

PEACHTREE CITY YOUTH SOCCER ASSOCIATION

BY LAWS

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Date	Revision
18MAY2006	Adopted at PTCYSA AGM
11AUG2009	Adopted at PTCYSA Special Meeting

ARTICLE I - NAME

The name of this organization shall be the Peachtree City Youth Soccer Association and will be known as PTCYSA for all purposes hereafter enumerated. PTCYSA is incorporated as a non-profit corporation within the State of Georgia.

ARTICLE II - PURPOSE

The PTCYSA purpose is to promote and advance the cause of youth soccer in Fayette County and surrounding area, through the development of individual youth soccer players and the development of teams for recreational, intermediate and advanced levels of play.

ARTICLE III - AFFILIATION

PTCYSA is affiliated with the Georgia Youth Soccer Association (GYSA) and its parent organization Georgia State Soccer Association (GSSA), the United States Youth Soccer Association (USYSA), and its parent organization the United States Soccer Federation (USSF), as well as US Club Soccer.

ARTICLE IV - MEMBERSHIP

A. Qualifications

The PTCYSA's membership shall consist of:

1. Such persons that are parents or legal guardians of one or more children registered within the PTCYSA;
2. Non-parents (individuals who are not parents of players registered with PTCYSA for the current playing year) voted to membership status by the Executive Board (Note: Membership in PTCYSA of non-parents must be voted upon and renewed annually and may be rescinded by majority vote of the Executive Board at any time.)
3. Such persons that are parents or guardians of one or more children registered through our Select Affiliate, and who have previously held membership in PTCYSA.

B. Good Standing

A member is considered in good standing when all financial obligations have been met and the member is under no disciplinary sanction.

ARTICLE V– MEETINGS

A. Parliamentary Procedures

1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the PTCYSA meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the PTCYSA may adopt.
2. PTCYSA meetings where votes or binding decisions occur shall be open to all PTCYSA members and shall be recorded in official minutes. Exceptions to this include Executive Sessions or other Committee meetings where sensitive matters warrant privacy.
3. A simple majority (provided enough members are in attendance to constitute a quorum) of votes of those members in good standing in attendance at meetings shall decide elections, rulings, requests and questions except in the cases of amendments to the Bylaws and Removal or Recall of members of the Board of Directors. Grammatical changes or order of placement changes to the Bylaws that do not change the content, meaning or interpretation of the document are not considered amendments.
4. Dissenting votes to any ruling, requests or questions shall be recorded in official minutes and, at the request of those dissenting, reasons for that dissent shall be recorded.
5. The policies and procedures of any committees or other governing bodies must not conflict with PTCYSA Bylaws.

B. Annual General Meeting

1. The PTCYSA shall hold an annual meeting (AGM) of its membership to elect Board of Directors (BOD) members, make modifications to the Bylaws, and to conduct such other business as deemed necessary by the BOD. The meeting shall be held in the month of May at a date, time and location to be specified by the President of the BOD. The location shall be accessible to all PTCYSA members.
2. Notice of the date, time and location of the AGM shall be posted in writing at least thirty (30) days prior to the scheduled meeting date. The notice of the meeting will be posted on the PTCYSA website.
3. For the AGM a quorum is defined as fifty (50) members in good standing of the PTCYSA membership.

C. Special Meetings

1. The President may call Special Meetings of the membership as necessary to conduct PTCYSA business. Notice of the date, time and location of such meetings shall be posted in writing at least thirty (30) days prior to the scheduled meeting date. The notice of the meeting will be posted on the PTCYSA website and held at a location accessible to all PTCYSA members.

2. In addition, it shall be the duty of the President to call a Special Meeting of the membership if so directed by resolution of the BOD or upon a petition signed by at least five hundred (500) members in good standing of the PTCYSA.

3. For Special Meetings a quorum is defined as at least fifty (50) members in good standing of the PTCYSA membership.

D. Town Hall Meeting

The President shall schedule a Town Hall meeting during the break between the Fall and Spring playing seasons. The BOD will provide the members with an update of actions and activities within the PTCYSA, or any other actions by outside entities which may affect the PTCYSA. The meeting will also allow for questions and answers from members in attendance or by any question submitted to a Board member via another method (i.e. mail, e-mail, phone call, etc).

E. Board of Directors (BOD) Meetings

1. The BOD shall hold regular meetings to conduct the business of the PTCYSA. Meetings shall be scheduled by the President and set to allow for maximum attendance by the Directors. The date, time and location of the regular meetings shall be posted ten (10) days prior to the scheduled meeting date unless exigent circumstances dictate otherwise. The meeting will be posted on the PTCYSA website and held at a location accessible to all PTCYSA members.

