



# **Bylaws Governing the Lexington Youth Soccer Association**

**Approved by the Board May 19, 2010**

# **Article 1 MEMBERSHIP**

## **1.1 Members**

Members of the Lexington Youth Soccer Association ("LYSA" or the "Corporation") shall be composed of the following:

- a. The current members of the Board of Directors and any who served in the season immediately preceding the annual meeting;
- b. All members of the League Councils, the Standing Committees and Ad Hoc Committees of LYSA, and any who served in the season immediately preceding the annual meetings;
- c. Any coach, division coordinator or any other volunteer position within LYSA currently serving or who have served in the season preceding the annual meeting;
- d. Any parent or guardian of a player registered for the next season or the season immediately preceding the annual meeting.
- e. Any Amateur League player or coach registered for the next season or the season immediately preceding the annual meeting.
- f. The LYSA Office Manager shall maintain a list of current members and that list shall determine one's standing.

## **1.2 Voting Privileges**

The membership for purposes of voting privileges at an annual meeting or any special meeting shall be determined as of twenty-one (21) days prior to said meeting.

## **1.3 Annual Meeting**

The Annual Meeting of the Corporation shall be held during the first quarter of each calendar year, or such other time as may be designated by the Board of Directors.

## **1.4 Special Meeting**

A Special Meeting may be held on call of the Board of Directors, the President or at least 33 1/3% of the members.

## **1.5 Place of Meeting**

The Board of Directors shall designate the place of meeting for any annual meeting. Either the Board of Directors or President may designate the place of meeting for any special meeting.

## **1.6 Notice of Meeting**

The Corporation shall notify members of the date, time and place of each annual and special members' meeting no fewer than ten (10) nor more than thirty-five (35) days before the date of the meeting.

Notice of a special meeting shall state the purpose or purposes for which the meeting is called. Unless otherwise required by law or the Articles of Incorporation, notice of an annual meeting shall not be required to state the purpose or purposes of the meeting.

Notice of annual and special meetings shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, telegraph or other form of wireless communication, United States mail, private carrier or other means permitted by law.

## **1.7 Waiver of Notice**

A member may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the time stated in the notice by delivering a signed waiver to the Secretary of the Corporation.

A member's attendance at a meeting shall waive: objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to the holding of the meeting or transacting business at it; and objection to the consideration of a matter at the meeting that is not within the purpose or purposes stated in the notice of the meeting, unless the member objects to considering the matter when it is presented.

## **1.8 Quorum**

Members may take action on a matter (other than adjournment) at a meeting only if a quorum exists. The majority of those members present and entitled to vote and represented in person, shall constitute a quorum at a meeting of members.

If a quorum does not exist at a meeting, a majority of the members present and entitled to vote may adjourn the meeting up to 120 days without further notice other than announcement at the meeting of the date, time and place of the adjourned meeting. If a quorum exists at such an adjournment, any business may be transacted which might have been transacted at the original meeting. If a new record date must be fixed because the adjournment is for more than 120 days, or is fixed for any other reason, then notice of the adjourned meeting shall be given to members as of the new record date.

## **1.9 Voting**

Except as expressly provided otherwise by the Articles of Incorporation or law, each member is entitled to one vote on each matter voted on at a members' meeting. If a quorum exists, action on a matter is approved if the votes cast in favor of the action exceed those opposing the action, unless a greater number of affirmative votes is required by the Articles of Incorporation, these Bylaws or applicable law.

If the number of members in attendance is less than 10% of the total LYSA membership, then any votes and actions taken must be approved by the Board. If a vote or action is not approved by the Board the Board is free to take a different action.

### **1.10 Proxies**

Voting by proxy shall not be permitted.

