

GRAND VALLEY SOCCER ASSOCIATION
BY-LAWS
Effective March 20, 2010

ARTICLE I ASSOCIATION NAME

Section 1 NAME

The name of this association shall be the Grand Valley Soccer Association, hereinafter called GVSA, or the League.

ARTICLE II AFFILIATIONS

The League is formed with the intention of promoting competitive soccer within the geographical area it serves. GVSA shall provide an opportunity for selected youth and adult soccer players and teams associated with various community programs and clubs in the area to compete in regional leagues organized by age group for boys, girls, men and women. To this end it shall affiliate itself with the Michigan Youth Soccer Association (MSYSA), the United States Youth Soccer Association (USYSA), the Michigan Soccer Association (MSA) and the United States Amateur Soccer Association (USASA), and shall abide by all rules and regulations of such organizations, in so far as they applicable to the League. All games of soccer played under the auspices of GVSA shall be conducted in accordance with *The Laws of the Game*, as published by FIFA.

All players shall be registered with MSYSA, in the case of youth leagues, or MSA, in the case of adult amateur leagues.

GVSA shall assume responsibility for player registration and game scheduling and for maintaining a high caliber of play through an open tryout process and through training of players and coaches.

ARTICLE III MEMBERSHIPS

Section 1 ELIGIBILITY FOR MEMBERSHIP

Any soccer club which meets the following criteria may apply for membership in the GVSA:

- A. Falls within the League Boundaries:
 - West of, and including, Ionia County
 - North of, and including Hastings and Holland
 - South of, and including Cadillac and Ludington
 - East of and including the Lake Michigan shoreline
- B. Be organized for, and serve, age categories in which the GVSA organizes play.
- C. Is open to all interested players. A club may limit eligibility based upon:
 1. Age Groups - a club may choose to limit which age groups it serves
 2. Community - a club may set geographic or school boundaries, in which players must reside. Other legitimate definitions of community are allowed. The Board of Directors shall be the sole arbiter of these.
 3. No club may discriminate on the basis of race, religion or gender
 4. No club, or member of any club, shall seek redress outside of GVSA, or its

affiliating organizations, until the processes provided in the rules of the associations have been exhausted.

D. At their option, the Board of Directors, may allow clubs to participate in GVSA that do not fall within the above mentioned boundaries, provided that the teams from any such Clubs play their home games at a field within the above mentioned boundaries. Such participation shall be decided on a year by year basis by the Board of Directors. Any such clubs shall not be considered as members of GVSA and may not vote in any election.

During the inaugural season (Fall 1996 and Spring 1997), any recognized WMYSA club will be automatically eligible for membership, provided it falls within the above geographic boundaries.

Section 2 PARTICIPATION

All member clubs are expected to field a minimum of four (4) teams, in any age groups, per year.

Clubs who fail to field any teams during a season will be considered to be inactive. If they field teams the following season, they will automatically be reinstated to active status. Inactive clubs may not vote in League elections, and are not considered for purposes of determining quorums.

Clubs who fail to field any teams for two consecutive seasons shall be deemed as having dropped out from the league. They may reapply for membership, but are subject to all criteria in Paragraph 1.

Section 3 TERM OF MEMBERSHIP

Membership is conferred at the time a registration form for the current year, together with any fees due at that time, is received by the Registrar. A club representative must be appointed by each club at the time of registration. Membership ends on the next July 31. and summer registrations.

Section 4 MEMBER TERMINATION/RESIGNATION

Membership in the GVSA may be terminated under the following circumstances:

- A. Upon receipt by the Board of Directors of the written resignation of the member club.
- B. Upon default in the payment of annual dues or fees for more than 30 days past the due date of such fees/assessments.
- C. Upon a determination by two-thirds (2/3) of the Board of Directors that an action or course of conduct by such member is inimical to the GVSA or its membership, or inconsistent with the objectives, purposes and/or Rules and Regulations of the GVSA.

ARTICLE IV MEMBERSHIP MEETINGS

Section 1 ANNUAL MEETINGS

Annual meetings of the entire membership shall be held each year at such time and place as shall be designated by the Board of Directors. The Secretary shall circulate a written notice of the

Annual Meeting among the membership at least fifteen (15) days prior to the date of such meeting. Publication by notifying all club representatives in writing or publication in the GVSA newsletter (should one exist) shall be adequate notice, provided time constraints are met. Such notice shall specify the time and place of said meeting, and may indicate such matters as the Secretary anticipates will be presented at the meeting for consideration. Failure to indicate all matters which may ultimately be presented for consideration shall not affect or hinder the actual proceeding. By a two-thirds (2/3) vote, the Board of Directors may waive the Annual meeting, provided notice of such action is published in the GVSA newsletter (should one exist) or is distributed in writing to all club representatives.