2. For BOD meetings a quorum is defined as greater than 50% of the sitting members of the BOD.

3. BOD meetings shall be open to all PTCYSA members, but members other than Directors may not participate in any discussion or deliberation unless permission to speak is requested on a member's behalf by a Director. In such case, the President may limit the time any member may speak.

F. Executive Session Meetings

1. The President may at any time call an Executive Session Meeting to discuss and decide matters which are of a sensitive nature warranting privacy. These meetings will be closed to all but the Directors and invited guests.

2. Additionally, during any Board of Directors meeting, the President may adjourn the meeting, reconvene in Executive Session, and exclude persons other than Directors.

G. Action Without A Meeting

Any action appropriately required or permitted to be taken at an Executive Session Meeting of the BOD may be taken without a meeting if consent in writing, setting forth

the action so taken, is signed by not less than a majority of the BOD members. Such consent shall have the same force and effect as a majority vote at a meeting duly called. The signed consent, or a signed copy, shall be filed with the minutes.

H. Telephonic Participation in Meetings

Members of the BOD or any committee designated by the BOD may participate and vote in a meeting of the BOD or committee by means of conference telephone or similar real time communications equipment, by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

I. Voting

1. All PTCYSA members in good standing in attendance may vote on membership matters brought before the AGM or other membership meetings.
2. Voting members of PTCYSA and those holding voting positions on the BOD, or any committee must be a member in good standing of PTCYSA for the current playing year. If, during tenure, good standing membership in PTCYSA is lost, voting eligibility in PTCYSA governing bodies is forfeited.

J. Absentee Voting

1. At the AGM, and Special Meetings when applicable, each Member in good standing entitled to cast a vote pursuant to Article IV, paragraph I, may vote in person or by absentee ballot, subject to the limitations of Georgia law and any specific provision to the contrary in these Bylaws. A member who votes by absentee ballot is deemed to be in attendance at the meeting where the absentee ballot is voted.
2. The BOD shall promulgate an absentee ballot for the AGM, and Special Meetings when applicable. Absentee ballots will be made available to the members no later than ten (10) days prior to the voting date. The ballots shall list the names of all the declared candidates along with the positions for which they are seeking election, a place for write-in candidates and any proposed amendments or changes to the Bylaws. An absentee ballot shall be filled out and signed by the member. It must also contain the member's printed name, the name(s), age group(s) and team(s) of the voter's child/children. Absentee ballots must be received by the Secretary of the BOD no later than the day before the vote. Any ballot received after that will not be counted.
3. In the event that a quorum is not present during the AGM or Special Meeting, absentee ballots will be held and counted at such time as an AGM or Special Meeting with the proper quorum is convened.

K. Board of Directors Elections

1. Each PTCYSA member in good standing may cast a vote for the BOD positions of: President, Vice-President, Secretary/Treasurer, Director of Referees, and Director of

Marketing. The BOD position of Recreation Committee Chairperson shall be elected by members in good standing of the Recreation Program only. The BOD position of Select Committee Chairperson shall be elected by members in good standing and pursuant to Article IV, A. 3. If a member has children in both the Recreation and Select Programs, he/she may vote for both positions.

2. Any PTCYSA member in good standing is eligible to seek any elected position.
3. At the AGM, nominations for candidates may be accepted from the floor.
4. To be included on an absentee ballot, a candidate must declare his/her candidacy to the Secretary of the BOD no later than fifteen (15) days prior to the date of the election.

ARTICLE VI - GOVERNANCE

A. Board of Directors (BOD)

This PTCYSA will be governed by a Board of Directors. The BOD shall consist of seven (7) voting member Directors. The BOD will meet as necessary to conduct the business of the PTCYSA. Directors may be elected to serve any number of consecutive terms.

B. Terms

All Directors shall serve a term of two years. In even numbered years, the President, Director of Referees, and the Select Committee Chairperson are elected. In odd numbered years, the Vice-President, Secretary, Director of Marketing, and Recreation Committee Chairperson are elected. All terms are defined as beginning on July 1st and ending June 30th.

C. Directors

1. The Board of Directors shall consist of the following voting member Directors: President, Vice President, Secretary/Treasurer, Director of Marketing, Director of Referees, Recreation Director, and Select Director.
2. No more than two elected or appointed BOD members may be affiliated with the same team. This applies to both Recreation and Select teams.
3. Elected or appointed BOD members shall consist of representation from both the Recreation and Select programs.

