

Amodei Adult Mountain Soccer League (AMSL) Bylaws

*Adopted by Board Vote on August 16, 2010;
thereafter modified by consent vote(s) on: August 17, 2010 and August 13, 2012*

Regulations and Authority

Pursuant to the vote of the Board, the following By-Laws and subsequent and specific General Procedures, Rules and Regulations of the game shall be reviewed, acknowledged, implemented and followed by all members, participants, competitors and spectators of the game; practice or play.

ARTICLE I

Name

The name of this organization shall be “Amodei” Adult Mountain Soccer League, (AMSL) sometimes referred to as the Adult Mountain Soccer League or Oakhurst Adult Soccer and hereafter referred to as the “League”

ARTICLE II

Mission

Section 1. The mission and purpose of this organization is to organize, support and encourage adult soccer participation in the broad geographic mountain communities of Eastern- Madera and Mariposa Counties within the following concentrations:

- a. Through service and financial efforts in promoting the League.
- b. Through competitive teams that participate in soccer seasons and hereafter referred to as “League Teams.”
- c. Promoting family-oriented soccer play (participation) by all adult members.
- d. Assisting with various projects that directly benefit soccer participation.
- e. Assisting with various community projects for the benefit of other organizations that are soccer-oriented when voted on by the Board.

Section 2. The League is not organized for pecuniary profit and it shall not have any power to issue certificates of stock, dividends or ownership certificates. No part of the net earnings of this League shall inure to the benefit of any member, director, officer or individual. The balance, if any, of all funds received by the League from its operation, after full and complete payment of all debts and obligations shall be held, accumulated and distributed exclusively for carrying out the purpose of this League, consistent with the laws and regulations applicable to tax exempt, non-profit organizations under the Internal Revenue Code of 1954, as amended and the laws of the State of California.

ARTICLE III Membership

Section 1. Membership is open to any person over the age of eighteen (18) and is not a member or on an official high school roster for any sports team or applicable business sponsor whose interest and participation does not conflict with the Mission of the League.

Section 2. Membership begins on October 1st and ends September 30th of each year. Membership must be renewed through participation on a League Team which includes:

- a. Signing the most current liability and indemnification release.
- b. Submitting proof of age documentation that the member is over the age of eighteen (18). Such documentation may be a "League player card" or other identification that is required in the most current General Procedures and/or the AMSL [Winter/Summer] Rules of play.
- c. Abiding by the League's Bylaws, Regulations, General Procedures and/or Rules including any non-conflicting and most current FIFA "Laws of the Game."
- d. Paying any dues that may be associated with the League or League Teams for a particular soccer season except that the Board of Directors may be exempt from paying certain League dues as approved by Board vote.

Section 3. League Team Participation: The members of the League may participate in soccer games/matches and/or practices that provide good and fair soccer play in an athletic environment while exhibiting professionalism and upholding the mission of the organization.

Section 4. Membership shall be divided into two (2) categories:

- a. General Members: All participants of a League Team who have executed the liability documents are automatically members of the organization and are encouraged to take part in all activities of the organization. Additionally, General Members may also be business sponsors, concerned individuals, volunteers or community leaders who want to directly assist and support the organization's mission.
- b. Voting Members: A Voting Member is an indentified member that serves on the League Board of Directors, hereafter referred to as the "Board."

Section 5. There shall be no discrimination as to membership against any person because of sex, race, color, ethnic background, abilities or religious (congregation) affiliation.

Section 6. Members are always expected to exhibit behavior and decorum in both a professional and family oriented manner.

Section 7. Any member (player, coach, manager, Board member or other) of the League who conducts himself or herself in an unsportsmanlike manner that is inconstant with the

published Rules of the Game may be disciplined and/or suspended by the League from the field of play and future play or membership in the League.

ARTICLE IV
Board of Directors

Section 1. General Powers. The business and affairs of the League shall be managed by its Board of Directors. These powers include, but are not limited to:

- a. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated for the benefit of the League.
- b. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of the League's assets.
- c. To make contracts and guaranties and incur liabilities, borrow money at such lawful rates of interest as the Board may determine, issue League notes, bonds, and other obligations, and secure any of the League's obligations by mortgage or pledge all or any of the League's property, franchises and income, and to guarantee the obligations of other persons.
- d. To lend money for its business purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- e. To elect or appoint agents of the League, and define their duties
- f. The Board may, by resolution, provide for such other standing or special Committees from time to time as it deems desirable, and discontinue the same at its pleasure. Each such committee shall have powers to perform duties, not inconsistent with law, as may be assigned to it by the Board.
- g. To make and alter Bylaws and/or Rules of the Game for the administration and regulation of the League.
- h. To indemnify any director or officer or former director or officer or volunteer of the League as is provided for herein and as applicable by California law.
- i. To cease League activities.
- j. To have and exercise all powers necessary or convenient to affect any or all of the purposes for which the League is organized.

