

Somers Youth Sports Organization (SYSO) By-Laws

Article 1 – Name; Offices

Section 1. Name

The corporation shall be named the Somers Youth Sports Organization (hereinafter, “SYSO”).

Section 2. Offices

The principal offices of SYSO shall be in the Town of Somers, County of Westchester, and State of New York, as determined by the Executive Board.

Article 2 – Purpose

The purpose of SYSO is to organize, promote, and administer youth sports activities in the Town of Somers, to benefit the children of Somers. Our stated goals are to encourage participation for all, regardless of skill or ability, to offer athletic instruction, and to promote enjoyment and safety of and for the children registered in SYSO programs.

Article 3 – By-Laws

These by-laws provide general guidelines for the activities, operations, and goals of SYSO. In addition, they shall provide basic rules of conduct for the members of the Executive Board, the SYSO Board and the officers of SYSO, as well as the general membership of SYSO. The Executive Board shall be authorized to adopt rules, regulations and operating procedures to execute the business of SYSO, provided that no such rule, regulation or operating procedure may contravene any provision of these by-laws. These by-laws shall supersede any sport specific by-laws, rule, regulation or operating procedure.

Article 4 - Membership

Section 1. Membership

1. SYSO shall have one class of members.
 - a. A member is defined as a resident of Somers, age eighteen (18) or older, who
 - i. properly registers at least one (1) minor child who resides in Somers, New York in a SYSO program (at any time during the year) and,
 - ii. timely pays all applicable dues and fees to SYSO, subject to the other limitations and requirements set forth herein.
 - b. As used herein, the term ‘reside in Somers’ shall be deemed to include (without limitation) residence in the Somers Central School District or Town of Somers. This provision shall not exclude a child who resides in Somers, New York but who attends school other than the Somers Central School District schools.
2. Membership shall commence immediately upon registration and continue through the end of the calendar year following that of registration (for example, a member who registers their child on 4/30/2016 shall be a member through 12/31/2017).
3. As used in these by-laws, the term “registered family” shall mean a primary family consisting of one or more adult parents, legal guardians or step-parents whereby one or more such parents, legal guardians or step-parents is related by blood, marriage, legal adoption or legal guardianship to a minor child who resides in Somers, New York and who is registered in any SYSO program, and all children or step-children related to such parents, legal guardians and/or step-parents.
4. For any matter where these by-laws expressly provide that a member shall have the right to vote

- on such matter, the members shall be entitled to only one (1) vote per registered family.
5. For the avoidance of doubt, if a registered family contains two (2) or more adult parents, legal guardians or step-parents who are members of SYSO, such members shall collectively only be entitled to one (1) vote on any matter where a vote of the membership is required and, if such adult parents, legal guardians or step-parents who are members cannot agree as to how to unanimously cast its one (1) vote, then such members may petition the Executive Board for permission to submit fractional votes on any matter where a vote of the membership is required (e.g. if there are two (2) members who are part of the same registered family and such members disagree over a matter requiring the vote of the members, such members may petition the Executive Board to each cast one-half of one (1/2) vote).
 6. A member is eligible to hold an elected office after he/she has been a member of SYSO for a minimum of 6 months.

Section 2. Residency

If a member (or his/her registered children) should relocate out of Somers during the course of the year, such member shall remain a member of SYSO, and such member's registered children may complete the year (or the then-current season, if such season carries over into the following year) in all activities, but such member shall be ineligible for membership (and his/her children shall not be permitted to participate in subsequent sessions of SYSO programs) commencing the following January, unless such registered child continues to reside in Somers, New York, as per the provisions above.

Section 3. Voting Rights of Members

1. All members shall be entitled to vote for Parent Representatives (as defined in Article 6, Section 2) to the SYSO Board, subject to section 1 above and a member shall have no other voting rights as a result of such member's membership in SYSO.
2. When determining which members are entitled to vote at any Annual General Membership Meeting for the Parent Representatives, the list of eligible members shall be determined as of the date that is thirty (30) days prior to such Annual General Membership Meeting.