## **Article 2 DIRECTORS**

### **2.1 General Powers of the Board of Directors**

The policy making responsibility of the Corporation shall be vested in the Board of Directors (the "Board"). The Board of Directors shall:

- a. Determine the policy with respect to forming and grouping of teams in LYSA competition;
- b. Elect Directors and Age Group Commissioners as needed to manage the operation of LYSA competition;
- c. Determine the rules of play to be used in LYSA competition;
- d. Ratify appointments made by the President to fill vacancies on the Board, or in any office which results from death, resignation, or other reason with any person selected to fill a vacancy on the Board or any elective office (except President) to serve until an election can be held at the next Annual Meeting or as otherwise provided in the Bylaws;
- e. Ratify the appointment of all Standing Committee Chairpersons;
- f. Ratify the appointment of all League Council and Standing Committee members;
- g. Call special meetings of LYSA as necessary;
- h. Hear and act upon reports of the Standing and Ad Hoc Committees of LYSA; except with respect to final decisions of the Appeals Committee as provided in Section 6.8 of these Bylaws;
- i. Contract for such personal services and facilities as shall be necessary for the operation of LYSA business;
- j. Report actions of the Board to members at the Annual Meeting or at any other special meetings of LYSA;

- k. Authorize the expenditure of funds for purposes in keeping with the needs of the association.
- l. Review and approve any actions taken at an Annual or Special Meeting of the members with less than 10% of the total LYSA membership in attendance.

The operational responsibility of LYSA shall be vested in its officers, directors and Standing Committees.

## **2.2 Composition of the Board**

The Board shall consist of the President, the Vice President, the Secretary, the Treasurer, a Director of Fields, a Director of Coaching, a Director of Officiating, a Director of External Affairs, a Director of Purchasing, a Director of the Under 5 and 6 League, a Director of the Training League, a Director of the Junior League, a Director of the Senior League, a Director of the Varsity League, a League Director of Lexington F.C., League Director of the Amateur League and a Director of the TOPSoccer League. Additionally the Office Manager is a non-voting member of the Board. A person may hold more than one concurrent position on the Board but has only a single vote.

## **2.3 Additional Responsibilities of Certain Directors**

In addition to the responsibilities set forth in Section 2.1, the individuals appointed to the positions set forth below shall also have the following duties and responsibilities:

- a. League Directors
  - i. To be responsible for the formation of teams and appointment of coaches within the League as specified in the General Rules;
  - ii. To serve as a member of the Assignment Committee;
  - iii. To perform all duties necessary to insure the achievement of the objectives of LYSA within the League;
  - iv. To appoint, subject to ratification by the Board, Age Group Commissioners and such other League Administrators as may be required, and advise and consent to the appointment of League Administrators for Coaching, Referees, Tournaments, Publicity, Fields;
  - v. To serve as Chairperson of the League Council.
- b. Director of Fields
  - i. To serve as Chairperson of the Fields Committee;
  - ii. To serve as a member of the Scheduling Committee;
  - iii. To store and maintain all records regarding fields and field equipment;

- iv. To recommend to the Board necessary field equipment acquisitions and field arrangements;
  - v. To appoint, subject to ratification by the Board, such other positions as may be required to service and maintain the fields and field equipment.
  - vi. To contract for services, subject to ratification by the Board, necessary to service and maintain the fields and field equipment.
- c. Director of Officiating
- i. To serve as Chairperson of the Referees Committee;
  - ii. To serve as a member of the Scheduling and Rules Committees;
  - iii. To be responsible for the recruitment, training, development and scheduling of referees for LYSA;
  - iv. To appoint, subject to ratification by the Board, such other positions to help perform his duties.
  - v. To contract, subject to ratification by the Board, for the services of a Referee Assignor.
- d. Director of Coaching
- i. To serve as Chairperson of the Coaches Committee;
  - ii. To serve as a member of the Scheduling and Rules Committees;
  - iii. To be responsible for coordinating the recruitment, training, and development of coaches in LYSA;
  - iv. To maintain records of all the Corporation playing equipment and to recommend to the Board necessary playing equipment acquisitions;
  - v. To appoint, subject to ratification by the Board, such other positions necessary to perform his duties.
  - vi. To oversee the collection of background check information for all LYSA coaches.
  - vii. To make recommendations to the Board regarding limitations to be placed on a coach based on the collected background check information.
- e. Director of External Affairs
- i. To serve as Chairperson of the Tournament Committee;
  - ii. To be responsible for coordinating the participation of LYSA in and/or the hosting by LYSA of any tournaments or other post or pre-season games;
  - iii. To serve as liaison between LYSA and other soccer organizations or associations;
  - iv. To be responsible for coordinating any inter-league play by LYSA teams;
  - v. To perform all duties necessary to insure the achievement of the objectives of LYSA within the community;
  - vi. To appoint, subject to ratification by the Board, such other positions necessary to perform his duties.