Section 2. The League and individual members of the Board shall have a limited liability in the affairs and management of the League and every member shall indemnify the League and individual members of the Board based upon signature and agreement of the most current liability statement(s). No Board member shall be bound by or be personally liable for the expenses, liabilities or obligations of the League and no Board member shall be personally liable for any debt, obligation, or liability whether the liability or obligation arises in tort, contract or otherwise.

Section 3. The Board of Directors shall consist of a (i) Board Officers that are elected by Voting Members, (ii) At-Large Board Officers that may be appointed by the Board, (iii)

Committee Chairpersons that are appointed by the Commissioner, and if applicable, the Board may install a “Chairman of the Board” who shall discharged duties as described herein.

Section 4. All members of the Board of Directors are expected to be present at each Board Meeting. Board members missing three (3) regular meetings without notification to the Commissioner prior to the meeting are subject to removal as a member of the Board of Directors at the discretion and vote of the Board.

Section 4. Election of Officers

- a. Only current members of the league may be nominated and Elected as Officers
- b. All Officers shall be elected at the Annual Meeting and the newly elected Officers shall assume their position and commence performing their duties at the conclusion of the Board Meeting in August. The time from the actual date of election and September 1 of the following month shall serve as a transitional period.
- c. At least two (2) months prior to the Annual Meeting each year, the Commissioner shall appoint **the Vice Commissioner of the League or one of the other** current Officers as the Nominating Chairperson to determine candidates to become Officers of the Board. It shall be the duty of the Nominating Chairperson to submit at least one (1) valid nominee for each office and obtain the consent of each person that is nominated to serve.
- d. Any Voting Member may make such nominations as he/she desires, provided that such nomination is made at least three (3) days prior to the Annual Meeting or by Member Vote under “closed” ballot at the Annual Meeting.
- e. The election shall be conducted by ballot. The results of which shall be tabulated by two (2) Voting Members appointed by the presiding Assistant Commissioner. Officer positions which are unopposed may be voted on by Voice or by Show of Hands.
- f. If, at any time, an Officer is unable to continue in his/her elected post, the AMSL Board Commissioner shall appoint a member to fill the unexpired term.

Section 5. Titles and Duties of AMSL Board Officers

- a. **Chairman of the Board (if used):** The Chairman of the Board (COB) shall serve an important advisory position to the Board in addition to:
 - i. Perform such duties as may be delegated by the Board of Directors.
- b. **Commissioner of the League:** The Commissioner shall, with the assistance of the Secretary, preserve decorum, preside and conduct all meetings in accordance with the Bylaws and shall ensure that all officers perform their duties in addition to:
 - i. Having the responsibility for the overall operation of the League.
 - ii. Representing the Club in matters involving affiliated organizations and other social, recreational, and sports organizations.

- iii. Delegating authority, assigning specific functions, and recommending the creation of any special committees.
 - iv. Making appointments to committees with the approval of the Board of Directors.
 - v. Representing the League in matters involving affiliated organizations and other social, recreational, and sports organizations.
 - vi. Authorizing expenditures not in excess of one hundred dollars (\$100.00) without action by the Board of Directors.
 - vii. Preparing an Annual Report for and preside at the Annual General Meeting.
 - viii. Preparing, in collaboration with the Secretary, the agenda for all meetings.
 - ix. Serving as an ex officio member of all committees except the Nominating Committee.
 - x. Performing such other duties as may be delegated by the Board of Directors.
- c. Assistant Commissioner of the League:** The Assistant Commissioner shall perform the duties of the Commissioner in the Commissioner's absence in addition to:
- i. Chairperson of the Membership/Nominating Committee
 - ii. Chairperson of the Serious Incident Reporting Committee (SIRC)
 - iii. Working in conjunction with the Commissioner in fulfilling his or her duties.
- d. Secretary:** The Secretary shall be responsible for assisting the Commissioner with all meeting agenda's in addition to:
- i. Maintaining accurate and detailed records of all Club meetings (agendas, minutes and other correspondence)
 - ii. Maintaining a current list of members of the League
 - iii. Managing all correspondence and give notice of all meetings
 - iv. Performing such other duties as may be delegated by the Commissioner
 - v. Holding the position of Assistant Commissioner in absence of another qualified Member.
- e. Treasurer:** The Treasurer shall be responsible (care and custody) for all monies belonging to the League in addition to:
- i. Maintaining an accurate record of all monies; disbursements, debits, credits, deposits and bank accounts.
 - ii. Signing checks for the League
 - iii. Reporting on the financial condition of the League at each regular meeting and at the Annual Meeting.
 - iv. Establishing **an** annual budget for the League
 - v. Establishing budgets for any various fund raisers or events.
 - vi. Performing such other duties as may be delegated by the Commissioner