Section 2 SPECIAL MEETINGS

Special meetings of the members may be called at the discretion of the President or any three (3) members of the Board of Directors, or upon written demand signed by not less than 20 percent of the Members in good standing. In the latter case, the demand shall be submitted to the Secretary at least (30) days prior to the date of the meeting being called for and shall state briefly the purpose(s) of such a meeting. The Secretary shall then notify the membership at least fifteen (15) days prior as required by Section 1 above.

Section 3 MEMBERSHIP LISTS FOR ANNUAL AND SPECIAL MEETINGS

The secretary shall prepare and have available at every Annual and Special Meeting a complete record of the members entitled to vote.

Section 4 VOTING RIGHTS AND REPRESENTATION

At any Annual or Special Meeting, as provided in Sections 1 and 3 above, all Member clubs shall be entitled to one (1) vote for each eight (8) teams, or fraction thereof, fielded during the prior spring season. Proxy voting will be allowed.

Section 5 RULES OF ORDER

The President, or the Vice President in his/ her absence, shall preside at all Annual and Special Meetings, and shall act as Chairman of such meetings. The Secretary shall act as secretary of any such meeting, but in his/her absence, the Chairman may appoint a person to act as secretary for that meeting.

Section 6 QUORUM

At any Annual or Special Meeting, as provided in Sections 1 and 3 above, the presence of the League's current Members, representing at least half of the total votes, shall constitute a quorum. Meetings at which less than a quorum is represented shall be adjourned to a later date. The provisions for modification in Section 1 above shall be used to notify the membership of the new meeting date and location.

ARTICLE V DIRECTORS

Section 1 SPAN OF CONTROL

The business affairs and property of the GVSA shall be managed and controlled by a Board of Directors consisting of elected officers as set forth in Article VI.

Section 2 REGULAR DIRECTORS' MEETING

The Board of Directors shall hold regular monthly meetings at a time and place the Board shall determine, normally the first Monday evening of each month. Written notice of the times and places of the Board meetings shall be posted on the GVSA website and Email notification shall be sent to a designated club representative.

Section 3 SPECIAL DIRECTORS' MEETING

Special Meetings of the Board of Directors may be called at any time by the President or by any three (3) members of the Board. Written or verbal notice, three (3) days in advance, shall be provided to all incumbent Board members by the Secretary.

Section 4 QUORUM

At least a majority of the voting Board membership must be present to validly conduct corporate business.

Section 5 VALIDITY OF BOARD ACTIONS

The acts of a majority of the directors present at any meeting at which a quorum of the Board is present shall constitute official acts of the Board. Additionally, if a majority of the directors shall severally or collectively consent, in writing, to any action to be taken by the GVSA, such action shall be valid as though it had been authorized at a meeting of the directors.

Section 6 VACANCIES IN OFFICES

If the office of any director shall become vacant by reason of death, resignation, disqualification, or otherwise, the remaining directors may, at any regular or special Board meeting, by a majority vote, appoint a successor, from the membership to serve the remainder of such director's term until a successor is duly elected and qualified.

Section 7 EXCESSIVE ABSENCES

Any director who shall be absent from three (3) consecutive regular meetings of the Board shall stand automatically removed unless such action is excused by resolution of the remainder of the directors.

Section 8 ANNUAL REPORT

At the Annual Meeting, the Board of Directors shall submit a report to the general membership on business done during the current fiscal year, together with a report of financial transactions and statements, and the condition of the League's tangible property.

Section 9 SEAL

The Board shall provide a suitable corporate seal to be retained and used by the Secretary and other Board members.

ARTICLE VI OFFICERS

Section 1 ELECTIVE OFFICES

The League's Board of Directors shall consist of eight (8) elected members and one member representing the Grand Valley Soccer Officials Association (GVSOA). With the exception of the GVSOA representative these directors shall be elected by the membership, according to the procedures established in Article IX, Section 3.

Elected directors shall hold office for terms of two (2) years from the date of election, with the exception that in 2010 the offices of Vice President, Treasurer, Registrar and one (1) Director at Large shall be elected for a period of one (1) year. In subsequent years all terms of office shall be for two (2) years. Directors may stand for re-election. All terms will expire at the conclusion of the Annual Meeting.

No two (2) of these offices of the GVSA may be held by the same person. At the first meeting of the Board of Directors following the Annual Meeting the elected Directors shall appoint the following non-voting members of the Board of Directors: Director of Coaching, Delegate to Michigan Premier Soccer program (MSPSP), Delegate to the MSYSA, and League Statistician. In the event that GVSOA ceases to exist or does not appoint a representative then the Board of Directors shall elect a ninth voting member.

