

# BY- LAWS OF CECIL SOCCER LEAGUE

## ARTICLE I NAME

### Section 1.

The name of this Corporation shall be CECIL SOCCER LEAGUE, INC., (Sometimes hereinafter referred to as "CORPORATION"). CECIL SOCCER LEAGUE is incorporated as a Domestic Non-Profit Corporation in the State of Maryland.

### Section 2.

The address of the Corporation is P.O. Box 1406, Elkton, MD 21922-1406.

### Section 3.

These By-Laws are created and may be amended under the authority of the Maryland Non-profit Corporation Act. These By-Laws shall be interpreted and construed under the laws of the State of Maryland.

### Section 4.

The effective date of these By-Laws shall be April 11, 2002, and these By-Laws shall supersede and replace any By-Laws previously adopted by CECIL SOCCER LEAGUE in their entirety.

## ARTICLE II A. PURPOSE

### Section 1.

CECIL SOCCER LEAGUE is organized exclusively for charitable and educational purposes within the meaning of Section 501(C) (3) of the Internal Revenue Code to promote sportsmanship and the development of youth soccer players through competition both within and outside the State of Maryland. For this purpose, CECIL SOCCER LEAGUE may among other things: (1) conduct recreational league play for the youth of Cecil County and the surrounding area (2) create or affiliate youth soccer teams to compete in leagues and/or tournaments (3) select persons as trainers and/or coaches (4) arrange for the provision of facilities for training and/or competitive events (5) arrange for the provision of uniforms and equipment (6) schedule competitive events; and (7) do all things necessary or desirable whether direct or indirect in furtherance of its purpose.

### Section 2.

CECIL SOCCER LEAGUE shall operate exclusively to foster sportsmanship and youth player development through local, state, and interstate outdoor and indoor soccer competition.

## B. PROHIBITED ACTIVITIES

### Section 1.

No activities of the Corporation shall be for the promotion of political propaganda or campaigns or otherwise attempting to influence legislation other than related to the purpose of the organization.

### Section 2.

No part of the earnings of the Corporation shall inure for the benefit of, or be distributed to, its directors, 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 distribution in furtherance of the exempt purpose.

## **ARTICLE III MEMBERSHIP**

### Section 1 MEMBERS.

Membership in this Corporation shall automatically vest in any parent or guardian of a child who is registered in a program sponsored by this Corporation. In addition, membership in this Corporation shall vest in any person, not a parent or guardian of a child registered in a program sponsored by this Corporation, who acts (a) as a coach, including assistant coaches, (b) as an official of this Corporation acting as an elected officer or director of this Corporation, (c) in some other capacity and lends assistance to a program sponsored by this Corporation.

### Section 2 TERM OF MEMBERSHIP.

The term of membership of all MEMBERS and VOTING MEMBERS shall be for the period commencing on September 1 of each year and ending on August 31 of the following year (SEASONAL YEAR), unless modified by the Board of Directors. Any member registered, appointed, or elected after the beginning of any SEASONAL YEAR shall be deemed a MEMBER or a VOTING MEMBER, as the case may be, for the balance of the applicable SEASONAL YEAR.

### Section 3 VOTING MEMBER.

The voting members of CECIL SOCCER LEAGUE shall be the officers, members of the Board of Directors, together with a single team representative selected by and from the members of each team in the Cecil Soccer Organization, in-house and rep.

### Section 4 VOTING.

Provided each VOTING MEMBER is then in good standing; he/she shall be entitled to one vote on all matters for which the Board of Directors have requested or are required to conduct a vote. In casting a vote, the VOTING MEMBER must be present at the meeting(s) called for such purpose and cumulative voting, absentee voting, or-voting by proxy shall not be permitted.

### Section 5 TERMINATION OF MEMBERSHIP.

The membership of any MEMBER or VOTING MEMBER is a privilege and not a vested right of contract and may be terminated with or without cause by a simple majority vote by the Board of Directors. However, a coach or any officer may not be terminated without the affirmative vote of two thirds (2/3) of the Board of Directors.

### Section 6 COMPLIANCE WITH BY-LAWS AND RULES AND REGULATIONS.

Each MEMBER shall comply with the By-Laws and the Rules and Regulations, together with any amendments thereto, adopted and approved, by the Board of Directors from time to time. In the event a MEMBER shall fail to so comply, such MEMBER shall be subject to discipline, including suspension or termination of his/her membership.

## **ARTICLE IV BOARD OF DIRECTORS**

The governing body of Cecil Soccer League shall be a Board of Directors.

