

NP Athletic Association Youth Soccer Program

By-Laws

(as of 4/3/02)

ARTICLE 1 Membership

Section 1-1 Club Membership

The members of NPAA Soccer shall include any person of full age and in good standing in the community who has paid the applicable registration fees determined from time to time by NPAA Soccer's Board of Directors, or who has a child participating in one of the NPAA Soccer programs after proper completion of an application, or registration form and payment of the applicable registration fees determined from time to time by the Board of Directors.

Section 1-2 Application

Application for membership shall include completion of a NPAA Soccer registration form and must be accompanied by the payment of fees and satisfactory proof of birth date which may come from a birth certificate, baptismal certificate, passport, driver's license, or a comparable document.

Section 1-3 Acceptance

The Board of Directors of NPAA Soccer determines acceptability for membership and accepts or rejects the membership application from any individual.

Section 1-4 Good Standing *(added second sentence 4/3/02)*

A member maintains good standing by paying all fees, abiding by the rules and regulations of the USYSA, and exhibiting good sportsmanship. Lack of good sportsmanship includes, but is not limited to, the following: verbal or physical abuse, or threat of abuse, of referees, coaches, parents, players, spectators or board members; substance abuse at practices or games; and non-payment of team fees not waived by the coaches or the Board of Directors."

ARTICLE 2 Registration Requirements

Section 2-1 Age Divisions *(deleted * for U-9 & U-10, deleted * & ** for Papoose 4/3/02)*

NPAA Soccer is divided into age divisions to facilitate competition among its participating players. The Board of Directors complies with the age divisions as defined by the Eastern Pennsylvania Youth Soccer Association for travel team play and has the power to designate the number of age divisions and the numbers of teams to participate in each age division for intramural player. Typical age divisions and corresponding player ages are listed below:

Travel Play

- | | |
|----------|--------------------------------------------------------------------------------------------------------------------------|
| Under-9 | No player may play who reaches a 9 th birthday prior to August 1 st of the current seasonal year. |
| Under-10 | No player may play who reaches a 10 th birthday prior to August 1 st of the current seasonal year. |
| Under-11 | No player may play who reaches a 11 th birthday prior to August 1 st of the current seasonal year. |
| Under-12 | No player may play who reaches a 12 th birthday prior to August 1 st of the current seasonal year. |

Under-13	No player may play who reaches a 13 th birthday prior to August 1 st of the current seasonal year.
Under-14	No player may play who reaches a 14 th birthday prior to August 1 st of the current seasonal year.
Under-15	No player may play who reaches a 15 th birthday prior to August 1 st of the current seasonal year.
Under-16	No player may play who reaches a 16 th birthday prior to August 1 st of the current seasonal year.
Under-17	No player may play who reaches a 17 th birthday prior to August 1 st of the current seasonal year.
Under-18	No player may play who reaches a 18 th birthday prior to August 1 st of the current seasonal year.
Under-19	No player may play who reaches a 19 th birthday prior to August 1 st of the current seasonal year.

Intramural Play

Papoose	No player may play who reaches a 5 th birthday after and a 7 th birthday prior to August 1 st of the current seasonal year. **
Mini	No player may play who reaches a 9 th birthday prior to August 1 st of the current seasonal year. *,**
Novice	No player may play who reaches a 11 th birthday prior to August 1 st of the current seasonal year. *,**
Major/Queen	No player may play who reaches a 15 th birthday prior to August 1 st of the current seasonal year. *,**

* Players may play up one division with the approval of the appropriate Intramural Vice President.

** Age requirements may change on approval of the appropriate Intramural Vice President upon review of registrants.

Section 2-2 Seasonal Year

The seasonal year is defined to start on September 1st of each calendar year and end on August 31st of the following calendar year.