D. Board of Directors Responsibilities

The BOD shall be responsible for and have sole authority for the following:

1. The operation of the PTCYSA;

2. Enforcing and interpreting the Bylaws and PTCYSA policies;
3. Ensuring compliance with the annual Field Use Agreement for use of city facilities between the PTCYSA ,its select affiliate, and the Peachtree City Recreation Department.
4. Decisions on all PTCYSA matters not covered by the Bylaws. The BOD shall from time to time make temporary rules and regulations for specific cases or occasions not provided for the Bylaws, but which are deemed necessary, by the BOD, to carry out the objectives of PTCYSA;
5. Providing resources for and oversight of common assets required by the Recreation program and our Select Affiliate;
6. Oversight and enforcement of the Recreation policies and procedures;
7. Filling vacancies on the BOD until such time as an election can be held, except for the position of President. The Vice President shall fill the vacancy of the President until the next scheduled election. If the vacancy of the President occurs prior to the end of the first year served in office, at the next election, PTCYSA members in good standing shall elect a replacement for that position for a one-year term.
8. Settling appeals of Recreation, Select, Discipline and Protest, and Ethics and Grievance Committees' decisions. Appeal of Executive Board decisions shall be directed to the Georgia Youth Soccer Association. No player, coach, referee, team, administrator, club, league, district, or member of PTCYSA, or their representative, may invoke the aid of any State or Federal court without first exhausting all available remedies and avenues of appeal available within PTCYSA, GYSA, GSSA, USYSA, and USSF.
9. Appointing appropriate number of representatives, in addition to the Select Director, to the Select Affiliate's Board of Directors and in accordance with Article IV, A. 3. Together with the Select Director, these appointees shall represent the interests of PTCYSA and should have players in the Select Affiliate representing each of Academy (U9-U12), Select (U13+), and each gender.

E. Powers and Duties

1. Powers

- a. The BOD shall have all of the powers and duties necessary for the operation and administration of the PTCYSA and for performing all responsibilities and exercising all rights of the Association as set forth in the Bylaws and as provided by law.

b. The BOD may do or cause to be done all acts and things unless these Bylaws or Georgia law direct certain acts or things to be done and exercised exclusively by the membership generally.

2. Duties

The duties of the Board shall include, without limitation:

- a. The preparation and adoption of an annual budget;
- b. The approval of any expense that exceeds the budgeted amount by 5% or any non-budgeted expense that exceeds \$500.00;
- c. The assessment and collection of fees from the membership;
- d. The designation, hiring, and dismissal of the personnel necessary to carry out the rights and responsibilities of the PTCYSA and where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and materials to be used by such personnel in the performance of their duties;
- e. The creation and maintenance of job descriptions for personnel. The BOD shall properly advertise for the fulfillment of any open position using the proper job description;
- f. The creation, approval and oversight of employment contracts for the individuals employed by PTCYSA;
- g. The oversight and supervision of all personnel in the employ of the PTCYSA. Such personnel shall report to the BOD or its designee;
- h. The establishment and maintenance of bank accounts on behalf of the PTCYSA and the designation of the signatories required;
- i. The approval and management of contracts with external entities and the payment of the cost of all services rendered to the PTCYSA;
- j. The maintenance of accurate financial records with detailed accounts of the receipts and expenditures of the PTCYSA;
- k. The performance of an Annual Financial Statement Review by an independent entity in accordance with generally acceptable accounting principles;
- l. Approval of the Recreation Book of Procedures and any amendments therein.
- m. The indemnification against liability for money or other damages of a director, officer or committee member, or former director, officer or committee member of the PTCYSA to the extent such indemnity is allowed under the State of Georgia

law. A director, officer or committee member or former director, officer or committee member shall not be held personally liable for any monetary or other damages for action taken, or for failure to take action, pursuant to and in the furtherance of his or her official duties on behalf of PTCYSA except for the following:

n. For any appropriation, in violation of his or her duties, of any business opportunity of the corporation;

o. For acts or omissions which involve intentional misconduct or a knowing violation of law;

p. For the types of liability set for the in the State of Georgia Code Sections 14-3-860 through 14-3-864; or

q. For any transaction from which the director, officer or committee member received an improper personal benefit.