No Director shall execute, acknowledge or verify any instrument in more than one (1) League capacity.

All members of the Board of Directors shall have one (1) vote in all meetings of the Board.

A Director may be removed by unanimous consent of the other elected Board members, when in their judgment, the best interests of the GVSA shall dictate. Directors shall serve without compensation, except for reimbursement of expenses actually incurred in connection with the GVSA business, at the discretion of the Board.

Section 2 ELIGIBILITY

No person other than a Regular or Supporting Member of an active Member Club shall hold an elective office. Termination of membership in the GVSA will automatically terminate the holding of any elective office, leaving that office vacant (see Article V, Section 6). The President must have previously served on the Board for a period of at least one year, other than in the inaugural year (1996). In the unlikely event that no member of the Board of Directors has the required experience, this requirement shall be waived.

Section 3 PRESIDENT

The President shall preside at all meetings of the Board, shall chair the Annual Meeting and any Special Meetings, shall be the *Chief Executive Officer* of the GVSA, shall sign all the GVSA contracts and obligations along with the Secretary, and shall be an ex-officio member of all committees and boards appointed by the Board of Directors. The President shall prepare the annual report (per Article V, Section 8) for presentation to the general membership at the Annual Meetings.

Section 4 VICE PRESIDENT

The Vice President shall preside at all meetings in the absence of the President. In the event that the President shall be removed from the Board of Directors for any reason, the Vice President shall perform all of the President's functions until the end of the next Annual Meeting. The Vice President shall be the chairman of the Disciplinary Committee, and be responsible for enforcing all disciplinary actions. In addition the Vice President shall perform such other duties as may be

delegated by the Board of Directors.

Section 5 SECRETARY

The Secretary shall keep minutes of all Membership and Board meetings in writing, and shall retain the official copies of said minutes as a permanent record. The Secretary shall attend to the giving and receiving of all notices of the GVSA, and shall sign, with the President, all contracts authorized by the Board of Directors, unless the signature of such contracts be otherwise determined by the Board. The Secretary shall recommend to the Board an editor to oversee the production of a GVSA newsletter. The Secretary shall affix the League seal to such contracts and notices as are appropriate. The Secretary shall have charge of the membership books and other such books and papers as the Board of Directors may direct, all of which shall, at all reasonable times, be open to the examination of any Director, Regular Member, or Supporting Member. In addition the Secretary shall perform such other duties as may be delegated by the Board of Directors.

Section 6 TREASURER

The treasurer shall have custody and keep accounts of all money, funds, and property of the GVSA, unless otherwise determined by the Board. The treasurer shall render such accounts and present statements to the Directors and the President as may be required. The Treasurer shall deposit all GVSA funds which may come into his/her hands into such bank or banks as the Board shall designate. The Treasurer shall keep all accounts in the name of West Michigan Soccer League, and shall exhibit the books of account at a mutually agreeable time and place upon request by any GVSA Board Member. The Treasurer shall cooperate with the Registrar to solicit and gather membership information and fees. The Treasurer shall be required to give bond for faithful performance of his/her duties in such sum as the Board may determine, at the expense of the League. The Treasurer shall be responsible for preparation of the GVSA budget, to be approved by the Board, and shall be responsible for the preparation of all financial statements and annual reports.

Section 7 REGISTRAR

The Registrar is charged with the proper registration of all member clubs, GVSA teams, players, coaches and managers to conform to MSYSA and USYSA rules. In fulfilling these duties, the Registrar, in conjunction with the Treasurer, shall propose to the Board, prior to each season, the fee structure for the season. Following the adoption of proposed fees, the Registrar shall mail registration to the general membership, and shall collect registrations from the membership. The Registrar shall assist the Secretary in maintaining the proper names in the League Mailing List. The Registrar shall promptly turn over to the Treasurer all monies collected, which shall always be payable to the GVSA, never to a specific individual. The Registrar shall indicate registration requirements for all teams, players, coaches and managers and shall work with all necessary club registrars to validate registrations of all GVSA teams.

ARTICLE VII COMMITTEES

Section 1 EXECUTIVE

The Executive Committee shall consist of the elected and appointed (if any) Members of the Board of Directors as given in Article VI. This is the only standing committee within the GVSA.

Section 2 AD HOC

The President and Board of Directors may appoint Ad Hoc committees as they may from time to time deem necessary. Such committees shall expire as their express purpose is fulfilled, or at the end of the fiscal year in which they are appointed.

