

**BYLAWS**

**OF THE**

**PORTLAND AREA**

**YOUTH**

**SOCCKER ASSOCIATION**

November 12, 2018

## **Article One**

### **Organization**

1. The name of this organization shall be the Portland Area Youth Soccer Association, also referred to as PAYSA.
2. The corporation may at its pleasure by a vote of the membership change its name.

## **Article Two**

### **Purpose**

The purposes of the corporation are to educate and instruct the youth of the greater Portland area on the importance of cooperation, sportsmanship, and physical exercise; to foster and promote an understanding and appreciation of the game of soccer; to operate and manage a youth soccer program in the greater Portland area; to provide educational and training programs for the players, coaches, referees and other participants in the game of soccer; and to do any and all acts and exercise any and all powers which appertain to a non-profit corporation under the Laws of the State of Maine as now in effect or as such laws may be in effect from time to time after the date hereof, not inconsistent with the foregoing purposes or with the rights and purposes as a non-profit organization or with the requirements for tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 or its successor provision.

## **Article Three**

### **Membership**

No Members: The Corporation shall not have any Members and shall be entirely governed by the Board of Directors as authorized by the Act. To the extent that any contributor, donor, or supporter as the Corporation or participant in any Corporation program or activity may be referred to as the “member”, such reference confers no right or benefit of membership for voting or management purposes and no such person shall be deemed a Member of the Corporation as such term is defined in the Act.

## **Article Four**

### **Meetings**

The annual membership meeting of this organization shall be held during the month of November each and every year at such place within the State of Maine as may be determined by the Board of Directors. At least five days before the annual meeting, the Secretary shall give notice of the meeting to the members in good standing either by distributing the notice through the participants in the programs of the corporation or by mail.

The presence of not less than seven of the members shall constitute a quorum and shall be necessary to conduct business, but a lesser number may adjourn the meeting from time to time.

Quarterly meetings shall be organized by the President by best available method of communication to keep the organizations business affairs progressing. This includes programming reviews, planning and logistics, as well as strategic planning, and other notable issues requiring the Boards focused attention. The Secretary will solicit & distribute agenda items prior to the meeting.

Special meetings shall be called at the discretion of the President or at the request of a majority of the Board of Directors or one-fifth of the members. Such requests must be made in writing at least ten days before the requested date. Notice of special meetings shall be provided to members by mail or by distributing such notice through the participants in the programs of the corporation not less than two days before the date set for such special meeting. The notice shall state the reasons that the meeting has been called, the business to be transacted at the meeting and by whom called.

No other business but that specified in the notice may be transacted at a special meeting without the unanimous consent of all present at the meeting.

The procedure at meetings of the Association shall be governed by Robert's Rules of Order.

## **Article Five**

### **Voting**

All votes at meetings shall be by voice vote. For certain reasonable topics, a vote can be conducted via email as long as the results are transparent and no Board Member objects to the email-based format. A tally of the vote will be sent out after the conclusion

of the vote. If an objection is presented, the secretary or designee shall cease the voting process until either the objection is rectified; the vote is delayed until the next Quarterly, Annual or Special meeting; or the certain reasonable topic is removed from consideration.

Manner of Acting.\_Except as specified by law or these bylaws, the Board of Directors shall act by a majority vote of the Directors present in person or by proxy at any duly called and held meeting of the Board of Directors at which a quorum for the transaction of business.

## **Article Six**

### **Board of Directors**

The business of this organization shall be managed by a Board of Directors consisting of not less than three nor more than thirteen members, and the members of the board may be varied within the limits by vote of the members. The Board of Directors shall include the President, Past President, Registrar, Secretary, Treasurer, Director - Recreation, Director - Travel, Director - Communications, Director - Coaching, Director - Outreach, Director - Skills Programming, Director - Risk Management, and Referee Assignor. The officers and directors to be chosen for the ensuing year shall be chosen at the annual meeting and they shall serve for a term of one year.

The Board of Directors shall have the control and management of the affairs and business of this organization.

A majority of the members of the Board of Directors shall constitute a quorum and the regular annual meeting of the Board of Directors shall be held without other notice

than this bylaw, immediately after, and at the same place as, the annual meeting of the members. Each director except the Referee Assignor shall have one vote.

The Board of Directors may also act by unanimous written or email consent.

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

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors on an ongoing, rolling basis.

## **Article Seven**

### **Officers**

The officers of the organization shall be as follows: President, Past President, Registrar, Secretary, and Treasurer. Designated Directors of the organization shall be: Director - Recreation, Director - Travel, Director - Communications, Director - Coaching, Director - Outreach, Director - Skills Programming, Director - Risk Management, and Referee Assignor. The President shall preside at all membership meetings and shall be chairperson of the Board of Directors. The President shall present to the annual meetings a report of the work of the organization; shall appoint temporary and permanent committees; and shall exercise all other duties customarily incident to the office of President of an organization.

