

## **Greater Indiana Regional League of Soccer, Inc. By-Laws**

### **Article I Name**

This organization shall be known as the Greater Indiana Regional League of Soccer, Inc. (hereinafter referred to as GIRLS).

### **Article II Purposes**

- Section 1. To develop, promote, and administer girls soccer in the State of Indiana.
- Section 2. To encourage and assist in the inception, development and growth of community leagues, associations, organizations, programs, and teams so that soccer is made available to the maximum number of girls in Indiana at all levels of competition.
- Section 3. To develop and encourage the highest level of sportsmanship and playing proficiency by all players and persons involved in girls soccer in Indiana.
- Section 4. To promote complete and open communication among all parties involved when actions contemplated by one member will significantly affect others.
- Section 5. To do any and all other acts necessary or desirable in furtherance of the foregoing purposes, for the good of girls soccer, and for the benefit of all participants.

### **Article III Offices**

The principle office of the corporation shall be located in the State of Indiana. The address of the residence of the corporation required by the Indiana Not-for-Profit corporation act of 1971, may be, but need not be identical with the principle office of the corporation. The address of The principle office and designation of the resident agent may be Changed from time to time as authorized by the Board of Directors.

### **Article IV Colors**

The representative colors of this Association shall be red, green, yellow, blue, and black.

### **Article V Membership**

- Section 1. MEMBERS: the members of this corporation shall be comprised of all qualified female youth soccer teams, which are members in good standing with the United

- States Youth Soccer Association through the Indiana Youth Soccer Association (IYSA). Members are admitted through the approval of the Board of Directors.
- Section 2. **QUALIFICATIONS:** Membership qualifications shall be set by the Board of Directors. Qualifications shall include, but not be limited to, payment of set fees and fines, proper registration, and compliance with playing rules. Teams not fulfilling these qualifications shall lose their membership privileges.
- Section 3. **ANNUAL MEETING:** An annual meeting of members shall be held within 30 days prior to the start of the spring season, each year, the primary purpose of the annual meeting will be to elect the corporate officers. The members may also elect members to serve as Special Directors at Large. A nomination committee will be appointed by the Executive Committee.
- Section 4. **SPECIAL MEMBERSHIP MEETINGS:** Special meetings of the membership may be called by the President, or by a majority of the Board of Directors.
- Section 5. **PLACE OF MEETING:** The President or Board of Directors may designate any place within the State of Indiana as the place of the annual meeting or any special meeting.
- Section 6. **NOTICE:** Notification of annual and special membership meetings, the date, time, place and purpose shall be given to the voting members.
- Section 7. **QUORUM:** Three(3) out of four (4) officers, two (2) age commissioners, and eight (8) team representatives must be present to constitute a quorum. If this requirement is not met, the meeting shall be adjourned. If a quorum is present, a majority vote of the persons present at the meeting entitled to vote shall be the act of the members.
- Section 8. **VOTING RIGHTS:** Each qualified team shall have one (1) vote. The one (1) vote of each team shall be cast by its duly designated representative at the annual meeting. Any designated representative unable to attend the annual meeting may vote by proxy by way of telephone to a board member within the twenty-four (24) hour period prior to the beginning of the scheduled annual meeting. Such vote must be confirmed in writing to the Secretary of the Corporation within seven days.
- Section 9. **JURISDICTION:** This corporation shall have complete jurisdiction over all soccer involving its members and as

such the corporation shall promulgate rules and regulations to be followed by the members.

Section 10. **ROBERT'S RULES:** All meetings of this corporation shall be conducted in accordance with Robert's Rules of Order, latest edition.

## **Article VI Board of Directors**

- Section 1. **GENERAL POWERS:** The business and affairs of the corporation shall be managed by the Board of Directors.
- Section 2. **NUMBER:** The total number of members of the Board of Directors shall not be less than eight (8) nor more than twenty (20). The Board of Directors shall consist of:
- a) The Corporation Officers
  - b) The Immediate Past-President
  - c) The appointed Special Directors at Large
  - d) The appointed Commissioners.
- Section 3. **TERM OF OFFICE:** The term of office for the President, Vice President, Treasurer, and Secretary shall be two years commencing at the close of the annual meeting at which they are elected and continuing to the close of the next annual meeting two years later. For the 2003 election only, the President and Secretary shall be elected for a term of one (1) year, and the Vice President and Treasurer for a term of two (2) years, as set out above. Appointed commissioners shall serve at the discretion of the Executive Committee.
- Section 4. **VACANCIES:** Any vacancy on the Board of Directors caused by death, disqualification or resignation of one of the members of the Board may be filled by majority vote of the remaining members of the Board of Directors. Any director thus selected shall hold office until the end of his or her term and until his or her successor, if any, is elected and qualified.
- Section 5. **VOTING:** Each member of the Board of Directors shall have one (1) vote on matters being considered by the board. No Director is entitled to more than one (1) vote even though he or she might be serving in two (2) capacities; eg. officer and commissioner.
- Section 6. **REGULAR MEETINGS:** A regular meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members. The President or a majority of the Board of Directors may provide, by resolution, the

