

***CONSTITUTION AND BY-LAWS***  
***OF THE***  
***DIX HILLS SOCCER CLUB***

***DATE: December 2, 2014***

## ARTICLE ONE

### ORGANIZATION

- 1). The name of this organization shall be **THE DIX HILLS SOCCER CLUB** (hereinafter, the “Club” or “DHSC”).
- 2). The Club shall have a seal, which shall bear the name of the Club and the date of its incorporation. The seal may be altered or modified by a majority of the Board of Directors.
- 3). The Club may at its pleasure by a vote of the membership body change its name.
- 4). All references in these By-Laws to the pronoun he or she shall be interpreted to be a person of either gender.

## ARTICLE TWO

### PURPOSE OF ORGANIZATION

The following are the purposes for which this Club has been organized:

1. It shall be the object of this Club to foster, promote and advance the cause of youth soccer for its members and teams. Further it shall be the object of this Club to foster, promote and advance the cause of youth soccer within the territory defined as the Half Hollow Hills School District #5 and its surrounding area.
2. To administer and organize the game of soccer for its members and to actively participate in or collaborate with other Clubs (organizations) that have similar objectives, and to promote, develop, and enhance the game of soccer within the Half Hollow Hills Community, New York.
3. To provide an opportunity for advanced players who are interested in, and committed to, playing soccer at the highest level of completion, to benefit from high level experienced coaching and to experience the benefits that come from

competing and playing with other players with the same level of dedication to the game of soccer.

4. With a consistent message of the importance of individual development as well as teamwork and fair play, the Club will strive to build and develop the necessary skills in all Club players to enable them to effectively contribute to the success of their teams, present and future, both on and off the field.

### **ARTICLE THREE**

#### **MEMBERSHIP**

1. Membership in this Club shall be open to all who are parents or guardians of a participant (a player or players age eighteen (18) or under).
2. While it is the goal of the Club to provide opportunities to Dix Hills and Melville residents a Club team may include any number of players who do not reside in Dix Hills and Melville.
3. In addition, the membership shall include all officers, members of the Board of Directors, coaches, and all other persons approved by the Board of Directors.

At general meetings, each member shall have one vote (except as set forth in Articles Four, Five and Seven herein) except there shall be one vote per registered household regardless of the number of children participating in the Club. Members receive a vote as long as they are in good standing, defined as being current in payments and not under any sanction by the club or leagues to which it belongs.

### **ARTICLE FOUR**

#### **ANNUAL MEETING**

General membership meetings of the Club shall be held annually on a date to be fixed by the Board of Directors. The secretary shall cause to be posted on the Club website the time, place and purpose of said meeting not less than ten (10) calendar days prior to the annual meeting. The

newly elected Board of Directors (if applicable) shall take office beginning with the next monthly meeting, or thereafter by approval of the Board.

Additional membership meetings must be held if:

1. A resolution calling for such a meeting passed by a majority of the Board of Directors at a duly constituted meeting of the Board or
2. Ten Percent (10%) of the membership or 20 voting members whichever is the lesser, shall petition the Club for such a meeting or
3. The president of the Club calls such a meeting.

Petitions for the holding of such meetings in furtherance of #2 above shall be in writing and delivered to the Secretary of the Club by registered or certified mail, return receipt requested.

Notice of any such meeting shall be posted on the Club website at least 10 days prior to the special meeting date and shall include the date, time, and location of said special meeting.

Said notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom the meeting was called.

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

The presence of not less than Ten (10%) percent of the membership or 20 voting members whichever is less, shall constitute a quorum and shall be necessary to conduct the business of this Club at any meeting.

If a quorum is not present, the meeting may be adjourned by those present and the meeting rescheduled not less than two weeks or not more than four weeks from the originally scheduled meeting. A new notice of the meeting to all members is required as set forth above. A quorum as hereinbefore set shall be required at any adjourned meeting.

The meetings shall be governed by Roberts Rules of order.

The board can call an emergency meeting and in such a case notice of such meeting will be posted on the club website.

## **ARTICLE FIVE**

### **VOTING**

Voting for election of officers and members of the Board of Directors shall be by closed ballot. All other voting shall be by a show of hands, unless a closed ballot is otherwise required herein or by the Board of Directors.

Where a closed ballot is required, a ballot shall be provided which shall not have any mark or marking that might tend to indicate or identify the person who cast such ballot.

The within voting requirements shall apply to all meetings.

At all votes by ballot the Board of Directors shall, prior to the commencement of balloting, appoint a committee of two (2), none of which shall be members of the Board of Directors, who shall act as “Inspectors of Election” and who shall at the conclusion of such balloting certify in writing to the President the results and the results shall be recorded in the minutes of that meeting. If a majority of eligible voting members move to make the ballot a closed one, paper ballots will be cast privately.