Section 2-3 Registration

Registration for Intramural play requires properly completing of the annual registration form and payment of fees as determined for each season by the Board of Directors prior to the first scheduled competition. Applications may be received by special request on approval by the President. Registration for Travel requires, birth certification, picture, medical release statements, and properly completing of the annual registration form and payment of fees as determined each season by the Board of Directors at least sixty (60) days prior to the first scheduled competition. Late fees will be assessed after such date and players shall be refused membership at the discretion of the membership committee.

Section 2-4 Proof of Age – Birth Date

Each player must submit proof of birth date at the player's first registration with NPAA Soccer. The Registrar may accept or reject any document presented, and may require further verification such as an original document whenever a photostatic copy is first submitted. Satisfactory proof of birth date may come from a birth certificate, baptismal certificate, passport, driver's license, or a comparable document.

Section 2-5 Player Recruiting and Territory of Members

Individuals within NPAA Soccer are prohibited from actively recruiting players who live outside the Wallingford Swarthmore School District. Each member must identify one of the following as the basis for participation in a travel team:

- A. Residency within the Wallingford Swarthmore School District.
- B. Participation in two (2) intramural seasons.
- C. Coaches may apply to the Membership Committee with any player requests. New membership will be granted to players who meet the criteria established by the Membership Committee with the approval of the Board of Directors. The Board of Directors will give due consideration to the stability and competitiveness of the existing team.

Section 2-6 Transferred Player from Intramural Team

During any seasonal year (September 1 to August 31) a player moving from an intramural team to a travel team is considered a transferred player. This requires the formal release of the player by the previous intramural team before the transfer can be completed.

Section 2-7 Transferred Player – Between Clubs

During the seasonal year, a player or coach must receive a written release from the originating club before joining NPAA Soccer.

Section 2-8 Governance

All registration procedures not specifically addressed in the NPAA Soccer Constitution and By-Laws are governed by the Eastern Pennsylvania Youth Soccer Association, United States Soccer Federation and United States Youth Soccer Association Rules.

**ARTICLE 3:
Meetings**

Section 3-1 Order of Business

The order of business at all meetings shall be as follows:

- 1. Roll Call (A sign-in attendance sheet may be used.)
- 2. Minutes of previous meeting
- 3. Communications
- 4. Report of the Treasurer
- 5. Reports of the Vice President Travel, Intramural Vice Presidents and Directors
- 6. Reports of Committees
- 7. Unfinished Business
- 8. New business
- 9. Miscellaneous items
- 10. Adjournment

Section 3-2 New Board Meeting

The organization meeting of each newly elected board may be held immediately following the members' meeting at which the directors were elected without the necessity of notice to any directors to constitute a legally convened meeting, or they may meet at such time and place as may be fixed by either a notice or waiver of notice or consent signed by all of such directors.

Section 3-3 Quorum Board Meetings

At all meetings of the Board a majority of the directors must be present in person or by telephone or other communication equipment in order to constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting in person or by telephone or other communication equipment at which a quorum is present or in such communication shall be the acts of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these by-laws. If a quorum shall not be present or in such communication as permitted herein at any meeting of the directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall either be present or in valid communication as permitted herein.

Section 3-4 Compensation

Directors shall serve without compensation for their services, but shall be entitled to reimbursement of their expenses, including expenses for attendance at regular and special meetings, as may be determined from time to time by resolution of the Board of Directors.

**ARTICLE 4:
Standing Committees**

Section 4-1 Committees

Each Committee will establish guidelines that will describe the organization and procedures of that Committee in accordance with the Rule and Regulations to be reviewed by the Rules Committee and subsequently approved by the Board of Directors. The President, with the approval of the Board of Directors, shall appoint all Committees.

Section 4-2 Coaching Committee

The President, with the approval of the Board of Directors, shall appoint a Coaching Committee which shall consist of the Vice President Travel Boys, Vice President Travel Girls, Vice President Intramural Girls, Vice President Intramural Boys and two (2) members in good standing of NPAA Soccer; each member of the Coaching Committee shall have one vote. The Coaching Committee shall review all new applicants and appoint appropriate coaches for all travel teams; conduct annual reviews of all teams and coaches to assist in the development of a strong competitive program; arbitrate all claims which arise from coaching infractions or complaints within NPAA Soccer and shall have the authority, upon Board of Director approval to penalize all coaches which includes letters of censure, restrictions and temporary or permanent suspension from coaching duties; and shall perform such other duties as the Board of Directors may from time to time direct.