- f. Director of Purchasing
  - i. To serve as Chairperson of the Purchasing Committee;
  - ii. To serve as the official LYSA purchasing agent;
  - iii. To insure purchasing of all LYSA equipment which shall include, but not be limited to the following: balls, cones, corner flags, paint, paint liners, nets, uniforms as needed, patches, trophies and awards;
  - iv. The Director of Purchasing shall be authorized by the Board to use LYSA Purchase Orders and forward and purchase order to the Treasurer of the corporation for payment upon satisfactory receipt of equipment and billing;
  - v. Purchase Orders will be required for purchases over \$300 or more. Board approval must be obtained for purchases in excess of \$1,500 (if not an approved budgeted item);
  - vi. To insure the purchase of quality equipment from reputable suppliers;
  - vii. To find the best quality equipment for the best price and support;
  - viii. The Director of Purchasing shall indicate on the Purchase Order which area in LYSA is to be charged for equipment ordered;
  - ix. To distribute purchased equipment to the appropriate LYSA Director.
  
- g. Deputy Director - The Directors of Coaching (Recreational), Officiating, Fields, External Affairs and the League Directors may, at their discretion and with the approval of the Board, appoint a Deputy Director to assist them in the performance of their duties during their term of office. The term of office of any Deputy Director shall be at the pleasure of the appointing Director.

The duties and responsibilities of the Deputy Director shall be as follows:

- i. To assist the Director in the performance of his/her office and responsibilities;
  - ii. To be a member of and to serve as Vice Chairperson of Committees chaired by the Director;
  - iii. To perform all other duties as may be delegated by the Director;
  - iv. To assume the duties of the Director, including serving as a member of the Board, in the case of the temporary absence or inability of the Director to perform the functions of his/her office.
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- h. Office Manager
    - i. To serve as a non-voting member of the Board;
    - ii. To oversee the day to day operations of the organization;
    - iii. To report to the Board on any issues related to the day to day operations of the organization or any other related issue requested by the Board;
    - iv. To supervise the organization's employees;
    - v. To maintain records of all LYSA players, coaches, administrators, referees and other volunteers;

- vi. To supervise the registration of players and the maintenance of the file of registered players.
- vii. To maintain a list of all current members.
- viii. Other such duties as approved by the Board.

## **2.4 Number, Tenure and Qualifications**

The Board of Directors shall consist of not less than three (3) nor more than 25 individuals, and until otherwise changed by an amendment to these Bylaws, shall consist of sixteen (16) voting members and one non-voting member as specified in Section 2.2.

Each Director shall:

- a. be elected by the Board of Directors at or prior to the first regular meeting following the conclusion of the spring season.
- b. hold office for a term of two years or until such director's successor shall be elected and qualified, whichever period is longer, except that a director who is also an officer shall serve as director for the term of his or her office.
- c. be elected in the following manner:
  - i. The Directors of Coaching (Recreational), External Affairs, Training League, Senior League, Varsity League and Amateur League shall be elected in even numbered years.
  - ii. All other directors shall be elected in odd numbered years.
- d. assume office immediately following the end of the meeting at which they were elected.

The Office Manager, being a paid employee of the organization, shall be approved by the Board for a period of time specified in his or her employment contract. That period of time shall not exceed two (2) years in duration.

## **2.5 Compensation**

No voting member of the Board shall receive compensation for performing their defined duties as members of the Board unless otherwise authorized by the Board. Such authorization should only be made for exceptional circumstances and shall be reported to the IRS and other agencies as prescribed by state or federal laws.

Any member receiving compensation shall not be allowed to vote on matters pertaining to that compensation or be involved in its discussion.



## **2.6 Conflicts of Interest**

All Board members shall report to the Board in a timely manner all possible conflicts of interest. If any business involving a conflict of interest comes before the Board those persons identified with the conflict of interest shall be excluded from all discussions and voting related to that business.

The definition of a conflict of interest shall be made in the LYSA Conflict of Interest Policy found in the LYSA General Rules.

