

NUTMEG WOMEN'S SOCCER LEAGUE BY-LAWS

Article 1: NAME

1. The name of this League shall be the Nutmeg Women's Soccer League, hereinafter referred to as the League. The headquarters of the League shall be in the state of Connecticut.

Article 2: OBJECTIVES

1. The intent of the League is to develop and promote the game of soccer and provide appropriate formats of play for adult women in the state of Connecticut.

Article 3: AFFILIATIONS

1. The League shall be a member of the Connecticut State Soccer Association (CSSA) and shall follow the published rules of CSSA. The League is subject to the published rules in declining order of authority of the following governing organizations to which it is affiliated:
 - United States Soccer Federation
 - Connecticut State Soccer Association

Article 4: MEMBERSHIP

4.1 Team Membership

- i. Any amateur women's adult team agreeing to abide by the by-laws of the League shall be eligible for membership provided the following conditions are met. Acceptance into the League shall be at the sole and absolute discretion of the Board of Directors. Failure by any team (or team's individual members) to abide by the League By-Laws and League Rules may result in disciplinary action by the Board of Directors, in its sole discretion, which may include (but not be limited to) expulsion from the League of the team or team member.

4.2 Acceptance into Membership

- i. A team must apply for membership and pay membership fees as determined by the League. The membership application must be approved by the League's Board of Directors. A team will renew its membership by completing the required forms (if any) for membership renewal, providing that it still has players eligible to play in the league.
- ii. An individual may join a team according to the League Rules and must pay membership fees as stipulated by the team and the League.

4.3 Rights of Membership

- i. Members (meaning in this case a team or individual player) shall be accorded the following rights:
 - To be governed in accordance with CSSA and the League's published rules,
 - To participate in League sanctioned competitions in accordance with the League's published rules, and
 - To attend all general meetings called by the League.

4.4 Discipline of a Member

- i. A member (meaning in this case a team, individual player or official) may be fined, censured, suspended or expelled from membership for cause and only after charges have been laid in accordance with the League's rules and regulations and a hearing held in accordance with the League's published rules. A member whose membership has been suspended loses all rights of membership until the suspension has been terminated.

4.5 Termination of Membership

- i. Membership in the League shall be deemed to have been terminated:
 - If the member (individual or team) submits a signed letter of withdrawal to the League,
 - If the member (individual or team) is expelled by the League, or
 - If the member (individual or team) fails to renew membership in accordance with the By-Laws or League Rules.

ARTICLE 5: BOARD OF DIRECTORS

5.1 Director Positions

- i. The League shall be governed by a Board of Directors which shall consist of
 - President
 - Vice President
 - Secretary
 - Treasurer
 - Registrar
- ii. Directors must be members of the League in good standing, as defined by Article 4. Terms of office are two years. No more than two Directors from the same team may serve on the Board of Directors concurrently. No person may hold more than two officer positions concurrently and no officer shall cast more than one vote in Board of Director voting, regardless of the number of offices held.

5.2 Director Vacancy

- i. A Director has the right to resign her position by submitting a signed letter of resignation to the League. A vacancy on the Board of Directors and their respective position(s) held, caused by death, or resignation which has been accepted by the Board of Directors, shall be filled by a majority vote of the Board of Directors. The successor Director shall hold her incumbent's position(s) for the remainder of the term being filled.

5.3 Removal of Director

- i. No member of the Board of Directors shall be removed for arbitrary reasons but may be removed if:
 - (a) the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
 - if she becomes incapable of performing the business of the League
 - if she is absent from two or more meetings of the Board during her term of office without satisfactory reason
 - if she no longer is a member of the League in accordance with Article 4

or

(b) the Director has compromised the integrity of the League due to, but not limited to, any of the following reasons:

- if she has been found guilty of an offense involving violence under the Discipline Policy of the League
 - if she has failed to properly account for monies or other property belonging to the League
 - if she has been found guilty of a criminal offense regardless of whether or not the offense directly affected the League
- ii. A member of the Board of Directors holding her respective position(s), as Director or other position(s) may be removed from office by the Board of Directors for good and sufficient cause by a two-thirds vote of the Board of Directors present, provided notice to remove the Director has been given to all Directors of the League. If a Director is removed by the Board of Directors, the Board of Directors may appoint a successor to the incumbent's position(s) for the remainder of the term being filled.
- iii. A member of the Board of Directors may also be removed from office for good and sufficient cause at a meeting of the members of the League provided notice to remove the Director has been given to persons entitled to attend the General Meeting. If a Director is removed at a General Meeting, the members entitled to vote may elect a successor to fill all position(s) held by the removed Director for the remainder of the term being filled.

5.4 Duties of the Board of Directors

- i. The Board of Directors shall conduct the business of the League during the periods between general meetings of the League and in accordance with the authority granted to it in the rules and regulations of the League. The Board of Directors shall be responsible for the appointment and renewal of appointments of all positions within the League except for those positions elected by the membership of the League. The Board of Directors may also revoke, for cause, any appointment providing that it has followed the procedures for revoking an appointment as outlined in the League's rules and regulations. The Board of Directors may propose amendments to the By-Laws, and make amendments to the League Rules, subject to ratification at the next Annual General Meeting.

5.4.1 President

- i. The President shall preside at all general meetings of the League and of the Board of Directors. The President shall be ex officio a member of all committees, except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; coordinate all duties of the Board, committees, and staff; and shall be the spokesperson for the League. The President may delegate any or all of these responsibilities to another person. The President will serve as Chair and oversee the responsibilities of the Disciplinary Committee as outlined in the League Rules.

5.4.2 Vice-President

- i. The Vice President shall be responsible for the preparation and distribution of the schedule(s) for league play each season and shall serve as the primary liaison with the state referee coordinator; these duties may be delegated at the discretion of the Vice President. The Vice President shall act in the absence of the President, and shall have other powers as assigned by the Board.

5.4.3 Treasurer

- i. The Treasurer shall ensure that full and accurate records are kept of the accounts of the League; shall report to the Board of Directors at least twice each year; and shall submit an Annual Report to the Annual General Meeting. The Treasurer is also responsible for ensuring that all fees and payments are made to CSSA as required.

5.4.4 Secretary

- i. The Secretary shall keep a record of all minutes of the organization; keep on file all committee reports; conduct the general correspondence of the organization that is not the proper function of another office or committee; prepare, prior to each meeting in consultation with the presiding officer, an order of business; and in the absence of the President and Vice-President to preside until the immediate election or appointment of a new presiding officer.

5.4.5 Registrar

- i. The Registrar shall coordinate all registration functions and activities for individual and team membership in the League, issue certified rosters and player passes in accordance with the League Rules, and shall report to the Board of Directors at least twice a year, or as otherwise requested. The Registrar is also responsible for submitting rosters to CSSA as required.

5.5 Nominations and Elections

- i. Elections for the positions of President, Secretary and Registrar will be held in even numbered years; elections for the positions of Vice President and Treasurer will be held in odd numbered years.
- ii. Nominations for positions on the Board of Directors may be made by any member when a Call for Nominations is presented to the membership. Elections will be held at the Annual General Meeting. Election shall be by show of hands unless a candidate or member present requests that a secret ballot be used. In the event that only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.
- iii. A majority of votes cast shall be required to elect Directors. In the event no candidate receives a majority, the candidate with the least votes shall be dropped from the ballot and another vote shall be held. In the event of a tie, the League President (or outgoing President if none) shall cast the deciding vote.
- iv. If a Director position is not filled at an Annual General Meeting, the Board of Directors may appoint a member to serve in the position for the term of office.

Article 6: MEETINGS

6.1 Annual General Meeting

- i. An official notice of each meeting shall be given to all Members at least 14 days before an Annual General Meeting is to be held, at such place, and at such date as the Board of Directors may determine. Such notification shall be sent via e-mail to each member team's stated representative.