Section 4-3 Scholarship Committee

The President, with the approval of the Board of Directors, shall appoint a Scholarship Committee which shall consist of the Player Development Director, and two (2) board directors; each member of the Scholarship Committee shall have one vote. The Scholarship Committee shall identify, keep record of, solicit names of worthy candidates from club officials and coaches, and award all scholarships available to NPAA Soccer. All scholarships awarded must have equal representation from both the boys and girls programs and have the approval of all three (3) members of the Scholarship Committee. The Scholarship Committee shall perform such other duties as the Board of Directors may from time to time direct.

Section 4-4 Membership Committee

The President, with the approval of the Board of Directors, shall appoint a Membership Committee which shall consist of the Registrar, Vice President Travel Boys, Vice President Travel Girls, Vice President

Intramural Girls, Vice President Intramural Boys and one (1) member in good standing of NPAA Soccer; each member of the Membership Committee shall have one vote. The Membership Committee shall assist the Registrar in the management of new membership drives, membership rules and regulations and approve all travel team rosters; and shall perform such other duties as the Board of Directors may from time to time direct.

Section 4-5 Finance Committee

The President, with the approval of the Board of Directors, shall appoint a Finance Committee which shall consist of the Treasurer, Fundraising Director and three (3) members in good standing of NPAA Soccer; each member of the Finance Committee shall have one vote. The Financial Committee shall develop the annual budget; and shall perform such other duties as the Board of Directors may from time to time direct.

Section 4-6 Rules Committee

The President, with the approval of the Board of Directors, shall appoint a Rules Committee which shall consist of five (5) members in good standing of NPAA Soccer; each member of the Rules Committee shall have one vote. The Rules Committee shall consider and propose amendments to the Constitution, By-Laws, Rules and Regulations and Guidelines.

**ARTICLE 5:
Commissioners and Administrators**

Section 5-1 Commissioners

The President, with the approval of the Board of Directors, shall appoint all Commissioners and Administrators. Commissioners and Administrators are not recognized as Officers and are not members of the Board of Directors.

Section 5-2 Commissioners Intramural

The Intramural Commissioners appointed by the President with the approval of the Board of Directors shall assist the Intramural Vice Presidents in promoting and managing intramural play and shall include on (1) commissioner for each division, Queen Girls, Major Boys, Novice Girls, Novice Boys, Mini Girls, Mini Boys, Papoose Girls, Papoose Boys. An Intramural Commissioner shall roster teams; schedules games; schedules game day assignments; informs the Fields and Indoor Facilities Assignor of field and indoor requirements; informs the Intramural Uniform Administrator of uniform requirements; informs the Equipment Administrator of equipment requirements; recommends coaches to the Intramural Vice Presidents; schedules administrative meeting for coaches as needed; monitors and sets policies for field and parking use; and shall perform such other duties as the Board of Directors may from time to time direct.

Section 5-5 Field Maintenance Administrator

The Field Maintenance Administrator appointed by the President with the approval of the Board of Directors shall assist the Facilities Director in all aspects of field maintenance.

Section 5-6 Field and Indoor Facilities Assignor

The Field and Indoor Facilities Assignor appointed by the President with the approval of the Board of Directors shall assist the Facilities Director and the appropriate travel leagues in assigning necessary field time for all travel and intramural teams for both practice and games.

Section 5-7 Travel Uniform Administrator

The Travel Uniform Administrator appointed by the President and approved by the Board of Directors shall develop, design, manage, order and distribute player uniforms.

Section 5-8 Intramural Uniform Administrator *(corrected title in section body 4/3/02)*

The Intramural Uniform Administrator appointed by the President and approved by the Board of Directors shall develop, design, recruit sponsors, manage, order and distribute player uniforms.