- time and place, for the holding of additional regular meetings without other notice than such resolution.
- Section 7. **SPECIAL MEETINGS:** Special meetings of the Board of Directors may be called by or at the request of the president or the majority of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place for holding any special meeting of Board of Directors called by them.
- Section 8. **NOTICE:** Notice of any special meeting shall be given by written notice delivered personally or mailed to each director at his or her business or home address, by telegram or by U.S. mail service, or by telephone or by e-mail with receipt confirmation.
- Section 9. **PLACE OF MEETING:** Any place located within the State of Indiana may be designated as the place of a regular or special meeting of the Board of Directors.
- Section 10. **QUORUM:** A quorum for voting purposes shall consist of at least a majority of the members of Board of Directors.
- Section 11. **MANNER OF ACTING:** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- Section 12. **CHAIRMAN:** The President of GIRLS Executive Committee shall serve as Chairman of the Board of Directors.
- Section 13. **DUTIES:** The Board of Directors shall be responsible for:
- a) reviewing and approving the programs planned and presented by the Executive Committee
  - b) reviewing and approving the budget planned and presented by the Executive Committee
  - c) formation of a Discipline Committee to handle matters of discipline involving players, coaches, spectators, and officials.
  - d) deal with all protests submitted by GIRLS teams
  - e) replacing non-functioning members
  - f) in addition to the aforementioned duties, the Board of Directors shall be empowered to conduct such investigation of its members that will establish that its members are in compliance with all of the financial obligations and the fair and equitable promotion, development and administration of soccer. If such investigation

reveals that the member has not complied with the rules of this Corporation and the financial obligations imposed on the member, the Board of Directors shall adjudge the member to not be in good standing and shall impose such penalties and sanctions designed to bring the member into compliance with the precepts of the Corporation.

## **Article VII Corporate Officers**

- Section 1. NUMBER: the officers of the corporation shall be a President, Vice-President, Treasurer, Secretary, and such other officers as may be elected at the annual meeting.
- Section 2. PRESIDENT: The President shall be the chief executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the members and of the Board of Directors. He or she shall serve as an ex-office member on all committees. He or she may sign with the Secretary or any other proper officer of the corporation hereunto authorized by the Board of directors any bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the corporation, or shall be required as to be otherwise signed or executed; and in general shall represent this corporation and its member teams in meetings with other soccer associations.
- Section 3. VICE-PRESIDENT: In the absence of the President or in event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. He or she shall be the Chairman of the Disciplinary Committee.
- Section 4. TREASURER: If required by the Board of Directors, the treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall be the Chairman of the Finance Committee and shall:
- a) Have charge and custody of and be responsible for all funds and securities of the corporation; receive and give

receipts for money due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other insured depositories as shall be selected in accordance with these by-laws:

b) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time assigned to him or her by the President or by the Board of Directors.

Section 5. **SECRETARY:** The Secretary shall:

- a) Keep minutes of the members and of the Board of Directors meetings in one (1) or more books provided for the purpose:
- b) See that all notices are duly given in accordance with the provisions of these by-laws or as required by law;
- c) Be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws;
- d) Keep a register of the mailing address of each member
- e) In general, perform all duties incident to the office and such other duties as from time to time assigned to him or her by the President or the Board of Directors.

Section 6. **ELECTION AND TERM OF OFFICE:** The President, Vice-President, Treasurer, and Secretary shall be elected by the members at the regular annual meeting according to which offices are vacant any given year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. The President, Vice-President, Treasurer and Secretary shall hold office until their successors shall have been duly elected and shall have qualified or until their death or until they shall resign or shall have been removed in the manner hereinafter provided.

Section 7. **REMOVAL:** Any officer or agent elected by the members or appointed by the Board of Directors may be removed by a two-thirds vote of the entire Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 8. **VACANCIES:** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may

be filled by the Board of Directors for the unexpired portion of the term.

**Article VIII Immediate Past-President**

Section 1. ELECTION AND TERM: When the president's term is completed, he or she shall become Immediate Past-President. The Immediate Past-President shall hold this position until he or she is succeeded by the next outgoing President or until his or her death or until he or she shall resign or shall have been removed in the manner provided in Article VII, Section 7.

**Article IX Special Directors At Large**

Section 1. NUMBER: There may be three (3) Special Directors at Large.

