

By Laws Northwest Bergen Soccer Association

ARTICLE ONE

ORGANIZATION

The name of the organization shall be the Northwest Bergen Soccer Association, Incorporated, known hereafter as the Corporation.

The membership may, at its pleasure by a two-thirds vote of the membership, change its name.

The Corporation shall be a non-profit corporation.

The Representative colors of this organization shall be red, white, and blue.

ARTICLE TWO

PURPOSE

The purpose of the Corporation shall be to promote, govern, and teach the game of soccer for the benefit of the players.

In cases where circumstances mitigate against full compliance with the laws of the game, the Corporation shall put into effect such laws as are best suited to its own needs, giving full recognition to any being in reasonable accordance with the basic points set forth by the USSF and the International Board.

The Corporation shall conduct business with due respect to the spirit of the game and for the benefit of the players.

ARTICLE THREE

MEMBERSHIP

Membership of the Corporation shall consist of member clubs which are affiliated with individual municipalities or cooperating adjacent municipalities, and which are engaged in fostering the game of soccer.

Any application for admission shall be submitted in writing to the Corresponding Secretary, who shall present the application to the next meeting of the Corporation after such application has been received. The application shall include, but not be limited to, a statement of the applying club's acceptance of, and compliance with, the criteria for admission set forth herein, the names and addresses of the club's acceptance of, and names and addresses of the club's officers, and the anticipated number of teams the club wished to register.

The criteria for admission upon which membership shall be adjudged shall be: first, an expression of a philosophy compatible to that contained in these laws; second, a municipally affiliated administration, functional within the realm of maintaining and ensuring the integrity of both the applying club and this Corporation; and third, facilities which are supportive of the number of teams registered in competition and which are in compliance with the laws set forth by the Corporation.

Applications for admission will be reviewed by the Board of Directors and, if found to be in compliance with the criteria described in 3.2(2), presented to the membership for decision. The

Board may, at its discretion, present a recommendation for action to the membership. Probationary, non-voting membership may be granted to the applying club upon a majority vote of the membership.

Probationary member clubs which successfully demonstrate that they are fully capable of meeting the criteria described in 3.2(2) during a period of one year shall have their application presented to the membership at the following Annual General meeting at which time full voting membership shall be granted upon a majority vote of the membership.

The annual membership fee(s) shall be set by the Board of Directors prior to June 1.

All representatives of member clubs shall be registered with the Recording Secretary before being allowed to participate in the business of the Corporation. Alternate representatives may also be registered and may participate in the business of the Corporation in the absence of the prime representative.

Any member club which wished to change its name or officers shall inform the Recording Secretary in writing.

Member clubs are responsible for the conduct of their players, coaches and spectators. It is required that member organizations take all necessary precautions to prevent players, coaches, and spectators from intimidating opposing team members, coaches, and spectators and causing damage to the public or private property.

Any member club which attempts to circumvent a decision rendered by the Corporation, faces suspension or expulsion at the Annual General Meeting or at a Special Meeting called for that purpose. The Board shall, prior to such a meeting, appoint a committee of 3 persons from among the membership to investigate the charges against a member club. The appointed committee shall notify the club in writing of the charges against them. The Board and the membership shall place at the disposal of the committee any and all documents and other information deemed proper and relevant by the committee.

Upon reviewing the evidence against a member, the committee will present its findings to the membership at the Annual General Meeting or a Special Meeting called for that purpose.

The committee in its investigation of charges against a member is expected to study all information it deems necessary, including appeals by the member in question. Said members have the right to appeal the decision of the committee at the Annual General Meeting or Special Meeting after the committee has made its report to the membership and before the vote on suspension or expulsion is taken, but not after such a vote. A motion for expulsion shall require a two-thirds majority of votes cast. No abstentions will be permitted. The decision of the membership will be final.

The final authority of this Corporation shall be vested in the member clubs as evidenced by the majority vote of the representatives at General or Special Meetings of the Corporation except as otherwise specified.

At all other times, the authority of the Corporation shall be vested in the BBoard.

ARTICLE FOUR

MEETINGS

General Meetings shall be held at least once every three months as scheduled. Special Meetings shall be called by the President.

The presence of majority of the member clubs shall constitute a quorum and shall be necessary to

conduct the business of the Corporation; but a lesser number may adjourn the meeting for a period of not more than two weeks from the date scheduled and the Corresponding Secretary shall cause a notice of this scheduled meeting to be sent to all those representatives who were not present at the meeting originally called. A quorum as herein before set forth shall be required to conduct business at any reconvened meeting,

The order or business at all meetings shall be as follows: roll call, credentials, minutes, communications, officer reports, unfinished business, reports, proposals, elections, new business, good of soccer, adjournment.

All meetings shall be conducted using Robert's Rules of Order as an authority.