The Past President shall act in the place of the President if the President is not present at a meeting or at other times when requested by the President. The Registrar

shall keep all records concerning players and teams and shall insure the maintenance of all affiliations with state and national youth soccer organizations.

The Secretary shall be responsible for documenting Board related communications including keeping the minutes and records of the organization; maintaining our internal file libraries, shall give and serve all notices; shall attend to the correspondence; and shall exercise all other duties incident to the office of Secretary of an organization.

The Treasurer shall direct and attend to the depositing of funds belonging to the corporation; shall direct and attend to the depositing of funds and the securities of the corporation in such depositories or with such custodians as the Board of Directors shall designate; may endorse for deposit or collection all notes, checks and other instruments payable to the corporation or its order; may accept drafts on behalf of the corporation ; and may sign all bonds, deeds contracts checks, drafts, notes and other obligations for the payment of money of the corporation unless some other person is thereto specifically authorized by the vote of the Board of Directors on the finances of the corporation and shall exercise all other duties customarily incident to the office of treasure of an organization.

The Director - Recreation shall coordinate the activities of the Fall In-House Leagues, including but not limited to: preparations for Fall In-House registrations, recruitment and management of volunteers, assignment of players to teams, and scheduling of games, shall attend a representative selection of games to monitor coaches, parents, players, referees, and field conditions.

The Director - Travel shall coordinate the activities of the Travel League, including but not limited to: conducting tryouts, selection of travel team coaches, maintaining the master team schedule, field coordination for home games, compiling equipment/uniform requirements and attend a representative selection of games to monitor coaches, parents, players, referees, and field conditions.

The Director – Skills Programming shall coordinate the activities of Winter Futsal/Indoor and Spring Skills Clinic, including but not limited to: leading collaborations with outside groups, coordinating enrollment, identifying playing spaces, selecting coaches, maintaining master team schedule, compiling equipment/uniform requirements and attend a representative selection of games to monitor coaches, parents, players, referees and playing conditions.

The Director - Communications shall be responsible for planning, scheduling and promoting PAYSA communications through the various social media channels. This role works in conjunction with the individual Board Members to develop content, advertising and in-season promotional items for publishing. This role also supports our Community Engagement activities by documenting and reporting them through said channels.

The Director - Coaching shall maintain and distribute coaching materials (manuals, videos, etc), conduct regular meetings with the In-House and Travel Directors and coaches at predetermined intervals (e.g. preseason, mid-season and postseason), arrange for coaches' clinics and ongoing education, and selectively attend In-House and travel games to monitor coaches. The Director – Outreach shall be responsible for driving our Greater Portland area community engagement efforts. This includes the mobilization of scholarship recipients and engagement of the underserved communities..

The Referee Assignor works to ensure all PAYSA games have appropriate referee coverage; maintains a list of available referees; provides game assignments to selected referees; coordinates payments of referees; assists to ensure referees have required certifications; serves as agent to referee pool; acts as referee advocate on Board of Directors; attend annual referee assignor meetings.

The Director - Risk Management will manage PAYSA's risk management program, including updating and revision of PAYSA's Code of Conduct Policy and Referee Abuse Policy, shall educate and inform the members of PAYSA of our policies, insure all adults are registered with Soccer Maine and have appropriate background clearances, insure field and equipment safety, and advice the organization of the United States Youth Soccer Association (USYSA) guidelines for financial management.

## **Article Eight**

### **Salaries**

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

## **Article Nine**

### **Committees**

All committees of the corporation shall be established by vote of the membership or the Board of Directors and their term of office shall be until the next annual meeting of the members of the corporation, or less if sooner terminated by the action of the Board of Directors.

## **Article Ten**

### **Dues**

The dues of this organization shall be established by the vote of the Directors and shall remain in effect unless and until changed by a vote of the Directors. Dues for each soccer season or calendar year shall be due and payable at such times as may be determined by the Board of Directors.

A member may submit his resignation from the organization at any time but no portion of his dues shall be refunded in the event of such resignation.

## **Article Eleven**

### **Indemnification**

All directors, officers and agents of the organization shall be entitled to be indemnified by the organization to the full extent allowed by 13-A M.R.S.A. 719.

## **Article Twelve**

### **Non-Profit Status**

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code

B. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to

such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article Thirteen**

### **Amendments**

These Bylaws may be altered, amended, repealed or added to by affirmative vote of two-thirds of the Board of Directors present at any regular meeting or special meeting of said Board of Directors, provided that the notice of any such special meeting shall specifically state that one of the purposes of the meeting is to alter, amend, or repeal or to adopt new Bylaws.

November 12, 2018