## **2.7 Removal and Resignations**

Removal and Resignations. At a meeting of the Board called expressly for that purpose, any director, other than a director who is also an officer of the Corporation, may be removed for just cause by a vote of two-thirds of the directors then entitled to vote at an election of the directors. Two-thirds of the members of the Board of Directors shall constitute a quorum for purposes of considering the removal of a director. Notice of a meeting of the Board of Directors called for such purpose must also be given to the members of the Corporation at least one week prior to the date upon which the Board is to take action on the removal of a director who is not an officer of the Corporation. For purposes of this Section, "just cause" shall include, but not be limited to:

- a. Failure to perform the duties required to be performed by such directors under these Bylaws;
- b. Acting in a manner which is in conflict with the Articles of Incorporation or Bylaws of the Corporation, or General Rules or statements of policy and/or direction adopted by the Board of Directors;
- c. Engaging in actions which reflect negatively on LYSA;
- d. Acting in a manner which presents a threat to the rights and/or safety of any player or member of LYSA;
- e. Nonattendance at three (3) consecutive meetings of the Board of Directors.
- f. Failure to properly advise the Board of all conflicts of interests.

Directors who are also officers of the corporation may be removed as set forth in Section 3.5 hereof.

Any member of the Board of Directors may resign from the Board of Directors at any time by giving written notice to the President or Secretary of the Corporation, and unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective.

## **2.8 Annual and Regular Meetings**

Annual and Regular Meetings. An annual meeting of the Board of Directors shall be held at such time and place as the President may direct upon at least ten (10) days' prior notice in writing, given personally, or by mail, telegram or fax to all of the directors of the Corporation for the purpose of electing directors and the transaction of such other business as may properly come before the meeting. The Board of Directors may by resolution set the time and place, either within or without the Commonwealth of Kentucky, for the holding of regular meetings without other notice than such resolution.

## **2.9 Special Meetings.**

Special meetings of the Board of Directors may be called by, or at the request of, the President of the Corporation, or any four directors of the Corporation. All special meetings of the Board of Directors shall be held at the place specified in the notice of the meeting.

## **2.10 Notice**

Notice of any special meeting shall be given at least two (2) days prior thereto by written notice delivered personally or mailed to each director at his or her business address, or by telegram or fax and shall set forth the purpose(s) for such special meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by fax, such notice shall be deemed to be delivered when receipt of the fax is confirmed by return fax or other writing signed by the intended recipient. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such 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.

## **2.11 Quorum**

Unless otherwise provided by these Bylaws, a majority of the actual number of persons serving as directors of the organization shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided, however, if less than a majority of the directors are present in person at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

## **2.12 Manner of Acting**

The act of the majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Articles of Incorporation or these Bylaws.

### **2.13 Vacancies**

Any vacancy occurring in the Board of Directors may be filled by the President, subject to ratification by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

## **Article 3 OFFICERS**

### **3.1 Offices**

The officers of the Corporation shall consist of a President, Vice President, a Secretary and a Treasurer, each of whom shall be elected by the members of the Corporation. The Board of Directors may designate other offices as it deems necessary or appropriate.

### **3.2 Nominations**

Proposals for nomination of officers of LYSA shall be submitted to the Nominations Committee no later than three (3) weeks prior to the Annual Meeting. The Nominations Committee shall present a list of all proposed candidates for each position to the members at least two (2) weeks prior to the Annual Meeting. Candidates for election must be current members of LYSA as defined in Article 1, Section 1.1 and be currently serving or have served within the past three (3) years as a director or member of the League Council or Standing Committees of LYSA. The Nominations Committee shall be responsible for assuring that at least one (1) candidate be proposed for each available position. Incumbents in offices subject to election shall be polled by the Nominations Committee, and, if willing and eligible to serve, shall be included on the list of nominees.

### **3.3 Election and Term of Office**

Officers shall be elected by the majority vote of the members entitled to vote and present, in person, at the Annual Meeting; the vote having been tallied by the Nominations Committee and announced by the Chairperson of that Committee. Two members of an immediate family may not serve concurrently as officers. Each officer shall serve a two-year term of office and shall assume such office as of July 1 of the year in which such officer is elected.

If the number of members in attendance is less than 10% of the total LYSA membership, then any votes taken must be approved by the Board. If a vote is not approved by the Board the Board is free to select a different person for that position.