- ii. The League shall hold its Annual General Meeting once each year as determined by the Board of Directors. The agenda of the Annual General meeting shall include:
 - Roll Call
 - Minutes of Previous Annual General Meeting
 - President's Address
 - Officers' Reports
 - Treasurer's Report and annual budget
 - Other Reports
 - Unfinished Business
 - Amendments to the By-Laws and League Rules
 - Election of Officers and Directors
 - Any Other Business
 - Adjournment

6.2 Special General Meeting

- i. A Special General Meeting of the League may be called by the Board of Directors, or may be called by the Board of Directors upon receipt of a written request submitted to the League by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by a minimum of four (4) team representatives, setting out the items of business to be conducted at the Special General Meeting. The Special General Meeting shall be held within 30 days of receipt of the written request from the members. Only the business set out in the notice of the Special General Meeting shall be considered.

6.2 Voting at General Meetings

- i. At all General Meetings each member team (as defined by the League Rules) is entitled to one vote. No team shall be entitled to any votes unless all monies due to the league are paid in full and no votes may be cast on behalf of a suspended team or one that is declared as not in good standing by the League. No member team may cast a vote on behalf of any team that was withdrawn or expelled at any point during the season.
- ii. Voting shall be by a show of hands unless a secret ballot is requested. A simple majority of the eligible votes present shall decide in all situations.

6.3 Board of Directors Meeting

- i. The Board of Directors shall meet at least 2 times per year, upon 14 days notice given by the President and Secretary, at such place and time as the Board of Directors may determine. A majority of the members of the Board of Directors shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes where each director is entitled to cast one vote.

6.4 Procedures Governing Meetings

- i. All meetings of the League shall be conducted in accordance with the most recently published Robert's Rules of Order Newly Revised except as may be otherwise stipulated in the by-laws of the League.

Article 7: COMMITTEES

- i. The Membership at any General Meeting, or the Board of Directors at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the League.
- ii. The Disciplinary Committee shall be convened by the current President of the Board of Directors who shall serve as the Chair and appoint committee members as needed. Should a conflict of interest exist with the President, another member of the Board will serve as Chair, in accordance with the League Rules.

Article 8: AMENDMENTS TO THE BY-LAWS

- i. By-Laws amendments may be proposed by the Board of Directors or any committee, or submitted by a member of the League in writing or via e-mail to the League Secretary at least 30 days prior to a General Meeting of the League. All By-Laws amendments must be approved by a two-thirds (2/3) majority vote of the member teams voting at the General Meeting. Notification about proposed By-Laws amendments shall be sent by e-mail to each member team's stated representative before the General Meeting.

Article 9: INDEMNITY

- i. Members of the Board of Directors or other officers of the League, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the League against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective willful neglect or default.

Article 10: FINANCE

- i. The accounts of the League shall:
 - (a) be audited annually by a Chartered Accountant if the annual gross revenue is greater than \$30,000,
 - (b) be reviewed annually through a Financial Review Engagement completed by a Certified General Accountant or Certified Public Accountant if the annual gross revenue is \$30,000 or less, or
 - (c) with the consent of its members, be exempt from any audit or financial review if the annual gross revenue is less than \$10,000.
- ii. The Audit or the Financial Review Engagement statement shall be presented to the Annual General Meeting for adoption.
- iii. The fiscal year of the League shall end on August 31 of each year, unless otherwise ordered by the Board of Directors.

Article 11: APPEALS

- i. Any registered member or registered team directly affected by a decision of the League may appeal such decision. The denial or termination of membership in the League may be appealed by a non-member.
- ii. A decision of the League may be appealed to CSSA. The appeal shall be conducted in accordance with CSSA's published rules.
- iii. An individual may not appeal a decision made by the Board of Directors regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to administrator position within the League's operations, except where the selection, appointment and revocation process outlined in the League's rules and regulations has not been followed.

Article 12: DISSOLUTION

- i. In the event of dissolution of the League, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the Board of Directors to one or more not-for-profit soccer related organization(s) which is (are) registered within the state of Connecticut.

Approved March 6, 2010