The Annual General Meeting of this Corporation shall be held during the month of January each year. The Corresponding Secretary shall cause to be mailed to the representative of every member club in good standing, at his address as it appears in the membership roll book of this organization, a notice telling the time and place of such annual meeting unless it is at the time and place normally scheduled for a General Meeting

Special Meetings of the Corporation may be called by the President when he deems it for the best interest of the Corporation. Notices of such meetings shall be mailed to all the representatives at their addresses as they appear in the membership roll book at least seven days before the date set for such Special Meeting, Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting, and by whom called.

At the request of a majority of the members of the Board, or a majority of the members of the Corporation, the President shall cause a Special Meeting to be called, but such request must be made in writing at least fourteen days before the requested scheduled date.

No business other than that specified in the notice may be transacted at such Special Meetings without the unanimous consent of all present at such meeting.

ARTICLE FIVE

VOTING

Any member of the Corporation in good standing is entitled to vote at all meetings except as otherwise specified. No member on probation, suspended, in arrears, or in any way indebted to the Corporation shall be entitled to vote or to participate in the business of the organization.

At both General and Special Meetings, each member club in good standing shall be entitled to one vote for each team duly registered with the Corporation on the preceding July 1. Said number of votes shall remain effective for the ensuing twelve month period beginning 7/1, and ending 6/30. On matters pertaining to specific divisions and not to all divisions, each club will be limited to one vote for each team in the specified division or divisions.

At all meetings, except for the election of Officers, all votes shall be viva voce except as otherwise specified. For the election of officers, ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might not tend to indicate the club which casts such a ballot.

At both General and Special Meetings, if a majority so requires, any question may be voted upon in the manner and style provided for in the election of officers.

On all votes by ballot, the Chairman of such meeting shall, immediately prior to the commencement of balloting, appoint a committee of three who shall act as Inspectors of Election and who shall, at the conclusion of such balloting, certify the results in writing to the Chairman,

and the certified copy shall be affixed in the minute book to the minutes of that meeting. No Inspector of Election shall be a candidate for office or shall, so far as possible, be personally interested in the question voted upon.

Any member which is not represented at two consecutive, legally convened General Meetings shall have its voting privilege suspended. Voting privileges shall only be reinstated upon the members club's attending two General Meetings following the initial suspension

ARTICLE SIX

BOARD OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors, henceafter and before known as the Board, consisting of the Officers and Committee Chairman of the Corporation. The President of the organization, by virtue of this office, shall be Chairman of the Board.

The Board shall administer the affairs of the Corporation between meetings and shall make recommendations at meetings of the Corporation. The Board shall meet at least once every two months. The President may call additional meetings if required. A meeting shall also be called by the President whenever a majority of the members of the Board so desires.

A majority of the members of the Board shall constitute a quorum. Each member shall have one vote and such voting may not be done by proxy.

The Board may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

When a member of the Board other than the President resigns or is unable to complete the term of office, the Board shall be empowered to fill the vacancy until the next meeting of the Corporation.

The Board has the right to suspend or remove any Officer or Committee member whose actions are deemed detrimental to the interests of the Corporation. A suspended member may demand a hearing before a Special Meeting of the Corporation.

The President, and three other Officers of the Board, may act as an emergency committee. They may make decisions upon mutual agreement in cases of emergency. Such decisions shall be presented at the next meeting of the Board or Corporation.

Retired Officers and Committee Chairman shall be ex-officio members of the Board for one year following their retirement. Such Board members shall not have voting privileges.

Amendment adopted February 27, 1997: The Board may designate any Officer as one of the Officers who may sign checks or drafts of the organization. Any such action shall be reported at the next meeting of the corporation.

ARTICLE SEVEN

Officers

At the Annual General Meeting, the Officers of the Corporation shall be elected as stipulated. Officers of the Corporation shall only be elected if they are personally present, except upon receipt of a letter by the Corporation, signed by the absent candidate of his intention to hold office. Transfer of operations shall be completed by February 1 each year.

The officers of the corporation shall consist of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and Register. Duties of the Officers shall be as follows:

1 The President shall supervise all activities of the Corporation. He/she shall preside at all membership meetings. He shall, by virtue of his office, be chairman of the Board. He shall present at each annual meeting of the Corporation, an annual report of the work of the organization. He shall see all books, reports, and certificates as required by law are properly kept and filed. He shall be one of the officers who may sign the checks or drafts of the organization. He shall have such powers as may be reasonably constituted as belonging to the chief executive of any organization. He shall act as the general representative of the Corporation on all matters.

2 The Vice President shall, in the event of the absence or inability of the President to exercise his office, become acting President of the Corporation with all the rights, privileges, and powers as if he/she had been the duly elected President. Otherwise, he/she shall assist the President as necessary.