### Section 1. MEMBERS OF THE BOARD OF DIRECTORS

The members of the Board of Directors shall initially consist of those persons already serving in such capacity, if any, at the effective date of these By-Laws (the "INITIAL DIRECTORS"). Thereafter, the Board of Directors shall consist of the OFFICERS of the Corporation and an odd number of directors of not less than seven ( 7 ) nor more than twenty one ( 21 )<sup>1</sup>, each of whom shall have one (1) vote on any matter before the Board. The INITIAL DIRECTORS may, in their sole discretion, conduct an election to fill any vacant seats so as to bring the total number of directors up to the minimum, if necessary, or any other number up to a maximum number of directors as provided in this ARTICLE IV, SECTION 1.

No MEMBER shall be eligible to serve as director unless such MEMBER shall have been a MEMBER in good standing for a minimum of one (1) SEASONAL YEAR.

Section 2. DUTIES:

The Board of Directors shall determine corporate policies consistent with the Corporation's goals and objectives. The Board of Directors shall approve annual and special budgets and supervise the disbursements of funds; determine the number and kind of committees necessary to provide for administration of the Corporation and for carrying out its approved programs; supervise the work of the Corporation; create or discontinue special committees as required; receive reports and, recommendations from standing and/or special committees.

Section 3. ELECTIONS:

A single slate of nominations for election to the Board of Directors shall be prepared by the Nominating Committee, which shall include the Vice President of the In-house program (Director of Coaching), and which shall be sent to the VOTING MEMBERS seven (7) days prior to the scheduled election. Additional candidates may be nominated from the floor by petition containing not fewer than ten (10) signatures of voting members. Elected candidates shall take office following their election for a specified term beginning on June 1st of the year in which they were elected. Voting by the VOTING MEMBERS shall be by secret ballot. A plurality of votes shall elect. Absentee voting or voting by proxy shall not be permitted.

Section 4. TERM:

Directors shall be elected to and shall serve for a term of two (2) consecutive SEASONAL YEARS. Seats 1, 3, 5, 7, 9, 11, 13, 15, 17, 19, and 21 will be elected on odd years and seats 2, 4, 6, 8, 10, 12, 14, 16, 18, and 20 will be elected on even years.<sup>2</sup>

Section 5. VACANCIES:

Vacancies occurring in any office of the Board shall be filled by majority vote of the remaining Board to serve the remainder of the term so filled.

Section 6. REGULAR MEETINGS:

Regular meetings shall be held at such times and places to be designated by the Board. Special meetings may be called by the President. The President shall call special meetings upon the written request of two or more members of the Board of Directors.

Section 7. QUORUM:

Seven (7) members of the Board of Directors present at any properly called meeting shall constitute a quorum. All issues before the Board may be decided by a simple majority of the Board members present and voting.

Section 8. REMOVAL:

If a Board member is absent without good cause for three (3) consecutive regular meetings of the Board, and/or is not otherwise actively participating in Board work, the Board of Directors, after notice to such director with opportunity to reply, may declare the position vacant and proceed to fill such vacancy upon the affirmative vote of two-thirds of the directors present at a meeting for such purpose.

**ARTICLE V**  
**A. OFFICERS**

Section 1. OFFICERS:

The officers of the Corporation shall consist of a President, Vice-President of the In-house program, Vice President of the representative team program, Treasurer, Secretary, and Registrar (the "OFFICERS"). The Officers plus committee chairs (established under Article VI) shall together function as the Executive Committee of the Corporation chaired-by the President.

Section 2. TERM:

Except for those OFFICERS serving out the balance of their existing terms of office created prior to the effective date of these By-Laws, the OFFICERS will be elected each year at the Annual Meeting by a

majority of vote by the Board of Directors. The term of office shall be one year commencing on July 1st of each year. In the event of a vacancy, the Board shall choose one of its sitting members to fill the unexpired term.

### Section 3. ELECTION OF OFFICERS BY THE BOARD OF DIRECTORS:

The Nominating Committee (as hereinafter defined) shall present a slate of one candidate for each office at the regular meeting preceding the Annual Meeting. The slate of officers shall be sent by the Nominating Committee Chairperson to each-member of the Board at least seven (7) days before the election meeting. Other League members wishing to run for office must notify the nominating committee chairperson not less than fifteen (15) days before the election meeting and be nominated by a petition containing not less than three (3) signatures of Board Members. Each member of the Board who shall be present at the election meeting shall have one vote for each vacant office to be filled. Voting shall be by secret ballot. A plurality of votes cast shall elect. There shall be no absentee voting, voting by proxy, or cumulative voting.