- f. **At-Large Board Officers:** Up to five (5) League members may be voted in as “at-large Board Officers” with the following titles and duties:
- i. **Head Referee Coordinator:** Develop, organize, administer, represent and manage the League’s referees including guidance on rules and games, matches or practices. The **Head Referee Coordinator** shall serve as a standing member of the Serious Incident Reporting Committee (SIRC) to offer any advice on League incidents as well as any red and/or yellow cards. In addition, the **Head Referee Coordinator** may perform other such duties as may be delegated by the Commissioner.
 - ii. **Field Coordinator Commissioner:** Develop and manage the League’s fields along with lining, ensuring proper field dimensions; and, in conjunction with another Board Officer, ascertaining field conditions and player safety based on field conditions. In addition, the Field Coordinator may perform other such duties as may be delegated by the Commissioner.
 - iii. **Communications Coordinator Manager:** In conjunction and with guidance from other Board Officers, develop and manage the League’s communication to all members including the telephone “phonevite,” “hot line,” and any web or media communication such as “Facebook” and the League’s “URL.” In addition, the Communications Coordinator may perform other such duties as may be delegated by the Commissioner.
 - iv. **Program Manager Team Coordinator:** In conjunction and with guidance from other Board Officers, develop and manage certain League programs along with the daily activity of the League to include direct communication with all Team Managers. In addition, the **Program Team Coordinator** may perform other such duties as may be delegated by the Commissioner.
 - v. **Board Assistant (“at-large position”):** In conjunction with any special program(s) or Board requirements, the Board may elect one (1) at-large member that shall serve at the Board’s discretion.

Section 6. Term Limits of Officers: The terms of office for all elected officers shall be for a minimum of one (1) year or until their successors are elected, with a sequential one (1) year of service as voted on by the Board or additional sequential or non-sequential years of service as voted and approved by the Board. The term of office shall start from the close of the Annual General Meeting at which they are elected. Appointed officers will serve from the time they are appointed by the Board to the close of the next Annual General meeting or until their successors are appointed.

Section 7. Vacancies: Whenever a Board position is left vacant, including that of the Commissioner, the Board of Directors, by a simple majority vote, shall appoint an individual to that position for the remainder of the term of office

Section 8. Removal from Office: An officer may be removed from office by an affirmative vote of a two-thirds majority of the Board of Directors when sufficient cause exists for such removal. The Board shall adopt such rules it may consider necessary for a hearing on the charges against an officer.

Section 9. League Committees: There shall be two (2) standing League Committees: (i) Membership/Nominating Committee and the (ii) Serious Incident Reporting Committee (SIRC). The Committee Chairperson shall be appointed by the Commissioner and have the duty to manage the Committee and report to the Board on its success.

ARTICLE V

Meetings

Section 2. Regular Board Meetings: The members of the Board shall meet regularly once a month at **6:00pm on the second Monday of the Month** or as designated by the Commissioner, with notification to all Board members.

Section 2. Annual Board Meeting: The annual meeting shall take the place of the Regular Meeting scheduled for the month of August. The election of Officers for the upcoming year will take place at this meeting and all Voting Members in attendance shall be entitled to one vote.

Section 3. Special Board Meetings: The Commissioner may call a special meeting at any time by directing the Secretary and/or Board Assistant to provide notice to all Board members. Notice of such meeting should be provided by publishing notification and include the date, place, time and purpose of such meeting and shall be provided not less than two (2) days prior to the meeting. A Special or “Closed Session” Meeting may also be held upon the request of at least fifty (50%) percent of the Board in attendance at any given meeting.

Section 4. Quorum: The attendance of five (5) Voting Members shall constitute a quorum for the purpose of voting on any official Board action of the League except that all Voting Members recognize that voting or discussing agenda items during (before/after) games, matches or practices is strictly prohibited.

Section 5. Rules of Order: The organization shall follow “Roberts Rules of Order” as the recognized rules of order at all meetings.

Section 6. Sign in sheets and/or minutes shall be kept for every meeting and, unless determined by the Board via a “special” or “closed” meeting, distributed electronically in file format for all members to review.