F. Duties of the Directors

1. The President shall:

a. Be responsible for the overall operation of the PTCYSA;

b. Preside over all PTCYSA meetings, other than committee meetings, call the meetings to order, conduct the order of business, moderate discussions, conduct a vote on all motions and close the meetings. The President shall have the authority to call a meeting at any time;

c. Cast the deciding vote in the event of a tie or waive the right to do so. For cases involving the suspension, removal or recall of a BOD member, the President (if he/she is not being recalled or removed) is entitled to vote in the matter;

d. Appoint committees as necessary to enhance the operation of the PTCYSA and appoint the chairperson for all standing, special and ad hoc committees, except for the Recreation Committees;

e. Appoint all delegates and alternates to represent the PTCYSA, and any other additional members necessary to conduct the business of the PTCYSA;

f. Serve as an ex-officio member of all committees;

g. Serve as the official representative of the PTCYSA to outside persons, organizations, and entities;

h. Be cosigner of monies to be disbursed by the PTCYSA and have the authority to approve expenditures of up to \$500.00.

2. The Vice President shall:

- a. Act for the President in his/her temporary absence or in the event that the office becomes vacant;
- b. Coordinate the practice field requirements and field maintenance requirements for the PTCYSA;
- c. Designate a "Field Scheduler";
- d. In coordination with the Peachtree City Parks and Recreation Department, postpone, cancel, or cause to be rescheduled any game, practice, clinic or tryout due to field conditions, the main consideration being long-term damage to fields.

3. The Secretary/Treasurer shall:

- a. Attend all meetings, take minutes and distribute a typed report of the minutes of the previous meetings;
- b. Record all public correspondences and documents and maintain records of all official PTCYSA business;
- c. Assist the President with the administration of the Annual General Meeting;
- d. Be responsible for the preparation, collection and tabulation of absentee ballots;
- e. Oversee PTCYSA financial matters and the duties of the administrative staff.

4. Director of Marketing

The Director of Marketing shall prepare, obtain Executive Board approval for and execute an annual marketing plan to promote and support PTCYSA operations and growth.

5. The Director of Referees shall:

- a. Be responsible to (1) recruit, train and license referees in the USYSA Laws of the Game; (2) develop and assess in adequate numbers as to meet recreation and select game assignment needs with qualified referees; (3) instruct referees in GSSA / GYSA and PTCYSA modifications to the Laws;
- b. Oversee the maintenance of the records of disbursements of referee game fees;
- c. Designate a referee assignor and oversee the "assignor" process.

6. The Recreation Director shall:

- a. Be responsible for the operation and administration of the Recreation Program of PTCYSA and represent the interests of the Recreation Committee at BOD

meetings;

b. Serve as the Chairperson of the Recreation Committee;

c. The Recreation Director shall be elected by the PTCYSA members in good standing of the Recreation Program only.

7. The Select Director shall represent PTCYSA's interest on the Board of Directors of the Select Affiliate.

8. Directors of the Board: During interim periods between regular board meetings, the members of the BOD may be called upon to provide information on business matters pertaining to the PTCYSA. The BOD members shall provide this information and present a summary to the BOD at the next regularly scheduled board meeting.

G. Discipline

1. The BOD shall have the right and authority in accordance with PTCYSA Bylaws and policies to suspend, ban completely or otherwise discipline any player, coach, manager, PTCYSA member or team official for violations of the PTCYSA Bylaws or policies, or for any conduct that is unsuitable to the development of youth soccer players.

2. The BOD shall have the right and authority to suspend or remove any BOD member for substantial failure to perform their mandated duties, for violation of the PTCYSA Bylaws and policies, or who brings disrepute or acts against the best interest of the PTCYSA. Greater than two thirds (2/3) of the BOD (not including the BOD member being considered for suspension or removal) must vote in the affirmative to suspend or remove the member. For the purpose of this suspension or removal, the President (if he/she is not being considered for suspension or removal), is entitled to vote in the matter.

H. Accounts and Reports

1. The following management standards of performance shall be followed unless the Board by resolution specifically determines otherwise:

a. accrual accounting, as defined by generally accepted accounting principles, shall be employed;

b. accounting and controls should conform to generally accepted accounting principles;

c. cash accounts of the Association shall not be commingled with any other accounts;

d. any financial or other interest which any administrative staff, any member of the Board of Directors or Committee member may have in any firm providing

goods or services to the Association shall be disclosed promptly to the Board of Directors;

2. An annual financial report shall be made available to all members within one hundred (120) days after the close of the soccer year as set by GYSA. Such annual report may be prepared on an audited, reviewed or compiled basis, as the Board determines.

I. Borrowing

Pursuant to the objectives of the PTCYSA, the Association shall have the power to borrow money for any legal purpose upon PTCYSA member approval at the AGM or Special Meeting of the membership.

J. Right to Contract

The Board of Directors on behalf of PTCYSA shall have the right to contract with any person or entity for the performance of various duties and functions. This right shall include, without limitation, the right to enter into common management, operational, or other agreements.