## **B. DUTIES**

### Section 1. PRESIDENT:

The President shall Chair the Board of Directors and shall set the agenda and preside over all meetings. The President shall have general and active management responsibilities of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation. The President (or his/her nominee) shall represent CECIL SOCCER LEAGUE at affiliated league meetings.

### Section 2. VICE PRESIDENT IN-HOUSE PROGRAM (Director of In-house Coaching):

The Vice-President of the In-House program shall assist the President in the exercise of all duties of that office and shall serve as Vice-Chair of the Board of Directors and as Acting President in the absence or incapacity of the President. The In-house Vice President shall oversee all disciplinary actions and proceedings for the In-house program and shall assure that the disciplinary policies of the League are enforced. This officer shall serve as the Director of In-house Coaching, with umbrella responsibility for the recreational program including, scheduling of games, conducting coaches' meetings, and, with the President, determining the playability of fields.

### Section 3. VICE PRESIDENT OF THE REPRESENTATIVE TEAM PROGRAM

The Vice President of Rep Teams shall have umbrella responsibility for the representative team program. This officer is responsible for the enforcement of the Rep Team Manual of Operations and will serve as the Director of Rep Team Coaches responsible for the appointment of new coaches, coordination of coaches training, schedule annual rep team tryouts, coordinate with affiliated leagues, and conduct regular Rep Team Coaches meetings. In the absence or incapacity of the President and Vice President of In-house, the Vice President of Rep Teams shall serve as the Acting President of the Corporation.

### Section 4. SECRETARY:

The Secretary shall give notice of and attend all official meetings of the VOTING MEMBERSHIP, the Board of Directors, and the Executive Committee and shall prepare true, complete minutes of the proceedings of all such official meetings in a timely manner and prepare correspondence required by the Board or any Officer. The Secretary shall be custodian of all official records of the Corporation, maintain a current roster of all Officers and Directors of the Corporation, and perform the duties usually vested in the Secretary of a corporation.

### Section 5. TREASURER:

The Treasurer shall be responsible for receiving, accounting for, and disbursing all funds of the Corporation; keeping the financial records of the Corporation, and providing an annual financial statement to the Board of Directors and periodically a summary statement at the request of the President. The Treasurer shall timely file, when due, or cause to be timely filed, Maryland Annual Reports, and such

other documents as may be required by any governmental agency. The Board of Directors may in their sole and absolute discretion require that the financial records of the Corporation be reviewed or audited by independent accountants.

Section 6. REGISTRAR:

Manage the registration process for all in-house players, including assignment of players and coaches to teams, design, printing, and distribution of registration forms; maintain a complete record of all teams and players for player registration and team assignment; confirm the accurateness of the information necessary for registration and affiliation; and submit rosters of all teams and their affiliation to the BOARD and coaches. Along with the Treasurer the Registrar will coordinate the submission of appropriate player information and fees to the State organization.

**ARTICLE VI  
COMMITTEES**

Section 1. Establishment.

The Board may establish, in its sole discretion, such committees as it shall deem necessary and appropriate to assist the Board in discharging its duties. The Board may also appoint a director or chairperson of each such committee and enable such committee director or chairperson with such power and authority as the Board may deem reasonable and necessary. If a Committee member is absent without good cause for three (3) consecutive regular meetings of the Committee, and/or is not otherwise actively participating in Committee work, the Board of Directors, after notice to such Committee member with opportunity to reply, may declare the position vacant and proceed to fill such vacancy upon the affirmative vote of two-thirds of the directors present at a meeting for such purpose.

Section 2. Executive Committee.

The steering committee of the Corporation shall be known as the Executive Committee. The Executive Committee shall advise the President on the general operation of the Corporation subject to policy direction and instructions of the Board. The Corporation officers, as members of the Executive Committee, shall approve chair appointments made by the President. The Executive Committee shall meet during interim months between the regular meetings of the Board of Directors, and shall be responsible for preparing the agenda for meetings of the Board of Directors at the annual meeting.

Section 3. Nominating Committee.

The Nominating Committee shall consist of three (3) persons and will be appointed by the President from the membership of the Board of Directors. It shall be the duty of the Nominating Committee to develop and keep a list of potential candidates for membership on the Board of Directors and for officers of CECIL SOCCER LEAGUE. The Nominating Committee shall prepare and submit a slate of candidates as members for the Board of Directors and for the position of an Officer at least fourteen (14) days prior to the annual meeting of the Board of Directors and the meeting of the VOTING MEMBERSHIP, or as vacancies shall occur.

