

MYSA Constitution

MONONGALIA YOUTH SOCCER ASSOCIATION (MYSA)
CONSTITUTION

ARTICLE I - NAME

The name of this organization shall be the Monongalia Youth Soccer Association, Incorporated, hereafter referred to as MYSA.

ARTICLE II - PURPOSE

1. To foster and organize amateur soccer for youth less than 19 years of age within the boundaries of the area designated as Monongalia County, West Virginia.
2. To teach soccer to the youth of Monongalia County, while encouraging and developing good sportsmanship.
3. To provide each player the opportunity to play soccer in a supportive and rewarding environment that emphasizes fun, enjoyment and skill learning, regardless of ability.
4. To educate adults on the sport of soccer, and encourage their participation in coaching, refereeing, and administration of soccer.
5. MYSA shall conduct its affairs in compliance with the West Virginia Nonprofit Corporation Act, Chapter 31E of the West Virginia Code.
6. As provided in its Articles of Incorporation, MYSA is organized, and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code ("the Code") or the corresponding section of any future federal tax code.

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

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III - TERRITORY

MYSA shall include the area within the boundaries of Monongalia County, West Virginia. Teams outside these boundaries may be invited to become members of MYSA. However, teams outside Monongalia County will be ineligible to represent MYSA in West Virginia state tournaments.

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ARTICLE IV - HEADQUARTERS

The headquarters for MYSA shall be in within Monongalia County, West Virginia, at a place determined by its Board of Directors and known to the membership.

ARTICLE V – Reserved for future use.

ARTICLE VI – MEMBERSHIP

1. The membership of players in MYSA may consist of participants under 19 years of age.
2. A player's division assignment shall be determined by his/her age according to the requirements of the West Virginia Soccer Association (WVSA) and the United States Youth Soccer Association (USYSA).
3. All players must be registered on a standard MYSA form.
4. To be a team member within a specific age division, each application must clearly state:
 - A. Team name (if previously assigned and desired);
 - B. Participant's name, address, telephone number, and date of birth;
 - C. Age division for which application is being made.
5. Individual registration fees from participants must accompany applications of membership.
6. The general membership will consist of players, coaches, assistant coaches, parents or guardians, and Directors. Membership status will be based upon registration or activity in MYSA during the preceding 10 months. Volunteers who help MYSA fulfill its purposes may also be granted membership, with approval of a majority of the Board of Directors.
7. Voting members of MYSA will be all members at least 18 years old. No more than two voting members may qualify as the parents or guardians of a registered player. Each voting member may only vote once per issue.

ARTICLE VII - GOVERNMENT

1. MYSA shall be affiliated with the West Virginia Soccer Association (WVSA), United States Youth Soccer Association, and the United States Soccer Federation (USSF) and shall be subject to the Constitutions, By-laws, Rules, and Regulations of these organizations as long as compliance with these does not cause MYSA to act in violation of the requirements of Section 501 (c) (3) of the Internal Revenue Code.
2. In cases of conflict between MYSA, State and National Constitutions, By-laws, or Rules and Regulations, such conflict shall be resolved by the MYSA Board of Directors on an as needed, single case basis.
3. The voting membership may vote on the election of Directors, the recall of Directors, and amending of the constitution.
4. Governing and operations of MYSA, within the restrictions of its constitution, shall be by a Board of Directors and any officers appointed by the Board.

ARTICLE VIII - ELECTION AND REMOVAL OF OFFICERS

1. The leadership of this Association shall be provided by an elected Board of Directors (hereinafter referred to as the Board).
2. The Board of MYSA shall consist of the following elected officers:
 - a. President
 - b. Vice-President
 - c. Secretary
 - d. Treasurer
 - e. Registration Officer
 - f. Games Officer

