

LITITZ YOUTH  
SOCCER CLUB, INC.

BY-LAWS

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## Article 1

### Name and Purpose

Section 1. **Name and Incorporation:** The name of the corporation is LITITZ YOUTH SOCCER CLUB, INC. (hereinafter “The Club”). It is a non-profit corporation duly incorporated under the law of the Commonwealth of Pennsylvania on December 2, 1985, and its Article of Incorporation constitutes the constitution of this corporation.

Section 2. **Definition of By-Laws:** These By-laws constitute the code of rules adopted by the club for the regulation and management of its affairs.

Section 3. **Purposes and Power:** The club will have the purposes and powers as maybe stated in its articles of incorporation and such powers as are now or may be granted hereafter by the non-profit corporation law of 1972 of the commonwealth of Pennsylvania, or any successor legislation. The purposes of this corporation are set forth in the articles of incorporation as follows:

1. The general purposes for which this corporation is formed are for athletic educational and civic purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1964, as amended
2. The specific purposes for which this corporation is formed are as follows:
  - a. To foster the development and appreciation of the sport of soccer among the youth of the greater Lititz area of Pennsylvania.
  - b. To construct, own and operate soccer fields, clubhouses, and grounds, and all usual and necessary accessories thereto.
  - c. To organize and sponsor soccer games for the benefit of youth of such area
  - d. To provide training and education to youth in the sport of soccer for the purpose of improving, developing or realizing their capabilities and talents in the sport of soccer.
  - e. To form a youth soccer league or leagues and to organize and sponsor competitive events for young soccer players
  - f. To provide a location and opportunities for youths interested and engaged in the sport of soccer to associate and share knowledge and ideas
  - g. To operate and maintain a youth soccer club for the pleasure and recreation of the youth of such area.
  - h. To have and exercise all rights and powers conferred on nonprofit corporation under the Pennsylvania Nonprofit Corporation Law of 1972, as such law is now in effect or may at any time hereafter amended
  - i. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.
3. No part of the net earnings of the corporation shall insure to the benefit of any director of the corporation, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of

its purposes) and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

4. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or canted on by an organization exempt from taxation under section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended or by an organization, contribution to which are deductible under section 170 (c) (3) of the Internal Revenue Code and regulation as they now exist or as they may hereafter be amended
5. Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to athletic civic, or educational organization which would then qualify under the provisions of section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Section 4. **Basic Policies.** The following are basic policies of the corporation.

1. The corporation shall be non-commercial, non-sectarian, and non-partisan.
2. The name of the corporation or the names of any member in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promoting the objects of the corporation.
3. The corporation may cooperate with other organizations and agencies concerned with youth soccer but persons representing the corporation in such matters shall make no commitments that bind the corporation without prior board of directors or executive committee approval

## Article 2

### Offices

Section 1. **Location of Registered Office:** The location of the registered office of this corporation is PO Box 183, Lititz, Lancaster County Pennsylvania United States of America as stated in the Articles of Incorporation. Such office shall be continuously maintained in the Commonwealth of Pennsylvania for the duration of this corporation. The Board of Directors may, from time to time, change the address of its registered office by duly adopted resolution and amend its Articles or file the appropriate statement with the Department of State.

## Article 3

### Membership

Section 1. **Definition of Membership:** Any person who is a duly authorized coach of one of the teams is a member under such rules as may be established by the Board of Directors from time to time.

Section 2. **Place of Member's Meetings:** Meetings of the members will be held at such place as provided by the Board of Directors from time to time.

Section 3. **Annual Member's' Meeting:** The annual meeting of the membership the election of directors and such other business as may properly come before the meeting will be held in the month of each year on the day and at the hour as provided by the Board of Directors

Section 4: **Special Member's Meetings:** Special meetings of the members maybe called by either of the following:

1. The Board of Directors
2. The President
3. Members having at least 20% of the vote which all members are entitled to cast at such meetings: Special meetings of the members shall be held at such place as maybe specified in the call thereof.

Section 5. **Notification of Meetings:** Written or printed notice, stating the place, date, and hour of the meeting and in the case of a special meeting; the purpose or purposes for which the meeting is called, must be delivered not less than five (5) nor more than thirty (30) days before the date of the members' meeting, either personally or by mail to each member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage prepaid.

Section 6. **Voting Rights of Members:** Each member of the corporation will be entitled to one (1) vote on each matter submitted to a vote of the members

Section 7. **Quorum of Members:** The number or percentage of members represented in person or by written proxy which constitutes a quorum at a meeting of members will be members holding one tenth (1/10) of the votes entitled to be cast in such manner. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting in which a quorum is present is necessary for the adoption of any matter voted on by members, unless a greater proportion is required by the Nonprofit Corporation Law of 1972, the Articles of Incorporation of this corporation, or any of these by-laws.

Section 8. **Termination of Membership:** Membership will terminate in this corporation on the following events:

1. The voluntary resignation of a member;
2. The death of a member;
3. For cause, inconsistent with membership, after action by the Board of Directors.