Section 4. Rights to Volunteer and to Mediation

1. Each Sports Commissioner shall establish fair and reasonable guidelines for the inclusion of all members who desire to volunteer their time to assist with a SYSO program, which guidelines shall be subject to the approval of the Executive Board for compliance with the principles articulated herein and/or promulgated in accordance herewith.
2. Sports Commissioners shall ensure that reasonable volunteer opportunities exist for "on field" (coaching, field maintenance, etc.) and "off field" (parent liaison, field coordinator, equipment coordinator, etc.) activities.
3. The Executive Board shall establish rules and procedures for the establishment of a panel consisting of between three (3) and seven (7) SYSO members (a "Mediation Panel") to hear disputes raised by any member.
4. The Executive Board shall use reasonably diligent efforts to fill available positions on any Mediation Panel with impartial and knowledgeable members.
5. Once a Mediation Panel has been constituted by the Executive Board, one (1) member of the Executive Board may (but shall not be required to) serve on any Mediation Panel that is established. If, after diligent efforts, a Mediation Panel cannot be convened, the Executive Board may (but shall not be required to) hear the subject dispute and, in such instance, shall act as the "Mediation Panel" hereunder.
6. Prior to requesting that a Mediation Panel be established to hear a particular dispute, a member shall be required to exhaust all avenues of appeal offered by the particular sport to which such dispute relates, and then the member may petition the Executive Board for a hearing with the Mediation Panel.
7. The Sports Commissioner of the sport to which the particular dispute relates may not serve on the Mediation Panel hearing a dispute relating to such Sports Commissioner's sport, but may

provide testimony before such Mediation Panel to the extent that the Sports Commissioner possesses information relevant to such dispute.

The Mediation Panel shall be charged with discovering all facts relating to the dispute and seeking a reasonable compromise between/among the disputing parties. If no such compromise can be reached, the Mediation Panel shall present its findings to the Executive Board with a recommendation on any further action that should be taken by SYSO. The Executive Board will examine the circumstances and evidence presented and shall consider the Mediation Panel's recommendation, when determining what appropriate actions, if any, should be taken by SYSO.

Article 5 - Meetings

Section 1. Annual Meeting

1. There shall be an annual meeting of the general membership (the "Annual General Membership Meeting") on the third (3rd) Thursday in January publicized by announcement, and posted on the organization's web site.
2. In the event of a major conflict, the Annual General Membership Meeting shall be held at the earliest possible date thereafter.
3. All meetings of the members of SYSO shall be held at such time and place within Somers, New York as shall be designated by the Executive Board.
4. The presence of not less than 50 percent of the constituted SYSO Board of Directors, either in person or by proxy, shall constitute a quorum and shall be necessary to conduct the business of SYSO at any annual or special meeting.
5. The affirmative vote of a majority of the members present at a meeting (annual or special) at which a quorum is present shall be the act of the membership.
6. Any member may participate in a meeting of the members by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 2. Regular Board Meetings.

1. The SYSO Board shall hold meetings every two (2) months, provided that additional meetings may be held as needs arise.
2. The SYSO Board meeting schedule shall be posted on SYSO's web site at least two (2) weeks in advance of each meeting (with reasonable exceptions for emergency sessions as determined by the Executive Board, in which case, notice shall be posted as soon as reasonably possible).
3. The presence of not less than 50 percent of the constituted SYSO Board of Directors, either in person or by proxy, shall constitute a quorum and shall be necessary to conduct the business of SYSO at any regular meeting. Each SYSO member shall have the right to attend any meeting of the SYSO Board.

Section 3. Executive Board Meetings.

1. The Executive Board shall meet as often as necessary to conduct the business of the organization. Unless the Executive Board shall otherwise agree, meetings of the Executive Board shall not be open to the general membership of SYSO and/or any other person.
2. All meetings of the SYSO Board and the Executive Board shall be held at such time as the applicable board shall fix at a location within Somers, New York.
3. No call and no notice shall be required for regular meetings for which the time and place have been fixed.
4. Special meetings may be called by or at the direction of the President, or by a majority of the members of the applicable board (the "Directors"), by notice provided to each SYSO Board member or Executive Board member, as applicable, sent by mail or email.
5. Any requirement of furnishing a notice shall be deemed waived by any SYSO Board member or Executive Board member, as applicable, who signs a waiver of notice before or after the meeting,

or who attends the meeting without protesting, prior thereto or at its commencement, any alleged lack of notice.

6. Except as hereinafter provided, a majority of the Directors serving on the SYSO Board or Executive Board, as applicable, shall constitute a quorum.
7. Except as otherwise provided by the Not-For-Profit Corporation Law and except as herein otherwise provided, the act of the SYSO Board or Executive Board, as applicable, shall be the act, at a meeting duly assembled, by vote of a majority of the Directors serving on such SYSO Board or Executive Board, as applicable, present at the time of the vote, a quorum being present at such time.

Section 4. Committee Meetings

1. Committees will hold meetings as necessary during the course of the year.
2. Any one or more members of the SYSO Board or Executive Board, or any committee thereof, may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 5. Action in lieu of Meeting.

Any action required or permitted to be taken by the SYSO Board or Executive Board, or any committee thereof, may be taken without a meeting if all members of such board or committee consent in writing to the adoption of a resolution authorizing the action.