### **3.4 Vacancies**

Vacancies in all offices shall be filled by appointment by the President, subject to ratification by the Board of Directors, until elections for said offices at the next Annual Meeting or as otherwise provided in these Bylaws; provided, however, in the case of the resignation or death of the President, the Vice President shall accede to that office and shall assume the duties of the President until the next annual meeting. In the temporary absence or during the inability of the Vice President to perform the functions of that office, the duties shall be assumed by the Secretary.

### **3.5 Removal and Resignations**

Any officer or agent elected by the members may be removed by the members for just cause. For purposes of this Section, "just cause" shall include, but not be limited to:

- a. Failure to perform the duties of the position;
- b. Acting in a manner which is in conflict with the Articles of Incorporation or Bylaws of the Corporation, or General Rules, or statements of policy and/or direction adopted by the Board of Directors;
- c. Engaging in actions which reflect negatively on LYSA;
- d. Acting in a manner which presents a threat to the rights and/or safety of any player or member of LYSA;
- e. Removal of such officer as a director from the Board of Directors for missing three (3) consecutive Board Meetings.

A proposal for removal of an officer must be submitted, in writing, to the Board of Directors at least two (2) weeks prior to the Board meeting at which it will be considered. Two-thirds of the members of the Board shall constitute a quorum for purposes of considering the proposal. A vote of two-thirds of those directors present and voting at the meeting shall be required to submit such proposal to a vote of the members.

Removal of an officer requires a three-fifths majority vote by the members of the Corporation at either an Annual Meeting or a Special Meeting called by the Board of Directors. If the number of members present at the meeting is less than 10% of the total LYSA membership then a three-fifths majority of the Board is required to remove an officer.

Any officer of the Corporation may resign at any time by giving written notice to the President or Secretary of the Corporation, and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **3.6 Responsibilities of the Officers**

- a. President
  - i. To preside at all Board meetings and shall perform all duties incident to the office and such other duties as may be prescribed by the Board of Directors;
  - ii. To serve as an ex-officio member of all committees of the Corporation, except the Nominations Committee;
  - iii. To appoint Special or Ad Hoc Committees;
  - iv. To be an authorized check signer;
  - v. To appoint, subject to ratification of the Board, Chairpersons of all Standing Committees except where otherwise provided;
  - vi. To serve as Chairperson of the Scheduling Committee;
  - vii. To perform all other duties as shall be necessary to promote the welfare of the Corporation;
  - viii. To serve as Chairperson of the Executive Committee.
  
- b. Vice President
  - i. To serve as Vice President of the Corporation and as such shall perform such duties as from time to time may be assigned to such Vice President by the President or by the Board of Directors;
  - ii. To serve as Chairperson of the Administrative, Appeals, Assignment and Rules Committees;
  - iii. To be an authorized check signer;
  - iv. To be responsible for insuring the assignment of players to teams in a fair and equitable manner in accordance with the procedures and criteria set forth in the General Rules;
  - v. To perform all other duties as shall be necessary to insure the efficient administration and operation of the programs of the Corporation;
  - vi. To serve as a member of the Executive Committee.
  
- c. Secretary
  - i. To store and maintain all records of the Corporation;
  - ii. To record minutes of Board meetings and distribute minutes and any submitted proposed amendments as provided for in the Bylaws to all members of the Board and all Committee Chairpersons at least one week prior to the following Board meeting;
  - iii. To be responsible for informing members of meetings, handling correspondence of LYSA, and carrying out such other duties as shall be delegated;
  - iv. To be an authorized check signer;

- v. To serve as Chairperson of the Nominations Committee;
  - vi. To serve as a member and as Secretary of the Appeals Committee;
  - vii. To serve as a member and Secretary of the Executive Committee.
- d. Treasurer
- i. To receive all monies of the Corporation, keep accurate records of receipts and disbursements, pay out funds as authorized by the Board;
  - ii. To present a statement of account at every meeting of the members or the Board of Directors of the Corporation and at other times when requested by the Board of Directors and make a full report at the Annual Meeting;
  - iii. To assure that the accounts of the Corporation are examined at least annually by an auditor or auditing committee chaired by a non-Board member who, if satisfied that the Treasurer's annual report is accurate and correct, shall sign a statement of that fact at the end of the report;
  - iv. To serve as Chairperson of the Finance Committee;
  - v. To be bonded in a manner acceptable to the Board of Directors;
  - vi. To develop plans to encourage donations and solicit funds to finance activities of the Corporation;
  - vii. To be an authorized check signer and to assure that all accounts of the Corporation have multiple signers;
  - viii. To serve as a member of the Executive Committee.