Furthermore, no member of the committee shall be a candidate for office or shall have a personal interest in or be the subject of the issue voted upon.

All members, as defined in Article Three, shall have one vote.

**ARTICLE SIX**  
**MEETING AGENDA**

The annual membership meeting shall have the following agenda and shall be conducted in the following order and follow Roberts Rules of Orders:

1. Roll Call
2. Reading the Minutes of the preceding meeting
3. Reports of Officers
4. Report of other representatives, as needed
5. Old Business
6. New Business including elections
7. Special reports
8. Other
9. Adjournments

All other meetings shall be conducted pursuant to the notice as required by Article Four herein.

**ARTICLE SEVEN**  
**BOARD OF DIRECTORS**

The business of this Club shall be managed by a Board of Directors consisting of five executive members (to be officials of the club) members. If there are not 5 members who seek to be on the Board of Directors, the number shall be equal to the number of members who seek election (with a minimum of 3 required) until the next election. The Board of Directors shall have as members all duly elected officers of the Club. Each board member must be at least eighteen years of age and have no prior felonies.

The members of the Board of Directors shall be elected by ballot at the annual meeting of the Club. They shall hold office for two years and may be eligible for re-election but may not serve more than 2 consecutive terms. Elections shall be held on a staggered basis so that no more than a majority of director's positions will be up for election at any one time and the election of

officers shall comply with Article Five of the By-Laws.

The Board of Directors shall have the control and management of the affairs and business of this Club. The Board of Directors may only act in the name of the Club during regularly convened meetings upon due notice to all the directors of such meeting by the president of the Club.

A majority of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held at least 4 times per year. The President shall have the authority to set the date, time, and place of the meeting each month.

Each director shall have one vote and such voting may not be done by Proxy.

The Board of Directors meetings shall be governed by Roberts Rules of Order. The President, upon motion and approval by a majority of the Board of Directors, may appoint up to four additional members to the Board of Directors to serve until the next election (so long as there an odd number of board members). Vacancies of the Board of Directors shall be filled by appointment by the President and approved by a unanimous vote by the remaining members of the Board of Directors.

The President of the Club by virtue of his office shall be chair of the Board of Directors.

A Director may be removed for cause. The Board of Directors upon a majority vote of its remaining members may entertain charges against one of its members and set a hearing on the charges. The accused director may have counsel at the hearing. The Board of Directors shall adopt such rules at its discretion consider to be necessary for the hearing. After completion of the hearing, a (2/3) two-thirds majority of the voting members present at the hearing, not including the accused member, is required to remove a director.

The Board of Directors shall transact all business of the Club. It shall have the power to enforce the laws of the game, the By-Laws and rules of the Dix Hills Soccer Club. The Board of Directors shall have the power to settle all disputes or protests in accordance with Club rules and

regulations.

The Board of Directors shall have the power to set and enforce all policy regarding team uniforms and equipment and of the obtaining the same.

No outside venture, and no individual team, participant or official may schedule any game or practice session outside of the Club without the approval of the Board of Directors.

Any member or officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective.

If the office of any Board of Director, member of a committee or officer becomes vacant for any reason, the remaining directors in office, though less than a quorum, by a majority vote, may elect a successor who shall hold office for the unexpired term and until his successor shall be elected and qualified.

Any Officer or Director may be removed from the Board of directors with or without cause at any time by the affirmative vote of 2/3 majority of the members entitled to vote or two thirds of all directors or officers present at a special meeting of the Board of Directors called for that purpose, for one or more of the following reasons (i) conduct detrimental to the interest of the Club, (ii) lack of sympathy with Club's objectives, (iii) refusal to render reasonable assistance in carrying out the Club's purpose, or (iv) behavior antagonistic to the objectives of the Club. Any one or more directors may be removed for Cause (as hereinafter defined) by the Board of Directors. For purposes hereof, the term "Cause" means (a) felony conviction, (b) imprisonment, (c) embezzlement of funds, (d) improper use of corporate funds, (e) self dealing, (f) intentional misconduct which is harmful to the Club. Any such officer or Director proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

## **INDEMNIFICATION OF DIRECTORS**

The Club shall indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a director or officer of the Club or served another Club in any capacity at the request of the Dix Hills Soccer Club, to the fullest extent permitted by law. The Club may purchase and maintain indemnity insurance to the extent permitted by law.

The indemnification of any person provided by this Article shall continue after such person ceases to be an officer or director of the Club as the case may be, and shall inure to the benefit of such person's heirs, executors, administrators and legal representatives.

Indemnification shall exclude negligence and intentional and unlawful actions or omissions.

The Club shall promptly reimburse, upon request, any person entitled to indemnification hereunder all expenses, including reasonable attorneys' fees and disbursements, reasonably incurred by such person in defending any action or proceeding in advance of the final disposition thereof upon receipt of an undertaking by such person to repay such amount if, and only to the extent, such person is ultimately found not to be entitled to indemnification.