Article 6 – Executive Board and SYSO Board

Section 1. Executive Board

1. SYSO shall be managed by an Executive Board consisting of at least three (3) elected Directors, each of whom has one vote. Unless otherwise provided in these by-laws, the Executive Board shall have full power and authority to act on behalf of, and bind, SYSO in all matters and in accordance with these by-laws.
2. The Executive Board shall act by majority vote of the Executive Board members at any Executive Board meeting where a quorum is present.
 - a. In the event of a tie, the Executive Board shall in good faith undertake to resolve the issue at hand definitively in a subsequent vote and, if a tie persists, the unresolved issue shall be submitted to the full SYSO Board and the vote of the SYSO Board shall be determinative.
3. Members of the Executive Board shall serve without salary or other compensation.
4. Members of the Executive Board shall serve for two calendar years.
5. The SYSO Board shall elect members of the Executive Board for the following year at a meeting called for such purpose in December of each year. Terms shall be staggered (two members elected in even years and three elected in odd years) for continuity of operations and all newly elected members of the Executive Board shall commence their term of office on January 1 of each year.
6. In January of each year, the Executive Board shall appoint officers of SYSO, and each such officer shall serve for a term of one (1) year.
 - a. Each officer must also be a duly appointed member of the Executive Board.
 - b. Further, if the incoming Executive Board determines it is the best interest of SYSO to empower the outgoing Treasurer with Treasurer-related duties, including, but not limited to check approval and signing authority (“Treasury Powers”), it shall have the right to do so for a transitional period of up to one (1) year.
 - c. The “Interim Treasurer” need not be a member of SYSO and shall not retain Director-related voting rights or other Director-related authority except for those treasury powers defined by the Executive Board.

7. In January of each year, the Executive Board shall constitute the following committees and appoint no less than 3 members to each such committee (each, a "Committee"),:
 - a. Audit Committee (such Audit Committee to meet the requirements set forth in the Not-For-Profit Corporation Law),
 - b. Finance Committee,
 - c. Fundraising Committee,
 - d. Field & Facilities Committee,
 - e. Health and Safety Committee,
 - f. Scholarship Committee,
 - g. Policy Committee,
 - h. Publicity and Advertising,
 - i. Capital Improvements Committee.
8. The Executive Board must appoint each Parent Representative to, and each Parent Representative must serve on, at least one (1) committee during such Parent Representative's term of office.
9. The Executive Board shall also appoint one (1) member of the Elections Committee (with the remaining members to be appointed pursuant to the express terms of Article 8, Section 1 of these by-laws). The Executive Board shall, define the scope of responsibility of each such committee.
10. Pursuant to Article 12, recommendations shall be made to the Executive Board in connection with the appointment of any candidate for a Sports Commissioner for each SYSO Program by the sport-specific board provided, that if no recommendations, comments or objections are submitted to the Executive Board by the sport-specific board the Executive Board shall still possess the power and authority to appoint the Sports Commissioner for such sport.
11. In January of each year, the Executive Board shall vote to confirm the Sports Commissioner for each SYSO program (which may be the same person who served as a Sports Commissioner for a particular SYSO sports program the prior year) selected in accordance with Article 12; provided, that if the applicable sport-specific board makes an uncontested recommendation to the Executive Board for the appointment of a particular candidate as the Sports Commissioner for a particular SYSO Program, the Executive Board shall vote confirm such recommended candidate unless the Executive Board has good reason, in the exercise of reasonable judgment, to reject such candidate's appointment to such Sports Commissioner position.
 - a. If after a Sports Commissioner is appointed by the Executive Board, a majority of members of the sports program that the Sports Commissioner will oversee shall sign a petition objecting to the appointment of such Sports Commissioner or the continuation of such Sports Commissioner, then the Executive Board shall hear all evidence presented and shall appoint a replacement Sports Commissioner if
 - i. the Executive Board determines that it is in the best interest of the applicable sports program to do so and
 - ii. if such decision is confirmed by a two-thirds majority of the SYSO Board. If the Executive Board does not appoint a candidate for a Sports Commissioner position who received an uncontested recommendation from the applicable sport-specific board then such candidate shall have the right to appeal such decision in the same manner as an removed Sports Commissioner can appeal his or her removal under Article 6 Section 1(e), and during the pendency of such appeal the prior Sports Commissioner for the affected sport shall remain in office (or, if such prior Sports Commissioner is unable or unwilling to do so, the Executive Board shall appoint an interim Sports Commissioner).
 - b. To the extent such appeal determines that that a candidate received uncontested support from the applicable sport- specific board and that there was no valid reason that such candidate should not have been appointed to such Sports Commissioner position, then the Executive Board shall reinstate such candidate as Sports Commissioner for such sport.
12. The Executive Board shall have full power and authority to remove any officer, committee member (including any committee chairperson), and/or Sports Commissioner if, based on

reasonable evidence, such person has engaged in any fraud, intentional misconduct or negligence.

