

1 **Bylaws of Mad River Youth Soccer League**
2 **A California Nonprofit Public Benefit Corporation**

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5 **ARTICLE 1: Name and Principal Office**

6 a. Name: The name of this Corporation is "Mad River Youth Soccer League, Inc."
7 (hereafter MRYSL).

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9 b. Principal Office: The principal office of MRYSL shall be at a place located within our
10 boundaries as defined in Article 2 designated by resolution of the Board of Directors.

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12 **ARTICLE 2: Boundaries and Territories**

13 The boundaries of MRYSL shall be within the area of Humboldt County north of the
14 Eureka City limits, including Arcata, Big Lagoon, Manila, McKinleyville, Trinidad,
15 Orleans, Fieldbrook, Blue Lake, Bayside, Samoa, Willow Creek, and Hoopa Valley.

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17 **ARTICLE 3: Purpose**

18 a. Purpose: The purpose of MRYSL shall be to develop, promote and administer the
19 game of soccer among the youth under the age of 19 without regard to race, creed, or
20 sex within the boundaries of MRYSL as stated in Article 2. .

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22 b. Nonprofit Standards: No substantial part of the activities of MRYSL shall consist of the
23 publication or dissemination of materials with the purpose of attempting to influence
24 legislation, and MRYSL shall not participate or intervene in any political campaign
25 (including publishing or distributing of statements) on behalf of any candidate for public
26 office or for or against any measure submitted to the people for a public referendum.

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28 c. Tax Exempt Status: MRYSL is organized and operated exclusively for public and
29 charitable purposes within the meaning of Section 501(c)(3) of the United States Internal
30 Revenue Code (US IRC). Notwithstanding any other provision of these By-laws, MRYSL
31 shall not carry on any other activities not permitted to be carried on by: (a) a Corporation
32 exempt from Federal Income Tax under the provisions of Section 501(c)(3), US IRC; or,
33 (b) a Corporation, contributions to which are deductible under Section 170(c)(2), US
34 IRC.

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36 **ARTICLE 4: Affiliation**

37 The Corporation shall be affiliated with District V of the California Youth Soccer
38 Association (CYSA), US Club, the United States Youth Soccer Association (USYSA),
39 and the United States Soccer Federation (USSF).

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41 **ARTICLE 5: Authorities**

42 a. MRYSL is governed by these By-laws and the Constitution and By-laws of
43 CYSA, except where superseded by the Constitution of By-laws of USYSA or USSF, or
44 by the authority of the Federal Government and the State of California.

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46 b. Authority: The governing authority of MRYSL shall be its Board of Directors, whose
47 powers and responsibilities are described in these By-laws as well as state and federal
48 law. All member teams, their players, coaches, parents, and referees shall abide by
49 these By-laws, the Rules of Play, the policies and regulations of MRYSL as set forth by

50 the Board of Directors, and all applicable rules and regulations of the associations with
51 which MRYSL is affiliated.

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53 **ARTICLE 6: Membership**

54 a. Eligibility: Parents and guardians of registered MRYSL players, each team coach, one
55 assistant coach, one team manager, each director, each officer, and each referee who
56 has refereed at least six (6) League soccer games in the prior year, shall be member of
57 this Corporation and shall be entitled to one (1) vote at General membership meetings,
58 provided that each member pays the membership fee which shall be set by the Board of
59 Directors from time to time, and that the member is at least eighteen years of age.

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61 b. Dues and Fees: MRYSL shall charge such dues and other fees for participation in its
62 programs as shall be established by the Board of Directors.

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64 **ARTICLE 7: Operation Periods**

65 a. Fiscal Year: The fiscal year of the MRYSL is from January 1 through December 31.

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67 b. Seasonal Year: The membership year is from August 1 through July 31 of the
68 following year.

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70 **ARTICLE 8: Duties of the Board of Directors**

71 This organization is governed by a Board of Directors according to state law and the
72 Bylaws. This body is the ultimate decision-making authority and bears the ultimate
73 responsibility for the organization.

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75 The board may delegate its responsibilities to individuals or committees.

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77 **ARTICLE 9: Directors**

78 a. Number of Directors: The number of directors shall be twelve (12). Six (6) directors
79 shall be elected for two (2) year terms in odd numbered years and six (6) directors shall
80 be elected for two (2) year terms in even numbered years. These twelve (12) elected
81 directors are the voting members of the Board of Directors of the Corporation.

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83 b. Election of Directors: Six directors shall be elected each year at the annual meeting of
84 the membership. The term of office shall be for two (2) years, .

85 Vacancies on the Board of Directors shall be filled by the Board of Directors upon
86 occurrence during any term of office.