## **Article 4 AGE GROUP COMMISSIONERS**

### **4.1 Duties**

Age Group Commissioners shall have the following duties and responsibilities:

- a. Securing volunteers to serve as coach and assistant coach for each team; and division coordinator for each division under his or her jurisdiction, all under the direction of the League Director;
- b. Formation of teams, under the direction of the League Director;
- c. Attending the Coaches' Meeting for his or her age group and distributing coaches packets and division coordinator packets;
- d. Providing accurate rosters to the League Director and coaches, and schedules to League Director, Division Coordinators, coaches and referee assignors;
- e. Serving as Ombudsman for the Division Coordinator, coaches and parents on such matters as player assignment, rescheduling of games, equipment issues and return (U-6 - U-10) and minor league/coaching problems;
- f. Providing information to coaches for the state tournament, including an application and an accurate, signed roster.

## **4.2 Election and Term**

Age Group Commissioners shall be appointed by the League Director as necessary and approved by the Board of Directors.

Age Group Commissioners shall serve at the pleasure of the League Director.

## **4.3 Removal**

Any Age Group Commissioner elected or appointed by the Board of Directors may be removed by the Board of Directors for just cause. For purposes of this Section, "just cause" shall include, but not be limited to:

- a. Failure to perform the duties of the position;
- b. Acting in a manner which is in conflict with the Articles of Incorporation or Bylaws of the Corporation, or General Rules, or statements of policy and/or direction adopted by the Board of Directors;
- c. Engaging in actions which reflect negatively on the Corporation;
- d. Acting in a manner which presents a threat to the rights and/or safety of any player or member of the Corporation.

In addition, an Age Group Commissioner may be removed by the Director of his or her league.

Any Age Group Commissioner of the Corporation may resign at any time by giving written notice to the President or Secretary of the Corporation, and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

# **Article 5 COMMITTEES OF THE CORPORATION**

## **5.1 Standing Committees**

The Standing Committees of the Corporation shall be as set forth in Article 6 below.

Chairpersons of Standing Committees shall be appointed by the Board except where otherwise provided in the Bylaws.

All Committee Chairpersons and members shall serve until their successors are approved by the Board or until their assignment is complete.

## **5.2 Ad Hoc Committees**

Special or Ad Hoc Committees may be appointed from time to time as deemed necessary by the President or the Board.

### **5.3 Committee Size**

The size of Committees shall be determined by the Board upon recommendations of the Chairpersons except where otherwise provided in the Bylaws.

### **5.4 Committee Membership**

The Board shall approve all members of a committee unless otherwise provide in the Bylaws.

The Board may remove anyone from a committee at its discretion.

### **5.5 Committee Minutes and Reporting to the Board**

All committees must keep accurate minutes of all committee meetings and report those minutes to the Board at the next regularly scheduled Board meeting following the committee meeting. Those minutes shall reflect the disposition of all items on the agenda, any votes or other actions taken by the committee and any other meaningful discussions that affect the organization.

### **5.6 Committee Chairperson**

A committee chairperson has the following responsibilities:

- a. Chair all committee meetings or insure in his absence that a member is designated to chair the meeting;
- b. Be responsible for the accuracy and presentation of the committee's minutes and the timely reporting of those minutes to the Board;
- c. In the event that actions are taken without a formal meeting the committee chairperson is responsible for informing the Board of such actions and how they were approved;
- d. A committee's chairperson is responsible for communicating to the committee all Board actions.

### **5.7 Subcommittees**



Committee Chairpersons may, with the approval of the Committee, appoint subcommittees from time to time as deemed necessary to effect the responsibilities of the Committee.

## **Article 6 STANDING COMMITTEES**

### **6.1 Executive Committee**

The Executive Committee shall be composed of the Officers of the organization, including the President, who shall serve as its Chairperson, the Vice President, Secretary and Treasurer. The Executive Committee may perform any actions normally reserved for the Board that are necessary for the organization's operation except for those reserved for the full Board by Kentucky Revised Statute 273.221 "Committees". Its actions are subject to review and approval by the full Board. Additionally the Executive Committee is responsible for the annual review of all employees of LYSA and their compensation. Any recommended changes in employee responsibilities or compensation shall be forwarded by the Executive Committee to the Board for subsequent action.