- a. Upon the removal of any Sports Commissioner or committee chairperson from their position in accordance with the foregoing, such removal shall automatically trigger, and shall constitute, such Sports Commissioner's or committee chairperson's removal from the SYSO Board; provided, however, that any Sports Commissioner or committee chairperson who has been removed by the Executive Board pursuant to the foregoing provision may petition the SYSO Board to reverse such decision, such request to be submitted by such removed Sports Commissioner or committee chairperson, as applicable, to the SYSO Board within thirty (30) days of such their removal, and, to the extent that two-thirds of the SYSO Board shall vote for the reinstatement of such Sports Commissioner or committee chairperson, as applicable (such vote to be based on a determination, after examination of all evidence and consideration of testimony from the parties involved, that there was no reasonable evidence to support that such Sports Commissioner or committee chairperson, as applicable, engaged in any fraud, intentional misconduct or negligence), then such Sports Commissioner or committee chairperson, as applicable, shall be so reinstated to its prior position as a Sports Commissioner or committee chairperson, as applicable, and as a member of the SYSO Board.
13. All SYSO funds (including revenues received from the sports programs and any funds already accrued from these programs) shall be under the direct control of the Executive Board.
- a. Notwithstanding the foregoing, it is acknowledged and agreed that, the American Youth Soccer Organization ("AYSO"), being a non-profit corporation affiliated with a national organization, is required by that organization to manage its funds and that certain AYSO programs are provided by SYSO. To the extent any AYSO program is provided by SYSO, AYSO shall be permitted to manage the funds collected in connection with such AYSO program; provided, that AYSO shall be required to disclose a full accounting of these funds on a quarterly basis, by copy of the quarterly financial report submitted to AYSO national board, to the Executive Board.

Section 2. SYSO Board.

1. The SYSO Board shall consist of the Executive Board, Sports Commissioners, the Parent Representatives and the chairperson of each committee.
2. Each member of the SYSO Board must be a member of SYSO in good standing.
3. The SYSO Board shall have the authority to vote on the following matters:
 - a. A majority of the SYSO Board shall have the sole power and authority to elect each of the members of the Executive Board.
 - b. An Executive Board member may be removed by the SYSO Board (without giving effect to the vote of such Executive Board member) only in the event of such Executive Board member's fraud, intentional misconduct or negligence, a determination of which shall be supported by reasonable evidence. Any Executive Board member may resign at any time by giving written notice to the SYSO Board. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Upon any such removal or resignation of an Executive Board member, the SYSO Board shall elect, by majority vote, a replacement Executive Board member to serve out the remainder of the applicable Executive Board member's term of office no later than two months from date of the resignation.
4. The SYSO Board, by a two-thirds vote of those SYSO Board members present at a SYSO Board meeting called for such purpose where a quorum is present, shall have sole power and authority to amend these by-laws, as set forth in Article 11 hereof.
5. Except as otherwise provided in Article 6, Section 1(e) above, a SYSO Board member may be removed by the SYSO Board (without giving effect to the vote of such SYSO Board member) only in the event of such SYSO Board member's fraud, intentional misconduct or negligence, a

- determination of which shall be supported by reasonable evidence.
6. Any SYSO Board member may resign at any time by giving written notice to the SYSO Board. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
 - a. Upon any such removal or resignation of a SYSO Board member, the SYSO Board shall determine whether or not such SYSO Board member position needs to be filled and, if so, a new election shall be held (or appointment made) no later than two months from date of the resignation or removal in accordance with the procedures relating to the election (or appointment) of such position.
 7. The power and authority of the SYSO Board shall be solely as expressly set forth in this Article 6, it being acknowledged and agreed that the primary governing body of SYSO shall be the Executive Board.
 8. Members of the SYSO Board shall serve without salary or other compensation.
 9. Parent Representatives. There shall be four (4) Parent Representatives elected to the SYSO Board on an annual basis by a vote of the SYSO members in accordance with Article 2 of these by-laws;
 - a. The Parent Representatives shall have the same rights to participate, speak and vote at meetings of the SYSO Board as the other SYSO Board members and shall serve in the role of ombudsman for all parents.
 - b. Each Parent Representative shall serve for a term of one (1) year, and may be removed by the SYSO Board (without giving effect to the vote of such Parent Representative) only upon a showing of fraud, intentional misconduct or negligence, a determination of which shall be supported by reasonable evidence.