Section 7. If any individual in attendance at a Board Meeting exhibits unprofessional or disruptive behavior, at the discretion of the AMSL Board Commissioner or his/her

appointee, that person or persons may be asked to leave that meeting. The AMSL Commissioner will have complete discretion to close the meeting and/or make additional provisions should the individual choose to remain and continue unprofessional or disruptive behavior. The person or persons requested to leave may, by written request, receive a copy of the meeting minutes within ten (10) days of the meeting date.

Section 8. The typical Board Agenda shall be as follows: (modified as needed)

- Opening
 - Call to Order
 - Roll Call
 - Introduction of any Guests
- Order of General Business
 - Acceptance of any Minutes from previous meeting (vote)
 - Finance Report (vote)
- Correspondence Received
- Committee reports
- Unfinished Business
- New Business
- Closing

ARTICLE VI

Voting

Section 1. Voting Members are the only persons eligible to make a motion, second a motion and vote on a motion; are the only members eligible to hold office, serve on the Board, and vote on nominated officers.

Section 2. Each Voting Member present at a meeting shall have one (1) vote on matters that come before the Board requiring a vote. There will be no voting by proxy.

Section 3. Voting Members may request a “closed” ballot on any issue at anytime.

Section 4. Team Managers and/or Referees. The Board recognizes that Team Managers and Referees play an important role in the day to day operations of the League. In certain situations, current and identified Referees and Team Managers will be encouraged to attend and offer specialized opinion to Board members and those Board members shall then vote on critical issues where the Board has determined that the Referees and/or Team Managers opinions and considerations are required for overall League success.

ARTICLE VII

Finance

Section 1. Budgeting: During the October meeting of each year, the Treasurer will provide a proposed annual budget to the Board outlining expected revenues, expenditures and planned gifts to support the League.

Section 2. The League's fiscal year shall be on a fiscal year basis from October 1st through and including September 30th.

Section 3. Deposits: Funds raised by the League shall be deposited within two (2) days of receipt where they will be held in an account for the benefit of the League and its activities.

Section 4. Specific Requests: From time to time a League member may submit requests for items that will directly benefit the League. This request is for consideration by the Board and should include only those items that are not covered by the annual budget. Requests that are greater than \$50.00 shall be voted on at Board Meetings and all others may be approved by the Commissioner and subsequently reported at the next Board Meeting.

Section 5. Payment Approvals: The Commissioner or the Treasurer will provide approval to the League to make payments for expenditures that have been approved by the Board or that are in the normal course of business for Leagues activities.

- a. Any expenditure exceeding \$200.00 must be voted on and approved by a majority of the Members present at a Board meeting.
- b. Any expenditure for a project that may be classified as a "community project" must pass by a two-thirds (2/3) majority.

Section 6. The Board shall only approve the purchase of items to the extent that the League has sufficient funds to make such purchases from the account. Once the Board has approved items for purchase, the funds necessary to complete such purchase will be "restricted", and those funds will no longer be available for other use. Such funds shall remain "restricted" until spent or until the Members vote to remove the restriction.

ARTICLE VIII

Amendments

The Bylaws may be amended from time to time. The Officers of the League shall propose amendments to the Bylaws. Such proposed amendments must be presented at a Board Meeting in writing at one meeting and voted on at the following meeting with a two-thirds (2/3) majority of the Voting Members in attendance in order to gain approval.

ARTICLE IX

Dissolution of the League

The League can only be dissolved upon the adoption of a resolution by the Board of Directors. Such a resolution must be preceded by a preamble setting forth the reasons for the dissolution. The resolution can be approved at the Annual General Meeting or at a

general meeting called for the purpose of dissolution by a two-thirds affirmative majority of all voting members, provided that the resolution and preamble have been mailed to all members at least 30 days in advance of the meeting. Upon such dissolution of the League, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Club, dispose of all assets of the Club. The assets shall be distributed to organizations operated exclusively for charitable or educational purposes and at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as from time to time amended.

ARTICLE X
Miscellaneous Provisions

Section 1. No substantial part of the activities of this organization shall consist of or carry on propaganda on behalf of or in opposition of any candidate for public office.

Section 2. No conflict of interest (contract or other transaction) between the League and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors, officers, or financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his, her or their votes are counted for such purpose

Section 3. In the unusual circumstance in which the Board must have informal action by its Directors, any action required to be taken without a meeting of the Board shall be allowed if written consent setting forth the action so taken shall be signed by all of the members of the Board. Such written consent shall have the same force and effect as a unanimous vote of the Board and may be stated as such in any article or document.

Section 4. Waiver of Notice. Whenever any notice is required to be given under these Bylaws or by law, waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

Section 5. Construction. Words and phrases herein shall be construed as in the singular or plural number according to the context. Whenever the masculine gender is used, females as well as males shall be deemed to be included.