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- g. Fields and Equipment Officer
 - h. Coaching Coordinator
 - i. Publicity Officer
 - j. Fundraising Officer
 - k. Insurance Officer
3. The Officers of the Association shall be elected by the voting members at the Annual General Meeting conducted in November.
- a. A nominating committee will select a slate of candidates to be presented at the last regular meeting of the Board, and in time for inclusion in a newsletter to the general membership prior to the Annual General Meeting. The presidential nominee must have attended meetings regularly for one (1) year prior to election.
 - b. Nominations will be opened to the general membership before the election for each office. Any voting member of MYSA shall be eligible to hold any office.
 - c. Voting on any contested office shall be by secret ballot. Votes will be tallied by at least two tellers, who are to be nominated by the president and approved at the Annual General Meeting by a simple majority vote of a quorum of the Board. Any election which is not decided by a majority of the votes cast shall be decided with a re-vote on only the two candidates who tallied the most votes for the office.
 - d. Board members will be elected for two-year terms, without restriction on the number of terms they may serve. The following offices will come up for election in even numbered years: Vice-President, Treasurer, Games Officer, Fundraising Officer, and Insurance Officer. The following offices will come up for election in odd numbered years: President, Secretary, Registration Officer, Fields and Equipment Officer, Coaching Coordinator, and Publicity Officer.
 - e. All terms shall take effect immediately following the Annual General Meeting.
4. Outgoing Officers must relinquish all Association documents in their possession to the newly elected Officer within ten (10) days following the election of the new officer.
5. The Board positions of President and Treasurer may not be held by one person, members of the same household, or people with an immediate family relationship.
6. If any Board position is not elected due to lack of nominees, Board members currently holding a position may also volunteer to hold another position. No Board member may hold more than three (3) positions on the Board. If a Director occupies more than one (1) board position, they will only receive one vote during any motion and voting process.
7. A vacancy on the Board may be filled for the duration of the unexpired term by a Board appointment at the next Board meeting.
8. Directors may be removed from office by a two-thirds (2/3) majority vote of voting members at a properly called, open, special, recall meeting. If the president is the subject of the recall meeting, the meeting shall be called and conducted by the vice-president.
9. Members of the Board of Directors shall make policy and be eligible to vote on all issues at Board meetings, unless a director has been determined to have a conflict of interest. In the event a Board member cannot attend a regularly scheduled board meeting, the board member may appoint a committee member to represent him or her at the meeting. Notification of this temporary appointment must be provided by the Board member to the President before the Board meeting. In no case shall a Board member in attendance have more than one vote.

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ARTICLE IX - OFFICERS

1. The President of MYSA shall preside at all meetings; appoint committees as needed; enforce the Constitution, By-Laws, and other rules and regulations of MYSA; supervise the affairs of the organization; sign all warrants for the payment of bills with the Treasurer, as authorized by the Board; sign documents and contracts for the Association, with the Secretary, as authorized by the Board; act as Chairman of the Board; call special meetings upon five (5) days written notice; be an ex-officio member of all committees.
2. The Vice-President of MYSA shall perform all duties and exercise the authority of the President in his absence or incapacity; act as the Association liaison with the West Virginia Soccer Association (WVSA), the Morgantown Board of Parks and Recreation (BOPARC), and the Monongalia County Soccer League (Vandalia).
3. The Secretary of MYSA shall keep records of all proceedings of MYSA; sign, with the President, all contracts and documents of the Association as authorized by the Board; distribute the minutes of, and agendas for, all meetings of the Board; write official correspondence for MYSA; and keep a historical record of MYSA.
4. The Treasurer shall be bonded at the expense of the Association; oversee deposits of all money of the Association; oversee execution of receipts for all money paid to the Association; shall sign all warrants for the payment of bills (with the President), as authorized by the Board; oversee the maintenance of all financial records of the Association; and report the financial status of the Association at all general meetings and the Annual Meeting. The Treasurer and Registration Officer are responsible for contracting out and overseeing the work of a Bookkeeper to be hired with approval of the Board for a mutually agreed upon fee.
5. The Games Officer shall be responsible for the following:
 - a. Scheduling all games and practices, including field placement of both:
 - b. Distribution of said schedule to: coaches, Publicity Officer, Referee Coordinator, and others as deemed necessary.
 - c. Coordination of all activities relating to the playing fields:
 - d. Maintenance of facilities, grounds and equipment and hiring and overseeing, with Board approval, Field Director(s).
6. The Registration Officer shall be responsible for maintenance of a complete file of current applications on standard MYSA registration forms and a computerized back-file for previous years; ensure that all players are properly registered with MYSA and WVSA; maintain a complete roster, by teams, of all players in MYSA; authorize and expedite all player transfers, additions and deletions according to WVSA rules; and oversee the Bookkeeper's registration functions.
7. The Fields and Equipment Officer shall secure uniforms and equipment for all MYSA teams; keep records on and supervise the disbursement and collection of equipment; order and distribute the club awards; and organize any end-of-year Association-wide party.
8. The Coaching Coordinator shall be responsible for securing coaches for all MYSA teams; represent the coaches on the Board; handle questions and problems of and about coaches during the playing season(s); and coordinate the running of coaches' clinics and certification classes.
9. The Publicity officer shall maintain good communications with all news media: handle all MYSA publicity, including the reporting of scores and standings and the placement of advertisements, as directed by the Board: and will prepare the MYSA Newsletter.
10. The Fundraising Officer shall coordinate any fundraising activity or activities which the Board approves, shall be responsible for overseeing the Bookkeeper's contacts with team sponsors, and shall acquire new team sponsors as necessary.
11. Liaison Officers shall be representatives of satellite groups which are affiliated with MYSA. These persons shall report the activities and needs of the group(s) they represent; be responsible for their own membership registration: distribute information from MYSA to their members: and, where applicable, assist the