## **ARTICLE EIGHT**

### **OFFICERS**

The officers of the Club shall be as follows:

President

Vice President of Administration

Vice President of Operations

Secretary

Treasurer

#### **President:**

The President shall be the chief executive officer of the Club shall have all such powers as may

be reasonably construed to belong thereto. The President shall preside at all membership meetings and be chair of the Board of Directors.

The President shall have the power to appoint and remove all coordinators, chairpersons and members of each committee, temporary or permanent.

The President may be one of the officers who shall countersign the checks or drafts of the Club as drawn by the Treasurer.

The President shall present at each annual meeting of the Club an annual report of the work of the Club. The President shall be responsible for the maintenance of all books, reports, and certificates required by law and see to it that they are properly kept or filed.

The President shall pass upon and approve all bills or invoices to be paid by the Club.

The President shall have the rights to cast the deciding vote where there had been a tie vote at all Club meetings, committee meetings and Board of Director meetings. Nothing herein shall be construed to prevent the President from abstaining at such a vote.

The President shall appoint member(s) to the Board of Directors to fill vacancies, which occur during the term of office of a Director subject to Article Seven of the by-laws.

The President shall appoint all delegates to all soccer Clubs, Clubs, associations, meetings, conventions and/or conferences.

The President shall annually appoint an auditing committee to go over the Treasurer's book to certify the accuracy of the books and the Treasurer's reports. The Auditors committee must consist of auditor(s) or accountant(s) by profession, not a member of the Board of Directors or an officer of the Club. In addition, the committee shall consist of a member of the Board of Directors who is also not an officer of the Club

The President shall appoint a finance committee, the chairman of which shall be a member of the Board of Directors and not an officer of the Club.

### Vice President:

The Vice president shall in the event of the absence or inability of the president to exercise his office become acting president of the Club with all the rights, privileges and power as if he had been duly elected president. Where there shall be two Vice Presidents, the Vice president of Administration shall preside and if he shall not be present then the Vice President of Operations shall preside.

### Vice President for Administration

The Vice President for Administration shall be responsible for the following:

- a. To recommend to the President, the appointment of Divisional Chairmen and Coaches.
- b. Shall act as Chairman of the Protest Committee.
- c. Shall supervise registration of all participants.
- d. He shall supervise and recommend with respect to all insurance matters.
- e. He shall be a member of the finance committee.
- f. He shall serve on such committees as appointed to by the president.

### Vice President For Operations:

The Vice President for Operations shall be responsible for the following:

- a. Shall recommend and prepare the Club playing schedule
- b. He shall recommend the Referee Coordinator and shall supervise the activities of the Referee Coordinator.
- c. He shall supervise the procurement and maintenance of all playing fields.
- d. He shall supervise the procurement, management and safekeeping of all equipment.
- e. He shall be a member of the finance committee.
- f. He shall serve on such committees as appointed to by the president.

Secretary:

The Secretary shall have the charge of such books, documents and papers as the Board of Directors may determine and shall have custody of the corporate seal. He/She shall attend and keep the minutes of all meetings of the Board of Directors and members of the Club. He/She shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the Club, showing their places of residence, and such books shall be open for inspection as prescribed by law. He/She may sign with President, and in the name and on behalf of the Club, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he/she may affix the seal of the Club. He/She shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such duties as may be assigned to him/her by the Board of Directors. The Secretary shall be a member of the Board of Directors and shall be responsible for filing with the State of New York, for updating public records as necessary, and shall maintain a current copy of the IRS 501c3 form in the Club repository.

Treasurer:

The Treasurer is responsible for all financial matters of the Club. Duties include managing all monies collected and disbursed, managing and reconciling Bank accounts, maintaining detailed financial records in accordance with recognized generally accepted accounting principles, conducting an annual financial audit, completing required tax and regulatory filings, preparing an annual budget, and reporting to the Board on a regular basis on financial matters. The Treasurer shall submit a semi-annual report of the finances to the finance committee. The Treasurer shall be one of the officers who shall sign checks or drafts of the Club. All check or drafts of the Club must be counter-signed by the Treasurer. The Treasurer is a member of the Finance Committee and the Club's Executive Committee. The Treasurer shall be responsible for filing IRS Form 990 each year, reporting the finances of the Dix Hills Soccer Club to the IRS as required.

The Treasurer shall render written accounting of the finances of the Club as required by the Board of Directors at each monthly board meeting (*but no less than every three months.*) The reports shall be physically affixed to the minutes of the Board of Directors of such meeting and shall become a part thereof.

**ARTICLE NINE**  
**COMPENSATION & FINANCES**

No officer, member of the Board of Directors or their immediate family shall be entitled to receive any salary or compensation for serving as a member of the Board.