ARTICLE VIII RULES AND REGULATIONS

The Board of Directors shall adopt, and amend as necessary, official Rules and Regulations of the GVSA.

ARTICLE IX ELECTION OF OFFICERS

Section 1 NOMINATIONS

Commencing in 1997, the President shall appoint a Nominating Committee of at least three (3) Regular or Supporting members for the purpose of nominating candidates for GVSA elective offices. This committee shall be appointed at the last Board meeting prior to April 1. The committee shall endeavor to nominate two or more candidates for each elective office, but must nominate at least one. The official slate of nominees shall be reported to the Board at the meeting closest to June 1 of the same year. The nominating committee shall make every reasonable effort to nominate candidates from as many member clubs as possible.

Section 2 BALLOT PREPARATION

The Secretary shall cause the official nominations, as approved by the Board, to be placed on a suitable ballot for purposes of conducting the election. The Secretary shall make available a brief description of each candidate's GVSA involvement, occupation and any brief statement by the candidate. Ballots may be distributed by mail, or be made available at the polling place. Additional nominations can be taken from the floor prior to ballots being cast.

Section 3 VOTING

Member clubs shall cast written, secret ballots on official voting forms, as published by the Secretary in person at the Regular Annual Meeting. Members clubs shall be entitled to one (1) vote for each eight (8) teams, or fraction thereof, rostered with the League the previous season. The Secretary or his/her designee shall control the election by checking off each voter against the official rolls of the GVSA, as votes are cast. At the conclusion of the election, a committee of tellers appointed by the President shall count the votes and determine the results. The Chairperson of said committee of tellers shall report the results to the President and Secretary in a timely manner. All ballots shall be retained as an official record of the election for a period of one (1) year, until the next regular election.

The nominees receiving the highest vote totals shall be considered to be elected.

Section 4 ASSUMPTION OF OFFICE

Newly elected Board Members shall take office immediately at the end of the Annual meeting.

ARTICLE X LOANS, CONTRACTS, CHECKS, LEGAL ACTIONS

Section 1 RESTRICTED ACTIONS

No loans shall be contracted on behalf of the GVSA, and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors and duly signed by the President and Secretary.

Section 2 SIGNATURES

All legal documents, except checks and contract agreements for field use, shall be signed by the GVSA President and Secretary. All checks, drafts, and money obligations shall be signed by the Treasurer and one other authorized Board member.

Section 3 LEGAL ACTIONS

No action or proceeding at law or inequity shall be brought by the GVSA without the approval of the Board.

ARTICLE XI FINANCE

Section 1 FISCAL YEAR

The fiscal year shall end on July 31 of each year.

Section 2 DIRECTION OF MONEY AND RESOURCES

All money, property, and rights coming into possession of or assets belonging to the GVSA, regardless of source, shall be used only for promoting, advancing and developing the purposes of objectives of the GVSA as provided in its bylaws.

Section 3 COMPENSATION

No officer or Member of the GVSA shall receive any compensation from the GVSA for time or services rendered, except that officers and members may be reimbursed for expenses actually incurred by them incidental to activities on behalf of the GVSA, and then only at the discretion of the Board.

ARTICLE XII NOTICES

Section 1 SUFFICIENT NOTICE

Any notices required by statute or these Bylaws to be given to the GVSA's members or directors, unless otherwise specifically provided in statute or Bylaw, shall be deemed sufficient if published in the GVSA newsletter (should one exist), depositing the same in a U.S. Post Office collection box, addressed to such member or director at his/her last known address.

Section 2 WAIVER

Whenever any notice whatsoever is required to be given under the provisions of these Bylaws, a waiver thereof in writing signed by the persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent notice.

ARTICLE XIII AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors, if such amendments are ratified within thirty (30) days by a majority of a quorum of the Regular or Supporting Members attending an Annual or Special meeting.

Upon ratification copies of the amended Bylaws shall be forwarded with thirty (30) days to the MSYSA and MSA.

ARTICLE XIV DISSOLUTION OF GVSA

If, for some reason, GVSA shall no longer exist, all assets will be used to pay all debts and liabilities known to GVSA. Any assets that remain shall be distributed to a youth soccer related organization with exempt status under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Any assets not disposed of in such a manner shall be distributed to the government of the State of Michigan to be used for a public purpose.

ARTICLE XV ADOPTION OF BYLAWS

These Bylaws were approved by a vote of those present at the organizational meeting held on March 18, 1996, as amended on October 16, 2000 and February 23, 2008 and are effective as of October 23, 2008.

For the Board of Directors,

John Hall

President _____
Date