ARTICLE VII – RECALL OF OFFICERS

A. Conditions for Recall of Officers

A member of the Board of Directors may be recalled by the members for substantial failure to perform his or her mandated duties, for violation of the PTCYSA Bylaws and policies, or for bringing disrepute or acting against the best interest of the PTCYSA.

B. Procedures for Recall of Directors

If a petition for the recall of a member of the Board of Directors that has been signed by at least 300 PTCYSA members in good standing is presented to the President, the President (or Vice President if the President is being considered for recall) shall call a Special Meeting of the membership to consider the Recall. All PTCYSA members must receive notification in writing by United States mail of the date, time and location of the Special Meeting and Recall at least thirty (30) days prior to the meeting. A quorum shall consist of five hundred (500) PTCYSA members in good standing and a two thirds (2/3) majority vote of the members present is required to recall a Director. Absentee ballots are not allowed in the Recall of a member of the Board of Directors.

ARTICLE VIII - PROCEDURES FOR AMENDMENTS TO THE BYLAWS

A. Requirements for Amendments of Bylaws

1. The Bylaws may be amended at the AGM or at a Special Meeting of the membership. Written notice of the date, time and location of the meeting and the proposed amendment must be is posted on the website in writing at least thirty (30) days prior to the scheduled meeting date. Grammatical changes or order of placement changes to the Bylaws that do not change the content, meaning or interpretation of the document are not considered amendments.

2. All amendments to the Bylaws must be approved by two thirds (2/3) of the PTCYSA members in good standing present at the meeting.

ARTICLE IX - STANDING COMMITTEES

A. Recreation Committee

1. The Recreation program shall be administered by the Recreation Committee and chaired by the Recreation Director. The Recreation Committee will be comprised of a minimum of 3 members and a maximum of 7 members.

2. The members of the Recreation Committee shall have the authority to:

a. Conduct all business of the Recreation program and Committee;

b. Manage the election process for committee positions. Term of office for elected positions is one year;

c. Vote on all issues requiring a Committee decision, in accordance the Recreation Book of Procedures.

d. Administer the finances of the Recreation Program to include:

(1) Setting yearly player fees.

(2) Management of the annual Recreation program budget.

(3) Approval by majority vote of any expense that exceeds the budgeted amount by 5% or any other non-budgeted expense exceeding \$500.00 (Note: Such overages must also be approved by the Board of Directors).

e. Management of procedures pertaining to the Recreation Program.

f. Develop and maintain a Recreation Book of Procedures.

B. Disciplinary and Protest Committee (D&P)

1. It shall be the responsibility of this committee to rule on all protests that are directly related to game incidents. The committee shall take appropriate action as required on all reported incidents, including incidents of serious misconduct of players, coaches, PTCYSA members or spectators in all activities sponsored by the PTCYSA in accordance with PTCYSA and GYSA rules and policies.
2. The President shall appoint a D&P Committee comprised of five (5) persons, at least three (3) of which must be members of PTCYSA, designating one (1) of its members as chairperson. The President or his/her delegate will be a permanent member of this committee.
3. Incidents involving assault or attempted assault on the person of an official shall be reported directly to the Georgia State Soccer Association.
4. The D&P Committee shall make recommendations on matters before it to the BOD after hearing all charges and reviewing any evidence in regard to such matters. The Committee chairperson shall be responsible for submitting the Committee's recommendations in writing to the PTCYSA BOD for final determination.

C. Ethics and Grievance Committee (E&G)

1. It shall be the responsibility of this committee to hear all grievances and questions of an ethical nature involving any player, coach, manager, PTCYSA member or team official occurring at or in conjunction with any PTCYSA official league activity. The committee shall take appropriate action as required on all reported incidents in accordance with PTCYSA and GYSA rules and policies.
2. Grievances must be filed in writing to the E&G Committee. An initial meeting of the E&G Committee shall be held within two weeks of the filing of the grievance.
3. The President shall appoint an E&G Committee comprised of five (5) persons, at least three (3) of which must be members of PTCYSA, designating one (1) of its members as chairperson. The President or his/her delegate will be a permanent member of this committee.
4. The E&G Committee shall make recommendations on matters before it to the BOD after hearing all charges and reviewing any evidence in regard to such matters. The Committee chairperson shall be responsible for submitting the Committee's recommendations in writing to the PTCYSA BOD for final determination.

ARTICLE X - Adoption of new and revised Bylaws

This document once approved by the general membership shall take effect:

July 1, 2006.