Section 5-9 Referee Assignor

The Referee Assignor shall ensure that all games hosted by NPAA Soccer's intramural program shall have a trained referee.

Section 5-10 Referee Trainer

The Referee Trainer shall ensure that NPAA Soccer provides training programs to and recruits new referee candidates.

ARTICLE 6 Delegates

Section 6-1 PAGS Delegate *(changed from Tri-County League Delegate 4/4/01)*

The PAGS Delegate shall be appointed by the President with approval of the Board of Directors; attend monthly PAGS meetings; represent his/her NPAA Soccer at meetings; cast a vote for NPAA Soccer; report back to NPAA Soccer all pertinent information; obtain player and coaches passes; ensure all fees and fines are paid; receive and distribute spring schedules to all coaches and President, Vice President Travel and Girls Travel Commissioners; inform coaches and Vice President Travel and President of all revisions.

Section 6-2 Delco League Delegate

The Delco League Delegate shall be appointed by the President with approval of the Board of Directors; attend monthly Delco League meetings; represent his/her NPAA Soccer at meetings; cast a vote for NPAA Soccer; report back to NPAA Soccer all pertinent information; obtain player and coaches passes; ensure all fees and fines are paid; receive and distribute spring schedules to all coaches and President, Vice President Travel and Boys Travel Commissioners; inform coaches and Vice President Travel and President of all revisions.

ARTICLE 7 Indemnification of Directors, Officers and Employees

Section 7-1

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, and/or employee of the Corporation, or is or was serving at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgement, fines and amounts paid in settlement actually and reasonable incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonable believed to be in, or not opposed to,

the best interests of the Corporation, and , with respect to any criminal action or proceeding, has no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 7-2

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgement in its favor by reason of the fact that the person is or was a director, officer and/or employee of the Corporation, or is or was serving at the request of the Corporation, as a director, officer, employee of agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue of matter as to which such person shall have adjudged to be liable for negligence or misconduct in the performance of the person's duty to the Corporation unless and only to the extent that the court of common pleas of the county in which the registered office of the Corporation is located or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court of common pleas or such other court shall deem proper.

Section 7-3

Unless ordered by a court, any indemnification under Section 1 of this Article (relating to third party actions) or Section 2 of this Article (relating to derivative actions) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer and/or employee is proper in the circumstances because the person has met the applicable standard of conduct set forth in such section.

Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding;
- (b) if such a quorum is not attainable, or, even if obtainable a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
- (c) by the members of a majority vote of a quorum consisting of members who are not parties to such action, suit or proceeding.

Section 7-4

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors or other body in a specific case upon receipt of an undertaking by or on behalf of the director, officer or employee to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

Section 7-5

The indemnification provided in these By-Laws shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer and/or employee and shall inure to the benefit of the heirs and personal representative of such a person.

ARTICLE 8 **Dissolution**

In the event that NPAA Soccer is formally dissolved, all assets shall be used to pay any outstanding liabilities of NPAA Soccer and any remaining balance shall be donated to the National Organization for Special Olympics, with a request that the funds be used in its soccer program if one exists.

ARTICLE 9 **Amendments**

Section 9-1 Vote Required

The By-Laws of NPAA Soccer may be amended by a vote of two-thirds (2/3) of the entire voting power of members of good standing in attendance or by proxy at the Annual General Meeting.

Section 9-2 Who Can Make Amendments

Any proposals or motions to amend the By-Laws of NPAA Soccer may be made by members in good standing and the Board of Directors.

Section 9-3 Advance Notice

(changed method of notice 4/3/02)

Any proposals or motions to amend the By-Laws of NPAA Soccer may be made in writing to the Secretary forty-five (45) days in advance of the Annual General Meeting and these proposals or motions shall be made public either in an NPAA Soccer newsletter or on the NPAA Soccer website prior to the Annual General Meeting.

END OF BY-LAWS AS OF 4/3/02