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Coaching Coordinator with acquiring coaches for their groups and be responsible for field management in their locations.

ARTICLE X - MEETINGS

1. The MYSA seasonal year shall run from September 1 to August 31.
2. The Annual Meeting of the Membership shall be held in Monongalia County at a place, date, and time designated by the Board.
3. General Board meetings of MYSA shall be conducted on a regular basis during the seasonal year.
4. Special Meetings may be called by the President or by written request from at least three (3) members of the Association. Written notification of the meeting must be given by the Secretary at least five (5) days prior to the designated date, and the President must call the meeting to order within ten (10) days of any authorized request.
5. The presence of a majority of the Board of Directors of MYSA shall constitute a quorum to transact business at any meeting of this Association.
6. Announcements of meetings may be made electronically to the membership through email addresses provided to the Association.
7. The Board of Directors, in emergency situations or when minor business is to be dealt with, may conduct their meeting via current electronic communications technology, including electronic mail (e-mail), teleconferencing or video conferencing, and internet chatrooms or groups. When conducted such meetings shall be done in a manner, which maintains both the intent and spirit of the deliberative process.
8. For technologies which provide the real-time interaction of a regular meeting, such as teleconferencing, videoconferencing, or internet chatting, the normal meeting rules shall be followed with modifications as needed to allow for recognition of Board members who may not be visible to the president.
9. For technologies do not provide the real-time interaction of a regular meeting, such as email, the following meeting rules shall apply:
 - a. The meeting shall be called for a single issue, which the subject line shall indicate in a distinct manner if possible. The president shall call the meeting, unless circumstances require the vice-president to assume the role of parliamentarian. All board members shall be notified through their email addresses known to the board.
 - b. There is no quorum requirement to initiate the meeting.
 - c. The president may limit the time period for discussion messages, but to no less than 24 hours.
 - d. Messages for debate of the issue should maintain the subject line used to call the meeting.
 - e. Voting shall be conducted following a request by the president for a vote on the issue at hand. A period for voting may be defined in the request, but it shall not exceed 7 days. A simple majority of all Board members is required to approve an issue. Only votes received from email accounts previously known to the Board shall be allowed.
 - f. The president shall log the results of the vote, and report the result without undue delay once the issue has been decided.

ARTICLE XI - ASSOCIATION FINANCES

1. The MYSA fiscal year shall run from July 1 to June 30.
2. Operating funds will be derived from gifts, donations, sponsorship, registration fees, operation and maintenance fees, fund raisers and tournaments.
3. A financial report will be provided at each monthly Board meeting.
4. Two (2) authorized Board of Director signatures must be filed with the bank: President, and Treasurer.
5. All expenditures must have prior approval of the Board. For recurring activities such as grass mowing, field lining, etc., the Board may approve seasonally.