## Article 4

### Directors

Section 1. **Definition of Board of Directors:** The Board of Directors is that group of people vested with the management of the business and affairs of this corporation.

Section 2. **Standards for Board of Directors:** The Board of Directors shall be representative of those persons interested in furthering the purposes of the Club without regard to age, sex, race religion or political affiliation.

Section 3. **Qualification of Directors:** The qualification of becoming and remaining a director of this corporation are as follows:

1. Directors must be natural persons at least eighteen (18) years of age.
2. Directors must be interested in the principles and purposes of the Club.
3. Directors must be members of the Club at the time of their nomination and before the election
4. The number of directors of this corporation shall be three (3)

Section 4. **Election and Term of Directors:** The directors shall be elected at the annual meeting of the members of this corporation for a term of one (1) year in place of those whose terms shall have then expired.

Section 5. **Vacancies on The Board of Directors:** Any vacancy on the board of directors, and any directorship to be filled by reasons of an increase in the number of directors, will be filled by appointment by a majority of the remaining board of directors. The new director appointed to fill a vacancy will serve for the unexpired term of the predecessor in office.

Section 6. **Place of Director's Meetings:** Meetings of the board of directors, regular or special, will be held at such place or places as the board of directors designates by resolution duly adopted

Section 7. **Annual Meeting of the Directors:** The board of directors shall hold a meeting for the purpose of election of officers and the transaction of business immediately following and at the same place as the annual meeting of the members

Section 8. **Regular Director's Meeting:** Other meetings of the board of directors will be held at \_\_\_p.m. on the \_\_\_\_\_ of each month with the exception of the months of \_\_\_\_\_ and \_\_\_\_\_. Should any such day in the year constitute a legal holiday for all business in Pennsylvania, then instead in such instance on the \_\_\_\_\_ immediately proceeding. This provision of the by-laws constitutes notice to all directors of regular meetings for all years and instances.

Section 9. **Notice of Special Directors Meeting:** Written or printed notice stating the place, date and hour of special meeting of the directors will be delivered to each director not less than two (2) nor more than five ( ) days before the date of the meeting. Mailed, such notice will be deemed to be delivered when deposited in the United States mail, addressed to the directors at his or her address as it appears on the records of the corporation, with postage prepaid. Such notices need not state the business to be transacted at, or the purpose of such meeting.

Section 10. **Call of Special Board Meetings:** A special meeting of the board of directors may be called by either:

1. The president; or
2. Two (2) directors.

Section 11. **Waiver of Notice:** Attendance of a director at any meeting of the board of directors will constitute a waiver of notice of such meeting except where such director attends a meeting for the express purpose of objecting at the beginning of the meeting, for the transaction of any business because the meeting is not lawfully called or convened.

Section 12. **Quorum:** Two thirds (2/3) of the whole board of directors will constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the board of directors unless a greater number is required under the provisions of the Nonprofit Corporation Law of 1972 the articles of incorporation of this corporation, or any revision of these by-laws.

## Article V

### Officers

Section 1. **Roster of Officers:** The officers of this corporation, all of whom maybe chosen from among the directors will consist of the following personnel:

1. President
2. Secretary/Treasurer

Section 2. **Selection of Officers:** Each of the officers of this corporation will be elected and appointed annually by the Board of Directors. Each officer will remain in office until a successor to such office has been selected and qualified. Such selection will take place at the annual meeting of the Board of Directors.

Section 3. **President:** The President will be the chief executive officer of this corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the corporation. The President will perform all duties incident to such office and such other duties as may be provided in these by-laws and as may be prescribed from time to time by the Board of Directors.

Section 4. **Secretary/Treasurer:** The Secretary/Treasurer will keep minutes of all meetings of members and at the Board of Directors, will be custodian of the corporate records, will give all notices required by law of these by-laws, and, generally, will perform all duties incident to the office of the Secretary, and such other duties as maybe required by law, by the Articles of Incorporation, by these by-laws of which may be assigned from time to time by the Board of Directors. The Secretary/Treasurer will have charge and custody of all funds of this corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct account of the corporation's properties and business transactions, will render reports and accountings to the directors and to the members as required by the Board of Directors, members, or by the law, and will perform in general all duties incident to the office of Treasures and such other duties as may be required by law, by

the Articles of Incorporation, or by these by-laws or which, from time to time, may be assigned by the Board of Directors.

## Article 6

### Informal Action

- Section 1. **Waiver of Notice:** Whenever any notice is required to be given under the provision of the Nonprofit Corporation Law of 1972, the Articles of Incorporation or by these by-laws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed to be equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of members, specify the general nature of the business to be transacted.
- Section 2. **Action by Consent:** Any action required by law or under the Articles of Incorporation of this corporation or by these by-laws, or any action taken which otherwise may be taken at a meeting of either the members or the Board of Directors may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed by all the Persons entitled to vote with respect to the subject matter of such consent, or all directors in office and filed with the Secretary of the Corporation.