Article 7 – Duties of the Officers

1. The President, who shall also serve as the Chairman of the Board, shall preside over all meetings of the Executive Board and the SYSO Board and, in the absence of the Secretary, shall appoint a secretary of any such meeting.
 - a. In addition, the President shall serve as an ex-officio member of all committees except the Elections Committee and shall perform such other duties and have such other powers as the Executive Board may from time to time prescribe.
 - b. He or she has the power to sign and execute alone in the name of SYSO all contracts authorized either generally or specifically by the Executive Board, unless the Executive Board shall specifically require an additional signature.
2. The Vice President shall be prepared to perform all the duties of the President in the absence of the President or when called upon to do so.
 - a. In the event that the President resigns or is removed from office, the Vice President shall immediately become the President and Chairman of the Board unless and until the Executive Board shall appoint another member of the Executive Board to serve as President and Chairman of the Board.
 - b. The Vice-President shall serve as an ex-officio member of all committees except the Elections Committee.
3. The Secretary shall attend and keep the minutes of all SYSO Board meetings and Executive Board meetings and maintain current lists of all committees and current members.
 - a. The Secretary shall have custody of the corporate seal of SYSO with authority to affix the same to any instrument or document requiring it, and, when so affixed, it may be attested by his or her signature, and may sign, on behalf of SYSO, contracts and other instruments which have been authorized by the Executive Board.
 - b. In addition, the Secretary shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Executive Board, and shall perform such other duties as shall from time to time be assigned by the Executive Board.
 - c. The Secretary shall write all letters that bear SYSO's signature, except those pertaining to

finance, as well as notify in accordance with Article 10 of these by-laws all members of each regularly scheduled and special meetings of SYSO.

4. The Treasurer shall have general supervision over and custody of all fees and other amounts collected by SYSO, have charge of all funds (except as outlined in Article 6, Section 1(f)), pay bills upon approval of the Executive Board (provided, that no Executive Board approval shall be required in order for the Treasurer to pay any routine and customary bills of SYSO and/or any bills for amounts under \$500), and maintain receipts for same.
 - a. The Treasurer shall report all receipts and expenditures and outstanding debts on a periodic basis as deemed necessary, and shall keep full and accurate accounts of all receipts and disbursements of SYSO, shall deposit or cause to be deposited all funds and securities of SYSO in the name and to the credit of SYSO in such depositories as may be designated by the Executive Board, shall disburse the funds of SYSO as may be authorized by the Executive Board and shall present periodic financial statements to the Executive Board at its regular meetings.
 - b. The Treasurer shall also be responsible for working with SYSO's independent accountants and the Audit Committee to obtain an annual audit to be completed and presented by the October Executive Board meeting.
 - c. In addition, the Treasurer shall perform all duties incident to the position of Treasurer, subject to the control of the Executive Board, and shall when required, give such security for the faithful performance of his or her duties as the Executive Board may determine.
5. Officers shall be elected pursuant to the provisions set forth in Article 6, Section 1(b) of these by-laws and may be removed in accordance with the terms set forth in Article 6, Section 1(e) of these by-laws.
6. Minutes of the Annual General Membership Meeting and of all SYSO Board meetings are to be made public by posting on the SYSO web site.
7. The minutes of Executive Board meetings shall also be made public by posting on the SYSO web site; provided, however, that the Executive Board shall have the power and authority to denote certain matters as being the topic of executive session, and the minutes relating to such matters shall not be made public.
8. No Executive Board member or officer of SYSO shall be entitled to receive a salary for services rendered to the SYSO.

Article 8 – Nominations and Elections

Section 1. Elections Committee.

1. The Elections Committee shall solicit qualified SYSO members to apply for various positions within the governance of SYSO, and shall provide all reasonable assistance to the SYSO Board and the Executive Board to evaluate whether or not a particular SYSO member meets the minimum requirements to hold the position for which such SYSO member has asked to be considered.
2. The Elections Committee shall be comprised of five SYSO members: two (2) selected by the current Parent Representatives, two (2) selected by the Sports Commissioners (acting by majority vote) and one (1) selected by the Executive Board.
3. Members of the Elections Committee shall serve for a term of one (1) year.
4. The Chairperson of the Elections Committee shall be selected by the current Elections Committee members (by majority vote) or, if no such Chairperson is so selected, by the Executive Board.
5. Members of the Elections Committee shall not be eligible to run for office, unless they first resign from the Election Committee on or prior to October 31st.

Section 2. Nominations

1. In accordance with the Election Process and Procedure, the Elections Committee shall solicit SYSO members interested in running for a SYSO governance position.

