of a greater number.
- Section 8. The Board may make rules, procedures and regulations covering its meetings as it determines necessary. The Board may hire and fix the compensation of any employee, independent contractor or agent deemed necessary to conduct ROYSA's business. The President shall chair meetings of the Board.
- Section 9. Any vacancy in the Board shall be filled by a vote of the majority of the remaining members of the Board until the next annual meeting of the membership.
- Section 10. A director may be removed from the Board following procedures outlined in Article II, Section 3c and may be suspended from the Board following the procedures outlined in Article II Section 4.
- Section 11. If all of the directors consent in writing to any action to be taken by ROYSA, the consent has the same effect as a unanimous vote of the Board and shall be a valid corporate action as if it occurred at a meeting of the Board. The written consents shall be filed with the Board minutes.
- Section 12. Officers and Duties: The officers of ROYSA shall be the President, Vice President, Secretary and Treasurer. The Director of Coaching will report directly to the officers of the Board.

- Section 13. The President shall be the chair of the Board, preside at all Board and membership meetings, present an annual report of ROYSA at each annual meeting of the membership, see that all books, reports and documents as required by law are properly kept or filed, be a signatory upon ROYSA negotiable instruments, be the spokesperson for ROYSA, and make decisions within his or her discretion and at all times act in the best interest of ROYSA.
- Section 14. The Vice President shall be the President of ROYSA if the President is absent or is unable to exercise the office, may be a signatory upon ROYSA negotiable instruments, and shall enjoy other duties as directed by the Board.
- Section 15. The Secretary shall keep the minutes and records of ROYSA in appropriate books, file any certificates required by law, be the official custodian of ROYSA's records, give and serve notices to the members and directors, may be a signatory upon ROYSA negotiable instruments, submit to the Board any communications addressed to the Secretary, attend to the correspondence of ROYSA, and shall enjoy other duties as directed by the Board.
- Section 16. The Treasurer shall have the care and custody of all funds belonging to ROYSA, be solely responsible for the funds and securities of ROYSA, handle ROYSA banking, make projections, issue financial reports to the Board, be a signatory upon ROYSA negotiable instruments, invest ROYSA's funds, file income tax returns, maintain the tax exempt status of ROYSA and shall enjoy other duties as directed by the Board. The Treasurer may be bonded in an amount directed by the Board.
- Section 17. The officers shall be elected annually by the Board from among members of the Board at the meeting of the Board that immediately follows the annual general membership meeting of ROYSA. Each officer holds office until a successor is elected and qualified.
- Section 18. Effective as of December 1, 2016, no person or any immediate family member of a person that receives, or has received, directly or indirectly, within the past twelve months, any salary, wages, dividends, distributions or other compensation from (a) ROYSA or (b) any other soccer club, organization, or soccer based business, whether as an employee, independent contractor or through an ownership or profits interest in a soccer based business, shall serve as a member of the Board.

ARTICLE V - COMMITTEES

- Section 1. Unless stated in these Bylaws, the Board shall create all committees of ROYSA. The President with the approval of the Board shall establish composition of each committee. Membership on a committee shall be for a year and may be renewed by the then President. The President upon notice and hearing may remove any committee member. No committee position or decision may bind ROYSA without the prior approval of the Board.
- Section 2. There may be a Finance Committee consisting of at least three persons, one of whom shall be Treasurer, who shall meet and oversee ROYSA funds, project ROYSA finances and make fiscal recommendations to the Board.
- Section 3. There may be an Equipment Committee consisting of at least three persons, one of whom shall be the equipment Manager, who shall meet and solicit and take bids for equipment, inspect equipment, receive, distribute and collect equipment at the end of each season and make recommendations to the Board.
- Section 4. There may be a Coaches Development Committee headed by the Director of Coaching who shall meet and encourage the development of coaches and assistant coaches, sponsor coaching programs and investigate and evaluate coaches and assistant coaches, counsel, discipline and suspend coaches and assistant coaches upon notice and hearing, and make recommendations to the Board.

Section 5. There may be a Referees Committee consisting of at least three persons and the Chief Referee who shall meet and distribute and disseminate the Laws of the Game, inspect and evaluate referees, develop referee training programs and evaluations, schedule referees to games, assist the Chief Referee, counsel, discipline and terminate referees upon notice and hearing, and make recommendations to the Board as required.

Section 6. There may be a Registration Committee consisting of at least three persons, one of whom shall be the Registrar, who shall meet and develop registration forms, publicize and set registration dates, handle registrations, determine player eligibility, investigate and determine registration refunds, distribute registration forms and player pass cards to the division managers, and make registration recommendations to the Board.

Section 7. The Board may create additional committees. They may be permanent or temporary.

ARTICLE VI - FEES

Section 1. The Board shall determine from time to time the amount of fees payable to ROYSA by registered players.

ARTICLE VII - INDEMNIFICATION

Section 1. Any person who is a party or is threatened to be made a party to any civil or criminal claim, action or suit or to any administrative or investigative proceeding by reason of being an officer of the Board of Directors, division manager, employee or volunteer of ROYSA shall be indemnified by ROYSA against expenses, attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action or proceeding as long as they were incurred while carrying out any lawful activities past and present on behalf of ROYSA.

ARTICLE VIII - STATE APPROVAL:

Section 1. These Bylaws are to be submitted to the Michigan State Youth Soccer Association.

ARTICLE IX - AMENDMENTS:

Section 1. The Bylaws may only be changed or repealed as follows: first, upon the approval of at least three-quarters of the entire Board, and then upon ratification at an annual membership or a special membership meeting by a plurality of the votes cast at the meeting. Any proposed alterations or repeals shall be submitted to the membership by first class or electronic mail no less than 7 no more than 28 days prior to the meeting.

ARTICLE X - DISSOLUTION:

Section 1. If ROYSA dissolves, all of its assets shall be distributed to any Non-Profit as may be qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code or future corresponding law.

These Bylaws are proposed for adoption effective December 9, 2015.