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88 c. Absence of a Director for three (3) regular meetings without sufficient notification to
89 the board may be deemed a seconded motion for removal from office. The Secretary
90 shall direct a written notice to the affected Director(s) within seven (7) days of any
91 second absence.

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93 d. Director Compensation: The Directors shall not receive any stated salaries for their
94 services. The Board of Directors can establish compensation for services of the board
95 members only to the extent allowed by law. MRYSL, as a non-profit Corporation,
96 complies with the prohibition against distributing gains, profits, or other pecuniary
97 benefits to its members. Directors shall be allowed reasonable reimbursement for
98 expenses incurred in the performance of their duties, but only with the approval of the
99 Board of Directors. The Directors shall not be personally liable for the debts, liabilities, or
100 other obligations of MRYSL.

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ARTICLE 10: COMMITTEES

a. Committees

1. The Board shall have the right to appoint and determine the composition and authority of committees and task forces as it may deem necessary. The Board shall follow all relevant state laws in determining the composition and authority of any committee or task force. Such committees and task forces shall be described in resolutions of the board or separate administrative regulations approved by the board. Subject to relevant state laws, committees may include members who are not Board members.

2. At the first meeting in the fiscal year, the Board shall determine necessary committees for the year.

3. Committee Chairs

a.. Committee chairs may be selected by the President or the Executive Committee and shall be ratified by the Board. Committee chairs are not members of the Board, nor do they have a vote on the Board. A member of the Board may be appointed as a committee chair.

b. Executive Committee

1. The board may appoint an Executive Committee that shall have the power of the board between regular meetings. The Executive Committee shall be composed of the President, the Vice President and two other board members approved by the board

2. A quorum shall be a majority of the Executive Committee members.

3. The Executive Committee shall have all the powers of the board except the Executive Committee may not:

- (a) appoint or remove board members
- (b) approve a dissolution, merger, or sale of all the corporation's assets
- (c) amend the bylaws or the articles of incorporation

4. Any action taken by the Executive Committee shall be reported to the full board at the next regular meeting.

5. The executive committee shall appoint standing committees and chairpersons as needed to meet the goals and objectives of the league.

c. Governance/Nominating Committee.

1. The Governance Committee shall be composed of three (3) members of the Corporation, one (1) of whom shall be a director who is not a candidate for re-election at the next Annual Meeting. The Governance Committee shall be elected by the Board of Directors at its regular meeting in January of each year.

2. The Governance Committee shall determine and present its slate of nominations to the Board of Directors in October but the board does not approve/disapprove the slate. The slate shall be presented to the membership at the time of the notification of the Annual Meeting in November. There shall be no nominations made or accepted from the floor at the Annual General Meeting.

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3. Members may petition for inclusion on the slate for election by presenting a petition signed by ten (10) MRYSL members to the Governance Committee not less than 15 days before the Annual General Meeting. The Governance Committee shall verify the signatures and place the candidate on the slate with the recommended candidates.

4. The Governance Committee is responsible for recommending candidates to the board of directors to fill vacancies when they occur on the board.

5. The Governance Committee is responsible for arranging orientation and continuing education on board governance for the board members.

ARTICLE 11: Officers

The members of the newly elected board will elect the four officers to start their term at the meeting following January 1.

Officers Selected and Approved by the Board of Directors. The following described officers are those selected by and from the elected Board of Directors.

- **President** – Shall conduct all meetings of the BOD, and membership meetings,, and establish an agenda.
- **Vice President**-Shall perform the duties of the President on the occasions when the President is absent or is unable or unwilling to act as President; and any other duties that may be assigned annually by the BOD.
- **Treasurer** - responsible for all financial and reporting activities of MRYSL and submitting a bimonthly report. Also responsible for overseeing the fundraising activities of the MRYSL.
- **Secretary** - Responsible for keeping minutes of all BOD meetings.

ARTICLE 12: Meetings

a. Meetings of the Board of Directors: There shall be a minimum of eight (8) regular meetings of the Board of Directors at a time and place designated by the Board

b. Special Meetings of the Board of Directors:
1. A special meeting of the Board of Directors for any lawful purpose may be called at any time by the Board, the Executive Committee, or the President of the Board.

c. Quorum for Board of Directors' meetings is fifty percent of the filled director positions, rounded down.

d. General Membership Meetings:
1. Annual General Membership Meeting
MRYSL shall conduct an Annual General Meeting in November of each year with notice by e-mail, web site calendar, and news paper posted at least 14 days in advance. The proposed slate of nominations for the Board of Directors and any

202 proposed bylaws amendments must be included with the notice. Notice must be
203 e-mailed to all members of the Board of Directors. The Purpose of the meeting
204 shall be:

- 205 (a) Election of members of the Board of Directors.
- 206 (b) By-law amendments, if so indicated in the meeting notice.
- 207 (c) Any other agenda items approved by the Board.