### **6.2 Nominations Committee**

The Committee shall be composed of the Secretary, who shall serve as its Chairperson, and two or more other unrelated members, one of whom shall be a non-Board member. The Committee shall conduct all aspects of LYSA elections as provided in Article 2 of the Bylaws.

### **6.3 Scheduling Committee**

The Committee shall be composed of the President, who shall serve as its Chairperson, and other such persons as approved by the Board. These should include at least one person from the Lexington FC, Recreational and Adult components and the Director of Fields or a member of the Fields Committee. The Committee shall oversee the construction of schedules of play and use of fields.

### **6.4 Recreational Assignment Committee**

The Committee shall be composed of the Vice President, who shall serve as its Chairperson, the Registrar, the Recreational League Directors and one or more other member(s). The committee shall oversee player assignment and team formation according to the procedures and criteria set forth in the General Rules.

### **6.5 Administrative Committee**

The Committee shall be composed of the Vice President, who shall serve as its Chairperson, and one or more other member(s). The Committee shall oversee player recruitment and volunteer recruitment, training and assignment according to the procedures and criteria set forth in the General Rules.

### **6.6 Finance Committee**

The Committee shall consist of the Treasurer, who shall serve as its Chairperson, and two or more other members. There should be at least one member from the Lexington FC, Recreational and Adult components. The Committee shall be responsible for recommending to the Board of Directors all financial policies concerning the budget and the expenditure of funds and preparing and submitting to the Board for approval a budget for each season and recommend the fee level necessary to insure a balanced budget, prior to the initiation of pre-registration.

### **6.7 Fields Committee**

The Committee shall consist of the Director of Fields, who shall serve as its Chairperson, and one or more other members.

The Committee shall be responsible for:

- a. The selection, acquisition of usage, and preparation of playing fields,
- b. The maintenance of an inventory of currently used and potentially usable fields including their dimensions, usage restrictions, general condition and physical characteristics,
- c. The acquisition, care, maintenance, and storage of all LYSA field equipment and supplies,
- d. Insuring the prompt and orderly distribution and collection of field equipment and supplies prior to and at the end of each season.

### **6.8 Rules Committee**

The Committee shall consist of the Vice President, who shall serve as its Chairperson, the Directors of the Referees and Coaches, (or their designees) and one or more other members. The Committee shall:

- a. Review the Rules of Competition and the General Rules and recommend any needed additions, deletions or changes to the Board for its approval;
- b. Publish and distribute the Rules of Competition and the General Rules prior to the start of each season.

### **6.9 Appeals Committee**

The Committee shall consist of the Vice President (or their designee), who shall serve as its Chairperson, the Secretary (or their designee) and three or more other members to be appointed by the President (at least one of whom must be a non-Board member), subject to ratification by the Board. The Committee shall:

- a. Hear and act upon all appeals initiated pursuant to the General Rules;
- b. Establish all rules and procedures necessary to carry out this responsibility;
- c. Render final judgments and decisions by a majority vote of the committee members and notify in writing all parties involved.

#### **6.10 Referees Committee**

The Committee shall consist of the Director of Officiating, who shall serve as its Chairperson, the Vice President and one or more other members. The Committee shall:

- a. Recommend to the Board standards for the certification of referees by LYSA and for the officiating of games in LYSA;
- b. Conduct periodic Referee Clinics to provide for the training and development of referees;
- c. Coordinate the scheduling of referees for LYSA games;
- d. Keep all records of refereed games in preparation for payment.

#### **6.11 Coaches Committee**

The Committee shall consist of the Director of Coaching, who shall serve as its Chairperson, and one or more other members. The Committee shall:

- a. Conduct periodic Coaches Clinics to provide for the training and development of coaches in LYSA;
- b. Coordinate and assist the Age Group Commissioners in recruiting coaches for LYSA teams;
- c. Provide assistance and information on coaching techniques or problems to coaches upon request.
- d. Overseeing the distribution and collection of Background Check forms for all coaches within the organization.