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 Club. No member of the Board of Directors shall be permitted to receive any compensation from the Club for their services, whether directly or indirectly, nor shall they be permitted to do any business with the Club or be an employee of the company doing business with the Club and receiving compensation. The Board of Directors may authorize the purchase of materials or services from any company that a board member owns, operates, or is employed by after a 2/3 vote of the board members present. It is expressly understood that such exceptions must be in the best interests of the Dix Hills Soccer Club to qualify for such an exemption.

At least 2 competitive bids are required for all major purchases. All vendor contracts of more than \$1,000 annually must be reviewed by the Board every 5 years. The Treasurer shall be responsible for filing the appropriate tax returns each year.

Only club officers may enter into legally binding contracts on behalf of the Club.

**ARTICLE TEN**  
**COMMITTEES**

All committees of this Club shall be appointed by the President and their term of office shall be for a period of one (1) year or less if sooner terminated by the action of the President.

The permanent committees recommended include:

- A. Finance Committee
- B. Registration Committee
- C. Protest Committee

- D. Marketing & PR Committee
- E. Membership Committee
- F. Nominating Committee
- G. Fields and Equipment Committee
- H. Town and School Relations Committee

## **ARTICLE ELEVEN**

### **DUE AND FEES**

The dues and/or registration fees of the Club shall be set by the Board of Directors.

## **ARTICLE TWELVE**

### **AMENDMENTS**

Amendments to the By-Laws shall be presented in writing and shall be proposed by the Board of Directors or by Ten (10%) percent of the membership or Twenty (20) members, whichever is less and be filed with the Secretary. Such amendments may be acted on at the annual meeting of the Club or at any special meeting of the Club called for that purpose. Copies of the proposed amendments can be made available on the Club website and notice of such posting may also be sent by e-mail (but are not required to be) to each member along with notice of the meeting at least Ten (10) days prior thereto. An affirmative vote of two-thirds of those eligible members present and voting shall be necessary to adopt any amendment.

## **ARTICLE THIRTEEN**

### **EXECUTIVE COMMITTEE**

The Executive Committee of the Board of Directors shall consist of the President, Vice President for Operations, Vice President for Administration, Secretary and Treasurer, two immediate past Presidents, Travel Registrar and one at large (these latter four on the condition they are members in good standing – if the conditions are not met the Executive Board can appoint any members to fill these four spots)

The Executive Committee shall be for the purpose of running the Club on a day to day basis

between meetings of the Board of Directors or where it impractical or impossible to call a meeting of the Board of Directors.

The Executive Committee shall act during emergencies and have the power to make decisions on behalf of the Board of Directors. All such decisions shall be reported to the Board of Directors and shall be binding on the Club unless overruled by the Board of Directors.

The Executive Committee shall have the right to set agenda's for the Board of Directors meetings and propose new Club policies at said meetings.

## **ARTICLE FOURTEEN**

### **ELECTION OF OFFICERS**

The officers shall be elected by ballot at the annual meeting of the Club. They shall hold office for two years and may be eligible for re-election. Election shall be held on the staggering basis so that the President, Secretary and Vice President for Operations shall be elected in odd years and Vice President for Administration and Treasurer shall be elected in even years. No persons shall be eligible for nomination nor be able to hold the position of Officer unless he or she shall have (i) attended at least seventy (70%) of the general Board Meeting. Failure to attend the minimum number of meetings may constitute sufficient reason to consider exclusion of that Board Member from next year's slate of nominees for the Board.

Each Member shall be entitled to one vote.

Election shall be held at the annual meeting and new officers shall officially take office immediately following their election. All elected officers for the fiscal year shall be members of the Board of Directors.

**ARTICLE FIFTEEN**  
**ROBERTS RULES**

Roberts Rules of order shall govern all Club meetings and the Board of Directors' meetings unless the within By-Laws provide otherwise.

**ARTICLE SIXTEEN**  
**RULES AND REGULATIONS**

The Rules and Regulations of The Dix Hills Soccer Club are hereby adopted by the Board of Directors and are hereby incorporated by reference and shall be deemed a part of the By-Laws of The Dix Hills Soccer Club as same are amended from time to time.

**ARTICLE SEVENTEEN**  
**ARBITRATION COMMITTEE**

An Arbitration Board consisting of three (3) standing members and two (2) alternates, appointed by the President and approved by the Executive Board, shall have the authority to make decisions regarding rules of play set forth by the Club. An appeal of the committee's findings made be once in writing to the board. Once an initial appeal is ruled upon no further appeals can be made and the decision shall be considered binding.

**DISPOSITION OF ASSETS**

In the event that the Club disbands, all assets shall become the property of the Recreation Department of the Town of Huntington, New York State after payment to all Club creditors.