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6. No one can conduct fund-raisers in the name of MYSA or a MYSA team without the approval of the Board.
7. No team can solicit any donations for the benefit of their team only. All donations, gifts, etc., must go to the Association via the Board of Directors for disbursement in a fair and equitable manner for the good of the entire Association.
8. As a matter of practice, MYSA will not pre-pay non-league expenses on behalf of a team with the anticipation of receiving reimbursement from that team.

ARTICLE XII - AMENDMENTS

The Constitution of this Association maybe amended by a vote of three-fourths (3/4) of the entire Association membership present and voting.

ARTICLE XIII – CONTRACTS

The Board of Directors, except as limited by this Constitution, or as otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit, or to render it liable to any purpose or to any amount.

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ARTICLE XIV – CONFLICTS OF INTEREST

1. No Preclusion. MYSA shall not be precluded from conducting business with a partnership, firm or company with which one or more Directors is associated, provided any business relationship is established and maintained on an arm's length basis and the subsequent provisions of this Article are met.
2. Identification. An actual or potential conflict of interest arises when any of the following circumstances exist or are threatened:
 - a. a proposed transaction or arrangement under consideration by the Board, or any ongoing business relationship, involves a Contracting Entity with respect to which there is an Interested Director;
 - b. an opportunity within the scope of activities of MYSA could be exploited by a Director, a Director's Family Member, or a Contracting Entity with respect to which there is an Interested Director; or
 - c. a proposed transaction or compensation arrangement involves a Disqualified Person.
3. Procedure for Determining Whether a Conflict Exists.
 - a. Disclosure Statements. Each Director may be required to complete an annual Conflict of Interest Disclosure Statement, describing any connections of the Director or the Director's Family Member with a Contracting Entity. It is his or her duty to make a full, frank and fair disclosure of the circumstances giving rise to an actual or potential conflict of interest. Each Director is also obligated to file a supplementary Disclosure Statement if, during the year, there is any change in circumstances that alters or makes incomplete the information provided in the original Disclosure Statement. It shall be the responsibility of the President to review each of the Disclosure Statements and bring any perceived conflicts of interest to the attention of the Board of Directors.
 - b. Additional Disclosure. If, during the course of a meeting of the Board of Directors, a Director is aware that he or she has or may have an actual or a potential conflict of interest in a matter under discussion, the Director shall immediately disclose the material facts about his or her interest in the matter to the Board of Directors. If, during the course of a meeting, the President or any Director believes that another Director has or may have an actual or potential conflict of interest in a matter under discussion, such person shall immediately make such concern known to the Board of Directors.
 - c. Analysis of Conflict Issue. The determination of whether there is a conflict of interest in any particular circumstances shall be made by the President. In the event that the question involves the President, a Vice-President or ranking officer present shall make the decision regarding whether a conflict of interest exists. The review shall be subject to the following process:
 - i. Questioning of the Involved Director. It is the Involved Director's duty to respond fully and frankly to any questions from the President or other Directors relating to the actual or potential conflict of interest.
 - ii. Exclusion of the Involved Director. At the President's direction, or upon motion and majority vote of the other Directors present (excluding the Involved Director), the Involved Director shall leave the Board meeting while the question of whether a conflict exists is discussed and, if a conflict is determined to exist, the Involved Director shall leave the Board meeting while the substantive issue which is the subject of the conflict is discussed and shall not vote on said substantive matter.
 - d. Disqualified Persons. Notwithstanding the foregoing, any proposed transaction or compensation arrangement with a Disqualified Person shall be deemed to present a conflict of interest and shall be dealt with in accordance with the procedures set forth in subsection (4) below.