## Article 7

### Committees

- Section 1. **Required Committees:** The Board of Directors may, from time to time, authorize and elect committees to Serve at the pleasure of the Board.

## Article 8

### Operations

- Section 1. **Fiscal Year:** The fiscal year of this corporation will begin January 1 of each year and end on December .31 of the same year.
- Section 2. **Execution of Documents:** Except as otherwise provided by law, checks drafts, promissory notes, order for payment of money and other evidences of indebtedness of this corporation will be signed by the Treasurer and countersigned by the President Contracts, leases and other instruments executed in the name of and on the behalf of the corporation will be signed by the Secretary and countersigned by the President, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.
- Section 3. **Books and Records:** This Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, Board of Directors and Directorial Committees. The corporation will keep at its principal place of business a membership register giving the names, addresses and showing classes and other details of the

membership of each, and the original or a copy of its by-laws including amendments to date certified by the Secretary of the Corporation.

Section 4. **Inspection of Books and Records:** All books and records of this corporation may be inspected by any members of this Club for any proper purpose at any reasonable time on written demand under oath stating such purpose.

## Article 9

### Rules of Order

Section 1. The rules contained in "Robert's Rules of Order Revised" shall govern this corporation subject, however, to the Articles of Incorporation and any provisions of these by-laws.

## Article 10

### Amendments

Section 1. **Modification of by-laws:** The power to alter, amend or repeal these by-laws or to adopt new by-laws, insofar as is allowed by law, is vested in the Board of Directors, and those by-laws may be amended by a two-third (2/3) vote of the members of the Board of Directors present and voting at any regular or special meeting of the Board provided the meeting has been properly called a quorum is present and written notice has been sent at least two weeks before the meeting to all members of the Board of Directors notifying them that action will be taken on amending the by-laws.

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## Amendments

### Amendment 1

#### Article I Name and Purpose

Section 1. **Name and Incorporation:** This section is hereby amended to include the description of the corporation seal and to designate the official colors of the corporation. The corporation seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania". The official colors of the corporation shall be "Gray with Black stripes"

Section 5. **Mission Statement:** This section is hereby added to describe the mission of the corporation. "Lititz Youth Soccer Club, Inc." is a non-profit service organization dedicated to the promotion of soccer and development of children both physically and socially to benefit our community"



Section 3. **Purposes and Power:** Par. 2.C: This sentence is here by amended to read; To provide separate boys and girls programs over the age of 5. These programs shall be gender specific, unless approved by the coaching committee and authorized by the board of directors.

## Amendment 2

### Article 2 Offices

Section 1. **Location of Registered office:** This section is hereby amended to read, PO. Box 163 Lititz, Pa 17543

## Amendment 3

### Article 3 Membership

Section 1. **Definition of Membership:** This section is here by amended to read:

1. The members of the corporation shall include any persons who are duly authorized to coach one of the teams of the club and or a parent who has a child or children participating in one of the corporation's soccer programs after proper completion of an application, or organization form and payment of the applicable registration fees determined from time to time by the corporation's board of directors.
2. Members can also include one (1) additional person who is and has been actively participating in the "club", as determined by the board of directors.

## Amendment IV

### Article IV Directors

Section 3. **Qualifications of Directors:** Subsection (d). This section is hereby amended to read, the number of directors of the corporation shall be nine (9).

Subsection (e): This section is hereby added to describe additional qualifications of the directors. Directors are expected to attend all board meetings and vote on club policy, in addition, each director will be required to be active within the "club" during their term of office.

## Amendment V

### Article V Officers

- Section 1. **Roster of Officers:** This section is hereby amended to read, the officers of the corporation, all of whom must be chosen from among the directors, will consist of the following personnel:  
(a) President (b) Vice President (c) Secretary (d) Treasurer
- Section 3. **President:** This section is hereby amended to read, the president will be the chief executive officer and chairman of the board of this corporation and will, subject to the control of the board of directors, supervise and control the affairs of the corporation. The president will perform all duties incident to such office and such other duties as may be provided in these by-laws and may be prescribed from time to time by the board of directors.
- Section 4. **Vice President:** This section is hereby amended to read, the office of vice president, who in the absence or disability of the president, performs the duties and exercises the powers of the president and shall perform such other duties as may be assigned to the vice president by the board of directors or the president.
- Section 5. **Secretary:** This section is hereby added to describe the office of secretary. The secretary will keep minutes of all meetings of members and of board of directors. Will be the custodians of the corporate records and seal. Will give all notices required by law of these by-laws and generally will perform all duties incident to the office of the secretary and any other duties as may be required by law, by the articles of incorporation, by these by-laws or which may be assigned from time to time by the board of directors.
- Section 6. **Treasurer:** This section is hereby added to describe the office of the treasurer. The treasurer will have charge and custody of all funds of this corporation, will deposit the funds as required by the board of directors, will keep and maintain adequate and correct account of the corporation's properties and business transactions, will render report and accountings to the directors and to the members as required by the board of directors, members or by law, and will perform in general, all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation, or by these by-laws or which, from time to time, may be assigned by the board of directors.