2. All SYSO Board members, Parent Representatives, Executive Board members, Sports Commissioners and Committee members must meet the Office Qualification Minimum Requirements to qualify to hold office; provided, however, that, notwithstanding the foregoing there shall be no minimum volunteer service requirement for Parent Representatives and; provided further, that in order to qualify to serve on the Executive Board, a SYSO member must also have been a SYSO volunteer in an on or off field position for more than two (2) years.
3. The Elections Committee shall meet with all interested candidates in person or via phone and after due consideration, present the proposed slate to the SYSO Board by the date specified in the Election Process and Procedure.
4. All candidates must signify acceptance of their candidacy either in person or in writing.
5. Except as otherwise provided in Article 6 Section 1, the election of the Executive Board shall be held at the December meeting of the SYSO Board by secret ballot.
6. The election of Parent Representatives shall be held at a general meeting of all SYSO members convened in December of each calendar year.
7. The Elections Committee shall prepare, distribute, and count ballots. In the event that an election scheduled to be held for a December meeting is postponed until after December 31st, the membership status (and voting rights) of each member as of December 31st of the preceding year shall be in effect for such election. Irrespective of when an election actually occurs, all terms of office shall be deemed to commence on January 1 of the relevant calendar year.

Article 9 - Committees

1. In January of each year, the Executive Board shall appoint SYSO members meeting the Office Qualification Minimum Requirements to serve on the Committees and shall define the scope of responsibility of each such Committee provided, however, that the Executive Board must appoint each Parent Representative to, and each Parent Representative must serve on, at least one (1) Committee during such Parent Representative's term of office; and provided further, that the Executive Board shall not delegate to any Committee any authority the delegation of which is prohibited by Section 712 of the Not-For-Profit Corporation Law.
2. Unless specifically authorized by the Executive Board, each Committee shall have the power to present and recommend action to the Executive Board but shall not have the power or authority to take action or to bind SYSO in any manner.
3. Within thirty (30) days of the date that the Executive Board shall appoint all members of a Committee, such Committee shall, by majority vote, appoint a Chairperson of such Committee; provided, however, that the Chairperson of the Finance Committee shall be the Treasurer of SYSO. Except as provided in the preceding sentence, a committee chairperson may not be a current Executive Board member or Sports Commissioner.
4. Each Committee shall function regularly throughout the year and contribute to the routine functions of SYSO pursuant to, and in accordance with, the resolutions passed by the Executive Board defining the function, scope and authority of each such Committee.
5. The Audit Committee shall be comprised of independent SYSO members and shall be tasked with selecting and retaining an independent auditor and reviewing the results of SYSO's annual audit. The Audit Committee shall also oversee the adoption, implementation and compliance with mandatory conflict of interest, whistleblower, and other SYSO policies, and shall otherwise perform all functions as required under the Not-For-Profit Corporation Law. The Treasurer shall not be a member of the Audit Committee.
6. The Executive Board reserves the right to appoint committee members, though not a committee chairperson, who are not SYSO members based upon subject matter expertise or inadequate volunteers from within the SYSO membership.

Articles 10 – Notices

Section 1. Notice

Any notice to a member of SYSO shall be deemed duly given if sent to the email (or emails) listed on such member's profile saved in SI-Play (or other registration program then in use by a SYSO sport) and, in addition, such notice shall also be posted on the SYSO website.

Section 2. Annual and Regular Meetings

The membership must be notified at least two weeks in advance of the Annual General Membership Meeting and regular SYSO Board Meetings. Such notice must be issued in accordance with Section 1 of this Article and posted on the SYSO website.

Section 3. Special Meetings

Special meetings of the members may be called by the Executive Board upon less than two (2) weeks prior notice and such notice must state the nature of the business to be conducted at such special meeting with reasonable specificity. Such notice must be issued in accordance with Section 1 of this Article and posted on the SYSO website.

Article 11 - Amendments

These by-laws may be adopted, amended, revised or repealed by a two-thirds vote of those SYSO Board members present at a SYSO Board meeting called for such purpose where a quorum is present; provided, however, that (i) at least forty-five (45) days prior to any such vote, the proposed changes and/or additions to these by-laws shall have been announced and described in writing (the "Amendment Notice") at a SYSO Board meeting (the "Amendment Proposal Meeting"), (ii) the Amendment Notice shall have been sent to all SYSO members within 10 days of the Amendment Proposal Meeting in accordance with Article 10 of these by-laws and (iii) the proposed changes and/or additions set forth in the Amendment Notice shall have been presented for discussion at a meeting of the SYSO members called for such purpose (or at the annual meeting of SYSO members) prior to any such vote.