Section 2. ELECTION AND TERM: The Directors at Large shall be appointed by the executive committee immediately after the regular meeting or as soon thereafter as may be convenient. Each Special Director at Large shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner provided in Article VII, Section 7. Vacancies may be filled in the manner provided in Article VII, Section 8.

**Article X Commissioners**

Section 1. SELECTION: The president will nominate and the Board of Directors approve by majority vote commissioners to represent each age group represented in the membership.

Section 2. DUTIES: The Commissioners will serve on the Board of Directors as a representative of the age group division or divisions they represent. They are also responsible for the duties outlined in the Rules and Regulations.

**Article XI Committees**

Section 1. EXECUTIVE COMMITTEE: The business of the GIRLS shall be conducted by an executive committee consisting of President, Vice-President, Secretary, Treasurer.

a) Duties: The executive committee shall be responsible for:

1) Conducting the day-to-day business of the Corporation

- 2) Preparation of a proposed program for the year  
To be presented to the Board of Directors for approval, and
  - 3) Dealing with all matters pertaining to the Finances of the GIRLS subject to budget  
Approval by the Board of Directors.
- b) Meetings: The GIRLS Executive Committee shall meet as often as deemed necessary to carry on efficiently the business of GIRLS
  - c) Quorum: At all Executive Committee meetings, a majority of the Executive Committee members shall constitute a quorum for the transaction of business. If a quorum is present, the vote of the majority at the meeting shall constitute an act of the Executive Committee.

Section 2. **STANDING COMMITTEES:** The President shall designate and appoint the members of such committees deemed necessary or appropriate to the efficient conduct of the corporation's affairs, provided, however, that the chairman of any standing committee named herein must be a member of the Board of Directors of the corporation.

## **Article XII Financial Policy**

- Section 1. The GIRLS Executive Committee shall decide all matters pertaining to the day-to-day finances of the GIRLS
- Section 2. **CONTRACTS:** The Board of Directors may authorize an officer or officers, agent or agents, to enter into any contract or execute and delivery of any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific instances.
- Section 3. **LOANS:** No loan shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution approved at the meeting of the membership. Such authority may be general or confined to specific instances.
- Section 4. **CHECKS, DRAFTS, ETC.:** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by the treasurer.
- Section 5: **DEPOSITS:** All funds of the corporation not otherwise

employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other insured depositories as the Board of Directors may select.

### **Article XIII Fiscal Year**

The fiscal year of the corporation shall begin on the first day of January in each year and end on the last day of December in each year.

### **Article XIV Seal**

The Board of Directors shall provide a corporate seal as one may be required by law which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words “Corporate Seal, Indiana”.

### **Article XV Disputes**

It is the expressed and implied intention of GIRLS to have all members retain their own autonomy within their group, but they shall adhere to the By-Laws, and Rules and Regulations of the Corporation in all matters pertaining to interstate, regional, national, and international competition, or in other competitions sanctioned by GIRLS It is contrary to the purpose of GIRLS and detrimental to soccer to resort to court action or the threat thereof unless all other avenues of relief through GIRLS have been exhausted. Accordingly, any recourse to the courts of any jurisdiction by any member of individual before all the rights and remedies provided by the Rule and Regulations of GIRLS shall have been exhausted, shall be “conduct detrimental to soccer” and a violation thereof, and may result in the immediate suspension of any member or individual responsible for seeking such recourse.

### **Article XVI Politics and Distribution of Assets**

Any and all assets of the corporation shall be permanently dedicated to exempt purposes within the meaning of Section 501 ( c ) (3) of the Internal Revenue Code of 1954 (or corresponding provisions in future laws). The corporation shall not be operated for pecuniary profit and shall have no members, directors, officers, or persons having a private interest in the activities of the corporation, 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 in these by-laws. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event the corporation is dissolved, the Board of Directors shall pay, satisfy and discharge all liabilities and obligations of the corporation or make adequate provisions therefore and distribute all remaining assets of the corporation to an organization or organizations engaged in activities substantially similar to those of the corporation and organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of future laws).

Any of such assets not so disposed of shall be disposed of by the circuit court of Marion County, exclusively for such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### **Article XVII Amendments**

These by-laws may be altered, amended, or repealed and new by-laws may be adopted at any meeting of the corporation by a two-thirds vote of the duly recognized voting members represented at the meeting, provided each proposed amendment must first be submitted to the president, who, with the rest of the Board of Directors shall, before presentation and consideration by membership, decide whether or not to recommend its adoption at the next annual or special meeting. No amendment shall be eligible for presentation at a meeting unless it shall have been submitted to the President at least forty five (45) days prior to such a meeting and mailed to the membership at least fourteen (14) days prior and/or posted to the GIRLS website at least thirty (30) days prior to the meeting.