3 The Recording Secretary shall keep the minutes and records of the Corporation in appropriate books. He/she shall record and file any certificate required by any statute, federal or state. He may be one of the officers required to sign the checks or drafts of this Corporation. He shall maintain a register for recording attendance at all meetings, regular or special. He shall exercise all duties incident to the office of Recording Secretary.

4 The Corresponding Secretary shall attend to all correspondence and shall be the custodian of all correspondence received or entitled by any communication addressed to the Corporation. He/she shall give notice of all meetings. Otherwise, he shall assist the Recording Secretary as necessary.

5 The Treasurer shall have the care and custody of all funds belonging to the Corporation and shall be solely responsible for such monies or securities of the Corporation. He/she shall give a receipt for all monies which shall be deposited or disbursed in a chartered bank in the name of the Corporation. He shall be one of the officers who shall sign checks or drafts of the Corporation. All amounts of \$5 or more shall be paid by check which shall be signed by the President, Treasurer, and/or Recording Secretary. He shall record balances and disbursements within and from the General Account. Member clubs, by majority vote, may instruct the Treasurer to place monies reserved for special purposes under account headings separate for the General Account. Monies thus reserved shall not be disbursed for any other purpose than as cited under the Specific Special Fund. The Treasurer shall render at stated periods as determined by the Board, a written account of the finances of the corporation of the finances of the corporation and such report shall be physically affixed to the minutes of the Board of such meeting. He shall exercise all duties incident to the office of the Treasurer.

6 The Register shall be the custodian of all team and player information and shall have the authority to check the credentials of any player for any cause. He/she shall coordinate with the Registration Chairman of the various member clubs as necessary. He shall exercise all duties incident to the office of Registrar. He shall acquire and instruct all Regional Registrars and shall supply each with necessary equipment needed (seal, signature stamp with year) and shall collect same after the fourth game of season.

The Term for elected officers shall be 2 years, as follows:

Odd Year Elections

Even Year Elections

Office of President
Treasurer
Registrar

Recording Secretary
Corresponding Secretary
Vice President

ARTICLE EIGHT

COMMITTEES

All committees of the Corporation shall be appointed by the President and their terms of office shall be for a period of one year or less if sooner terminated by the action of the President. The permanent committees and their Chairman shall be:

1 The Games Conduct Committee Chairman shall chair the Games Conduct Committee. He shall appoint three regular and two alternate members. The committee shall administer to protests as well as to misconduct referred to it. The Chairman's duties shall also consist of implementing such Rules of Competition, or By-Laws pertaining thereto, as are duly proposed and passed at either the Annual General Meeting or Special Meetings called for that purpose.

2 The Games Schedule Chairman shall arrange the League and Cup games of this organization. He shall, at his option, appoint Division Coordinators subject to approval of the Board. He shall prepare schedules for distribution to all member clubs in conflicts due to scheduling, field assignments, or game times, he may reassign the venue within the normal framework of scheduling guidelines established by the membership.

3 The Game Rules Chairman shall maintain the records of the result of all games played. He shall publish and provide individual members the standings of the Divisions and Leagues of Competition during the playing season. Interpretation of the Rules of Competition shall be made by the Game Rules Chairman, with reference to the USSF rules, and International Board rules and decisions.

4 The Referee Co-ordinator Chairman shall maintain the records of all referees registered by member clubs. He shall be responsible for the education and schooling of all referees. He will set up dates of schooling and notify clubs of dates. He will verify schooling before each referee is registered. It is the member club's responsibility to make sure each referee has knowledge of the rules and has received a NWSBA referee card from the chairman. He will receive all complaints regarding referees and take whatever action he or the Board deems necessary, and maintain records of the same.

ARTICLE NINE

SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they, in their discretion, may determine to be necessary in the conduct of the business of the Corporation.

No Officer shall, for any reason of his office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent Officer from receiving any compensation from the Corporation for duties other than as an Officer.

ARTICLE TEN

Budget

The fiscal year of the Corporation ends on February 1 each year.

The books and accounts of the Corporation shall be available for audit once yearly. Seven days prior to the Annual General Meeting, a balance sheet certified by an auditing committee appointed by the Board shall be issued to the membership for approval at the Annual General Meeting.

ARTICLE ELEVEN

AMENDMENTS

Changes or amendments to these By-Laws may be effected at the Annual General Meeting upon affirmative majority of the votes apportioned to the member clubs in good standing present. Notice of motion of the proposed changes or amendments to these By-Laws must be made in writing at least 25 days prior to the Annual General Meeting. The Corresponding Secretary shall give each member organization 15 days notice of the proposed changes or amendments. All rule changes or amendments shall be sent in writing to all member organizations within 30 days after these changes or amendments have been adopted.