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209 Voting members shall consist of all members' present, membership as defined in
210 ARTICLE 6a, MEMBERSHIP, above. Voting by proxy shall be prohibited.
211 The number of members present at the meeting shall constitute a quorum.
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213 2. Special General Membership Meetings: A special meeting of the members for
214 any lawful purpose, including approving amendments to the bylaws, may be
215 called at any time by the Board or the President of the Board, or by 5 percent or
216 more of the members.

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218 a. A special meeting called by 5 percent of the membership shall be
219 called by written request, specifying the general nature of the business
220 proposed to be transacted, and submitted to the president or any vice
221 president or the secretary of the corporation. The officer receiving the
222 request shall cause notice to be given promptly to the members entitled to
223 vote, in accordance with ARTICLE 9 of these by-laws, stating that a
224 meeting will be held at a specified time and date fixed by the Board,
225 stating the nature of the business for which the meeting is called. The
226 meeting date shall be at least 10 but no more than 60 days after receipt of
227 the request. If the notice is not given within 10 days after the request is
228 received, the persons requesting the meeting may give the notice.
229 Nothing in this Section shall be construed as limiting, fixing, or affecting
230 the time at which a meeting of members may be held when the meeting is
231 called by the Board.

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233 b. No business, other than the business the general nature of which was
234 set forth in the notice of the meeting, may be transacted at a special
235 meeting.
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237 e. Hoopa/Willow Creek representation: In the event of the absence from attending a
238 Board meeting, the representative shall send an area update, via email or mail, one
239 week prior to the Board meeting. Representatives must attend every third meeting; April
240 and July meetings are mandatory for registration purposes.

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242 f. Official Colors: The Board of Directors may establish the official club colors, design
243 and logo type.
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245 **ARTICLE 13: Annual Report**

246 The Board shall cause an annual report to be sent to all directors within 120 days after
247 the end of the corporation's fiscal year. That report shall contain the following
248 information, in appropriate detail, for the fiscal year:

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250 (1) The assets and liabilities, including the trust funds, of the corporation as of the
251 end of the fiscal year.
- 252 (2) The principal changes in assets and liabilities, including trust funds.

253 (3) The revenue or receipts of the corporation both unrestricted and restricted to
254 particular purposes.

255 (4) The expenses or disbursements of the corporation for both general and
256 restricted purposes.

257 The annual report shall be accompanied by any report on it of independent accountants
258 or, if there is no such report, by the certificate of an authorized officer of the corporation
259 that such statements were prepared without audit from the corporation's books and
260 records. This requirement of an annual report shall not apply if the corporation receives
261 less than \$25,000 in gross receipts during the fiscal year, provided, however, that the
262 information specified above for inclusion in an annual report must be furnished annually
263 to all directors and to any member who requests it in writing.

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265 **ARTICLE 14: Protest and Appeals**

266 The procedure for administration of protests and appeals shall be contained in the Rules
267 and Regulations of MRYSL.

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269 **ARTICLE 15: Rules of Order**

270 MRYSL shall be governed by Robert's Rules of Order at all meetings unless otherwise
271 agreed to by the participants; insofar as such rules are not inconsistent, or in conflict,
272 with the By-laws, rules, and regulations by which MRYSL is governed.

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274 **ARTICLE 16: Changes to these By-laws**

275 These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted
276 at any general meeting of the membership of MRYSL by a majority vote of all members
277 present, providing that notice of the proposed action is posted on the MRYSL web site
278 and e-mailed *or mailed* to each of the members at least ten (10) days prior to the date of
279 the meeting.

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281 **ARTICLE 17: Dissolution**

282 Upon the dissolution and winding up of the activities of the Corporation, and after paying
283 or adequately providing for all the debts and liabilities of this Corporation, the remaining
284 assets, if any, shall be distributed first to the successor corporation or to the Parks and
285 Recreation department of the Cities listed in Article 2, or its related foundation, provided
286 that organization has established its tax exempt status under Section 501(c)(3) US IRC.
287 The property of MRYSL is irrevocably dedicated to educational and charitable purposes
288 and no part of the net income or assets of MRYSL shall ever inure to the benefit of any
289 Director, Officer, or member of MRYSL or to the benefit of any private person.

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291 **ARTICLE 18:**

292 Any provision herein deemed to be invalid shall not invalidate the remaining bylaws.

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