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4. Procedure After Determining the Existence of a Conflict.
 - a. Appointment of Disinterested Individual or Committee to Investigate. In the event the Board of Directors concludes that a conflict exists, the President or a majority of the disinterested Directors present may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement which presents the conflict.
 - b. Board Action. Alternatively, the Board may approve the transaction or arrangement which is the subject matter of the conflict by an affirmative vote of a majority of the disinterested Directors present, provided that they have determined (i) that the transaction or arrangement is in the Corporation's best interest and for its own benefit; (ii) that it is fair and reasonable to the Corporation; and (iii) after exercising due diligence, that MYSA could not obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances. In addition, with respect to any proposed transaction or compensation arrangement with a Disqualified Person, the Board or any applicable Committee shall have obtained and relied upon appropriate comparability data in making their determination. Any Involved Director or any Disqualified Person shall leave the Board meeting while the substantive issue which is the subject of the conflict is discussed and shall not vote on said substantive matter.
 - c. Solely for purposes of this Article XIV, Part (4), the term "Disinterested Director" shall mean a Director who is unrelated to and not under the control of the Involved Director, officer or Disqualified Person, as the case may be.
5. Minutes. The minutes of the Board meetings and Board committee meetings shall reflect (i) the names of the persons who disclosed any Interests; (ii) the determination as to whether an actual or potential conflict of interest exists; (iii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement; (iv) the content of the discussions, including any alternatives to the proposed transaction or arrangement and, with respect to a transaction or compensation arrangement with a Disqualified Person, the basis for the determination of the Board, including any comparability data; (v) the voting record, including any abstention from voting; and (vi) any action to be taken.
6. Violation of Policy. Any Director or Disqualified Person who violates MYSA's conflict of interest policy, irrespective of whether he or she is doing so to protect MYSA's best interests, shall be subject to disciplinary action by the President or the Board of Directors, up to and including termination of employment, if applicable, or removal from the Board or a committee thereof.
7. Definitions.
 - a. Contracting Entity. Any entity engaged in a transaction or arrangement with MYSA.
 - b. Disqualified Person. An individual who qualifies as a Disqualified Person as that term is defined in Internal Revenue Code § 4958(f)(1) or any successor provision. As a general principle, Disqualified Persons are persons who have (or at any time during the preceding 5-year period had) substantial influence over MYSA and the Family Members of such individuals. Disqualified Persons also include organizations (corporations, partnerships, trusts and estates) which are controlled by persons who have or have had substantial influence over MYSA. Control is established when the influential individual owns 35% or more of the organization. By way of illustration, the following categories of persons are likely Disqualified Persons: (i) each voting Director; (ii) each officer of MYSA with primary authority to initiate executive decisions and who is responsible directly to the Board; (iii) the employees of MYSA who meet the definition of highly compensated employee under Section 414 of the Code; and (iv) substantial contributors to MYSA.
 - c. Family Member. A spouse, sibling (whether by whole or half blood), lineal ancestors (parents, grandparents, great grandparents, etc.), lineal descendants (children, grandchildren, great

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grandchildren, etc.) and the spouse of any sibling (whether by whole or half blood) or lineal ancestor or descendant.

d. Financial Interest. Possessing directly or indirectly, through business, investment or a Family Member

- i. An ownership or investment interest in any Contracting Entity;
- ii. A compensation arrangement with MYSA, with any Contracting Entity or with any individual with whom MYSA has a transaction or arrangement; or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which MYSA is negotiating a transaction or arrangement.

The term “compensation” includes direct and indirect remuneration and substantial gifts and favors. In the event the Director is not certain if a particular gift or favor is substantial, disclosure should be made. A Director who has a Financial Interest in any affiliate of MYSA shall be deemed to have a Financial Interest with respect to MYSA as well.

- e. Interest. A Financial Interest or service, directly or by a Family Member, without compensation as a director, trustee or officer of any Contracting Entity.
- f. Interested Director. A Director who has a Financial Interest or who serves or whose Family Member serves without compensation as a director, trustee or officer of Contracting Entity.
- g. Involved Director. A Director who is implicated in an actual or potential conflict of Interest.

Amended and Accurate as of 3/4/2009.