Article 12 – Sports Commissioners, Sport-specific By-laws and Sport-specific Boards

Section 1. Sports Commissioners

1. Sports Commissioners will be appointed by the Executive Board for the following sports programs and any that may be created in the future:

- AYSO Soccer
- Baseball
- Boys Basketball
- Boys Lacrosse
- Cheerleading
- FC Soccer
- Football
- Girls Basketball
- Girls Lacrosse
- Softball
- Wrestling

2. A Sports Commissioner shall not be a current Executive Board member.
3. All candidates who wish to be considered for a vacant Sports Commissioner position shall notify the applicable sport-specific board (or an elections committee) thereof and shall meet the Office Qualification Minimum Requirements.
4. All candidates must signify acceptance of their candidacy either in person or in writing. The applicable sport-specific board (or an elections committee established) shall meet with all interested candidates in person or via phone and after due consideration, present the proposed slate to at a meeting held by the sport-specific board, such meeting to be held no later than by the end of November; provided, however, that, unless a candidate fails to meet the Office

Qualification Minimum Requirements, each person who has expressed an interest in running for a Sports Commissioner position shall be presented.

5. All SYSO members shall have the right to submit objections or other comments to the applicable sport-specific board and, to the extent provided for in any sport-specific by-laws, shall have the right to conduct a vote on the candidates for Sports Commissioner of the applicable sport. All objections and comments submitted, and if applicable the results of the vote of the Sport-specific Board, shall be provided to the Executive Board for consideration. In addition, the sport-specific board for such sport shall vote on the candidates for such Sports Commissioner position and shall submit the results of any such vote to the Executive Board prior to the Executive Board meeting held in January where such Sports Commissioner shall be appointed.
6. Sports Commissioners will be required to attend an organizational meeting with the Executive Board upon their appointment.
7. Sports Commissioners will be required to conduct program registration, collect all registration fees and submit same to the Treasurer, and supply a list of registered youth athletes to the Executive Board.
8. Each Sports Commissioner shall ensure the proper staffing of coaching personnel to adequately and properly carry out the policies and goals of SYSO, as set forth in these by-laws and further clarified and defined by the Executive Board from time to time.
 - a. The Sports Commissioner shall also take all reasonable steps to ensure that each coach in such Commission's sport understands the goals and coaching policies of SYSO and the coaching guidelines of that activity.
 - b. Coaches should be thoroughly instructed as to their obligations as coaches
9. Sports Commissioners will be required to provide a Sports Commissioner's report (progress, enrollments, etc.) at each regularly scheduled meeting of the SYSO Board.
10. Prior to the beginning of each season in which a Sports Commissioner's sport shall be played, each Sports Commissioner shall be required to supply a program outline to the Executive Board highlighting the following areas:
 - a. The person primarily responsible for the allocation of field (and/or facility) usage for such sport and all Field (and/or facility) usage and requirements
 - b. Number of teams and age group pairings
 - c. Length of season and number of games
 - d. Method of team selection to ensure team parity
 - e. Minimum playing time for each participant
 - f. All other rules of play for specific sports
 - g. Upon the completion of a season in which a Sports Commissioner's sport shall be played, the Sports Commissioner will be responsible for the following:
 - i. Collection and inventory of all equipment and uniforms
 - ii. Submission of inventory counts to the Executive Board
 - iii. Submission of an expenditure account to the Executive Board, including registration fees and a statement of any such fees that were paid to the Town of Somers
11. Sports Commissioners must be available to attend meetings as reasonably required.

Section 2. Sports Programs

1. Each SYSO sports program shall be operated as though it is a separate division of SYSO and, as such, each sports program shall have separate governing bodies and procedures; provided, however, that ultimate authority over each such sport shall rest in the SYSO Board and the Executive Board in accordance with these by-laws and all governing procedures adopted by any SYSO sports program shall be consistent with these by-laws.
2. Each Sports Commissioner shall use his/her best efforts to form a sport-specific board of volunteers numbering (including the Sports Commissioner) from 3 to 7 individuals, and this sport-specific board (inclusive of the Sports Commissioner) shall oversee and run both the strategic long-term initiatives of the applicable sports program and the short-term, day-to-day requirements