Section 4. Finance Committee.

The chair of the Finance Committee shall be the Treasurer, who shall appoint any practicable number of committee members, in addition to the chair. The committee, within policies set by the Board, shall be responsible for corporate financial planning and the monitoring of the monetary affairs of CECIL SOCCER LEAGUE. The committee shall govern and control the handling and accounting of monies and/or credit involving every segment of the Corporation.

Section 5. Fields and Equipment Committee.

The Fields and Equipment Committee shall be responsible for selecting and purchasing field equipment and maintaining the equipment and fields.

Section 6. Advisory Committee.

The Advisory Committee shall be composed of individuals that have specific professional skills and interest which would be beneficial to the operation of the Corporation. Members shall be approved by the Board of Directors on recommendation by an officer or Nominating Committee.

Section 7. Coaching Committee.

The Coaching Committee shall be composed of each team coach and shall be chaired by the Director of Coaching. The Director of Coaching shall confer with the committee and shall be responsible for acting as the liaison between the Board and each coach. The Director of Coaching shall also be responsible for supervising and monitoring the coaching staff and maintaining performance standards for them. The Director of Coaching shall have the authority to discipline coaches and players, formulate League rules for Board approval and such other duties as the Board may determine from time to time.

**ARTICLE VII  
CONDUCT OF BUSINESS**

Section 1 Loans.

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 2 Negotiable Instruments.

All checks, drafts, or other orders of the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. The determination by resolution shall be incorporated into the organization's general operating manual and staff.

Section 3 Banking.

All funds of the Corporation not otherwise actively employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select, but consistent with regulations set forth by the Internal Revenue Service for designated 501c(3) tax exempt organizations.

Section 4 Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or confined to specific instances.

**ARTICLE VIII  
ANNUAL MEETING**

The Annual Directors Meeting for CECIL SOCCER LEAGUE shall be held in June of each SEASONAL YEAR at a date, time and place designated by the Board of Directors. Written notice of the same shall be distributed by the Secretary to the Board members not less than ten (10) nor more than sixty (60) days before the date of the meeting. Said notice shall contain an agenda as submitted by the Executive Committee and approved by the Board of Directors at the regular meeting prior to the annual board meeting.

**ARTICLE IX  
VOTING MEMBERSHIP MEETINGS**

Section 1 Notice.

The Annual Membership Meeting and the election of the members of the Board of Directors shall take place in the month of May during each SEASONAL YEAR at a date, time and place designated by the Board of Directors. Written notice of such meeting shall be given to each VOTING MEMBER at least seven (7) days prior to the meeting.

Section 2 Purpose.

The primary purpose of the Annual Membership Meeting shall be to elect the members of the Board of Directors and to act on any other matter properly before the VOTING MEMBERS as determined by the Board of Directors.

Section 3 Quorum.

Twenty (20%) percent of the VOTING MEMBERS present at a Membership Meeting shall constitute a quorum. Matters properly before the VOTING MEMBERS shall be duly adopted, and the election of directors shall be determined, by a simple majority of the VOTING MEMBERS constituting such quorum. Voting for the election of Directors shall be by secret ballot. Absentee voting, voting by proxy, or cumulative voting shall not be permitted.

Section 4 Special Meetings.

Special meetings of the VOTING MEMBERS may be called by the Board at any time during a SEASONAL YEAR for any purpose, provided not less than ten (10) days nor more than sixty (60) days prior notice has been given to the VOTING MEMBERSHIP. Any action taken at a special meeting shall be determined by a simple majority of VOTING MEMBERS present at such meeting.

**ARTICLE X  
STAFF**

Professional, clerical and maintenance staff may be employed according to the policies established by the Board of Directors.

**ARTICLE XI  
AFFIRMATIVE ACTION POLICIES**

There shall be no discrimination on the basis of race, ethnic origin, age, religion, sex or handicap in the membership of the Board of Directors, Committees, staff, members, or participants.

**ARTICLE XII  
RULES OF ORDER**

Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters of procedural conflict, not specifically covered in the By-Laws.



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**AMENDMENTS:**

<sup>1</sup> Amended by Board Action January 8, 2009; Maximum number of Board Members increased from fifteen to twenty-one

<sup>2</sup> Amended by Board Action January 8, 2009; amended to allow for change of maximum number of Board Members from 15 to 21