#### **6.12 Tournament Committee**

The Committee shall consist of the Director of External Affairs, who shall serve as its Chairperson, a representative from and one or more other members. The Committee shall:

- a. Recommend to the Board the hosting or sponsorship by LYSA of tournaments;

- b. Sponsor and/or host tournaments as approved by the Board;
- c. Coordinate the participation of LYSA and/or LYSA teams in non-tournament games or other special events;
- d. Provide information on tournaments and other special events to coaches, players, referees and other participants in LYSA;
- e. Coordinate other special events as approved by the Board.

### **6.13 League Councils**

League Councils shall consist of the League Director, who shall serve as Chairperson, and such other members necessary for the operation of the League as approved by the Board.

The Lexington FC component of LYSA shall be governed by a League Council.

The Recreational, Adult and TOPSoccer Leagues may be governed by separate League Councils as determined by the Board of Directors.

The Council shall:

- a. Recommend to the Board the policy with respect to forming and grouping of teams in League competition;
- b. Elect other Administrators as necessary to manage the operation of the League subject to the Board's approval;
- c. Recommend to the Board the rules of play to be used in League competition;
- d. Contract for such personal services and facilities as shall be necessary for the operation of League business and as approved by the Board;
- e. Report actions of the Council to the Board at regular meetings of the Board;
- f. Determine the policy with respect to the operation of the League that best serves the needs of the players and that complies with the criteria and guidelines established by the Bylaws, General Rules and the Board.

## **Article 7 CONTRACTS, LOANS, CHECKS AND DEPOSITS**

### **7.1 Financial Policies**

The Board of Directors may adopt a set of Financial Policies that will serve to guide the financial practices of the organization and will have the same force as

these By Laws and will be considered as an extension of these By Laws and subject to the same rules for the purpose of authorization and modification.

## **7.2 Contracts**

The Board of Directors may authorize any one or more officers or agents to enter into any contract and execute and deliver any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

## **7.3 Loans**

No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in the Corporation's name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

## **7.4 Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such one or more officers or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

## **7.5 Deposits**

All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies and other depositories as the Board of Directors may select.

# **Article 8 RULES OF ORDER**

## **8.1 Parliamentary Authority**

Robert's Rules of Order (revised) shall govern all cases where they are applicable and in which they are not in conflict with the Bylaws.

## **8.2 Competition Authority**

The Rules of the International Football Association Board (Federation International de Football Association - FIFA), the United States Youth Soccer Association (USYSA), and the Kentucky Youth Soccer Association (KYSA) shall

govern the conduct of games and officiating of the Corporation except where they are in conflict with the LYSA General Rules which shall prevail.

### **8.3 Participation Authority**

The LYSA General Rules shall govern the participation of all persons in the activities of the Corporation.

## **Article 9 AMENDMENTS**

### **9.1 Amendments to the Articles of Incorporation**

The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote a meeting of members entitled to vote thereon.

Any amendment to the Articles of Incorporation of the Corporation must be submitted, in writing, to the membership at least three (3) weeks prior to a vote on its acceptance or rejection.

A vote of two-thirds of the members present and voting at the Annual Meeting or such special meeting of the members as may be called pursuant to the Bylaws shall be required to enact amendments to the Articles of Incorporation.

If the number of members in attendance is less than 10% of the total LYSA membership, then any votes taken must be approved by the Board.

Two-thirds of the members of the Board of Directors shall constitute a quorum for the purpose of considering amendments to the Articles of Incorporation.

The vote of two-thirds of the members of the Board of Directors present in person shall be required to enact amendments to the Articles of Incorporation.

### **9.2 Amendments to the Bylaws**

Amendments to the Bylaws shall be acted upon by the Board.

Any proposed amendment to the Bylaws of the Corporation shall be submitted, in writing, to the Board of Directors at least two (2) weeks prior to the Board meeting at which the amendment will be considered.

Two-thirds of the members of the Board of Directors shall constitute a quorum for the purpose of considering amendments to the Bylaws.

The vote of two-thirds of the members of the Board of Directors present in person shall be required to enact amendments to the Bylaws.

### **9.3 Amendments to the General Rules**

Amendments to the General Rules shall be approved by the Board.

Any proposed amendment to the General Rules shall be submitted, in writing, to the Secretary, or in his/her absence to any other officer, at least one (1) week prior to the Board meeting at which the amendment will be considered.

The vote of three-fifths of the members of the Board present and voting shall be required to enact amendments to the General Rules.