- of such sports program.
3. The Sports Commissioner shall have the power and authority to select the initial sport-specific board; provided, however, that
 - a. the term and appointment of subsequent board members shall be governed by the sport-specific by-laws and
 - b. each appointee must have demonstrated and provided consistent and significant service to the sport over the years.
 - c. If any dispute should arise regarding the initial selection of the sport-specific board, such dispute shall be heard and resolved by the Executive Board. No SYSO member may serve as both (a) a member of the Executive Board and also (b) either a Sports Commissioner or a sport-specific board member at the same time.
 4. Once formed, the sport-specific board shall create and adopt a set of sport-specific by-laws that shall govern the operations of such SYSO sports program; provided, however, that the sport-specific by-laws shall not conflict with any provisions of these by-laws, and all conflicts (if any) shall be resolved in favor of these by-laws. The sport-specific by-laws may be tailored to meet the specific needs of the sport, however, each set of sport-specific by-laws must include and/or address the following items (the "Minimum Requirements"):
 - a. Governance: The sport shall be governed by a sport-specific board as described herein. While the Sports Commissioner shall maintain ultimate authority over the sport (vis-à-vis the sport-specific board), there must be a reasonable dispute resolution mechanism for situations where a significant majority of sport-specific board members disagree with a Sports Commissioner's decision. Ultimate authority over any such dispute shall be reserved to the Executive Board.
 - b. Succession: The term of each sport-specific board member (including the Sports Commissioner) must be set forth in the sport-specific by-laws.
 - i. The maximum term may not exceed 4 years; however, the sport-specific by-laws may provide for one or more reasonable extensions of term if such extension(s) would benefit the sports program.
 - ii. The appointment of a successor Sports Commissioner shall be subject to the provisions of these by-laws.
 5. If a sport is subject to the by-laws of a national organization (e.g., AYSO), the by-laws of the national organization may satisfy the requirements of this section only if they include the Minimum Requirements; provided, however, that, if they do not include the Minimum Requirements, then the Sports Commissioner and board of such sport shall adopt the Minimum Requirements as a condition to such sport's inclusion within SYSO; and, provided further, that, as a condition to such sport program's inclusion within SYSO, the sport is obligated to and shall remain subject to the provisions of these by-laws and all conflicts (if any) between such sport program's by-laws (including the by-laws of AYSO) and these by-laws shall be resolved in favor of these by-laws unless otherwise agreed to in writing by the Executive Board.
 6. The formation of a sport-specific board and adoption of sport-specific by-laws must occur within 120 days after the date that these by-laws were first adopted by SYSO (the "deadline"), January 9, 2015.
 7. If any SYSO program fails to select a sport-specific board and submit sports-specific by-laws on or before the deadline, the Executive Board shall have the power and authority to select a sport-specific board for such sport and to impose sport-specific by-laws for the governance of such sport.
 8. All proposed amendments to any adopted sport-specific by-laws must be submitted to the Executive Board for review, and shall be subject to the receipt of the Executive Board's approval.

Article 13 – Other Matters

1. The fiscal year of SYSO shall be fixed and shall be subject to change by resolution of the Executive Board. Initially, the fiscal year of SYSO shall be the calendar year.
2. Except as otherwise directed by the SYSO, each member of the SYSO Board, each member of the Executive Board, each member of any Committee and each officer of SYSO made a party to an action or proceeding, whether civil or criminal, by reason of the fact that he or she is or was a member of the SYSO Board, member of the Executive Board, member of any Committee of SYSO shall be indemnified by SYSO to the full extent permitted by law.
3. SYSO shall obtain such insurance as the Executive Board shall from time to time determine to protect SYSO against losses caused by the fraudulent or dishonest acts of any member of the SYSO Board, member of the Executive Board, member of any Committee or officer or employee of SYSO, to reimburse SYSO for any obligation incurred pursuant to Article 13, Section 2, and to indemnify member of the SYSO Board, member of the Executive Board, member of any Committee or officer of SYSO under circumstances permitted by law.
4. The Executive Board may authorize any officer or officers, agent or agents of SYSO, in addition to the officer so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of SYSO, and such authority may be general or confined to specific instances.
5. All checks, drafts, or orders of payment of money, notes or otherwise evidences of indebtedness issued in the name of SYSO shall be signed by such officer or officers, agent or agents of SYSO and in such manner as shall from time to time be determined by resolution of the Executive Board. In the absence of such determination by the Executive Board, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of SYSO.
6. All funds of SYSO shall be deposited from time to time to the credit of SYSO in such banks, trust companies, or other depositories as the Executive Board may select (each, a "SYSO Approved Account"). No funds relating to SYSO sport may be deposited, maintained, credited or otherwise kept in cash or in any account or in any other form other than in a SYSO approved account.
7. The Executive Board may accept on behalf of SYSO any contribution, gift, bequest, or devise for the general purposes, or for any special purpose of SYSO.
8. In pursuance of and not in limitation of the general powers conferred by law, and the objects and purposes herein set forth, it is expressly provided that SYSO shall also have the power to do all such acts as are necessary or convenient to attain the objects and purposes herein set forth.