

Somers Youth Sports Organization - FC Somers

(SYSO FC Somers)

BY-LAWS

Article 1 – SYSO

SYSO FC Somers is a “sport” referenced under Article 12, Section 1 of the by-laws of the Somers Youth Sports Organization (such organization being hereinafter referred to as “SYSO” and such bylaws being hereinafter referred to as the “SYSO by-laws”). Capitalized terms used herein and not otherwise defined herein shall have the respective meanings ascribed to such terms in the SYSO by-laws.

Article 2 – Purpose and Playing Policy

The main purpose of SYSO FC Somers is to organize, promote, and administer a high-level and competitive travel soccer program open to all. Our stated goals are to encourage participation for all, to offer athletic instruction, and to promote enjoyment and safety of and for the children registered in the SYSO FC Somers program. The said purposes are to be conducted all without pecuniary profit and shall in no way involve political or religious considerations. SYSO FC Somers has adopted a playing policy attached hereto as Exhibit A (the “Playing Policy”), and the FC Somers Board (as hereinafter defined) shall have the power and authority to update the Playing Policy from time to time.

Article 3 – By-Laws

These by-laws are intended to be the “sport-specific” by-laws relating to SYSO FC Somers under Article 12, Section 10 of the SYSO by-laws. These by-laws are intended to provide general guidelines for the governance, activities, operations and goals of SYSO FC Somers and shall provide basic rules of conduct for the President and other members of the FC Somers Board (as defined herein; each member of the FC Somers Board (including the President) shall hereinafter be referred to as “Directors”), as well as all officers, representatives and volunteers assisting with SYSO FC Somers, and the FC Somers Board shall be authorized to adopt rules, regulations and operating procedures to execute the business of SYSO FC Somers, provided that no such rule, regulation or operating procedure may contravene an express provision of these bylaws. Notwithstanding the foregoing or anything else contained herein, these by-laws shall remain subject and subordinate to, and shall not be interpreted or otherwise construed as being superior to (or in conflict with), the SYSO by-laws, and no provision hereof and no rule, regulation or operating procedure promulgated by the FC Somers Board may contravene a provision of the SYSO by-laws or any rule, regulation or operating procedure adopted pursuant to the SYSO by-laws.

Article 4 – Rights to Volunteer and Mediation

1. Right to Volunteer

- a. Each member of SYSO who has registered his/her child in a SYSO FC Somers program during the current year (a “FC Somers Parent”) shall have the right to volunteer to assist with the SYSO FC Somers program. Any FC Somers Parent desiring to volunteer shall check the box (if provided) indicating so while registering his/her child for a SYSO FC Somers program and/or

shall notify the coach (or other FC Somers Volunteer (defined below)) leading his/her child's particular team (or activity) in writing via email (or otherwise).

b. Volunteer opportunities exist on and off the field, including, without limitation, opportunities relating to coaching (both head coach and assistant coach), health and safety, equipment coordination, field preparation, facility procurement, uniform coordination, insurance, scheduling, field allocations and many other positions, and it is expected that FC Somers Parents, to the extent practically possible, will become FC Somers Volunteers and fill all such positions as and when needs arise as determined by the FC Somers Board.

c. If any FC Somers Parent desires to volunteer and assist with the SYSO FC Somers program and feels that his/her request has been denied, s/he should notify the FC Somers Board in writing via email (or otherwise) immediately and, if the situation is not addressed by the FC Somers Board to his/her satisfaction, shall have the right to pursue his/her remedies in accordance with Article 4, Section 3 of the SYSO by-laws.

d. A "FC Somers Volunteer" means a Sport-specific Volunteer who the FC Somers Board has determined provides regular, consistent and substantial services to the SYSO FC Somers program during the current year and whose name is listed as such as a Sport-specific Volunteer for SYSO FC Somers on the SYSO web site (or on the SYSO FC Somers web site). A FC Somers Volunteer may also be a FC Somers Parent.

e. Any person who has volunteered previously with FC Somers, and has completed at least one full term in good standing, is eligible to continue to volunteer when their child exits the program.

f. In the event, there are insufficient volunteers, the FC Somers Board may charge members an annual fee to offset the costs of hiring paid providers and to otherwise encourage volunteers by waiving such fee if a Member does volunteer work for the FC Somers program or, to the satisfaction of the FC Somers Board, volunteers for another SYSO program or the Executive Board or one of its committees.

2. **Mediation Process.** In the event that a FC Somers Parent has a dispute relating to the SYSO FC Somers program, s/he shall first use diligent efforts to resolve the issue with the applicable coach (or leader of the activity). If the FC Somers Parent is not satisfied with the results of such action, s/he shall draft a summary of his/her complaint and submit a written request for consideration of the complaint to the FC Somers Board, and the FC Somers Board shall address the matter and respond to the FC Somers Parent in a reasonable period of time. If the FC Somers Parent is not satisfied with the result after appealing to the FC Somers Board, then the FC Somers Parent shall have the right to seek a mediation of the dispute in accordance with the SYSO by-laws.

Article 5 - Meetings

1. There shall be an annual meeting of the FC Somers Parents and the FC Somers Board (the "Annual FC Somers Meeting") publicized by announcement and held in Somers, New York, at a place and at a time to be determined by the FC Somers Board, and notice of the meeting shall be sent to all FC Somers Parents via email and posted on the SYSO FC Somers website at least 15 days before the meeting and sent to the SYSO Executive Board; provided, however, that the Annual FC Somers Meeting shall be scheduled for the first Tuesday in June, and, in the event of a conflict, shall be held at the earliest possible date thereafter.
2. The Annual FC Somers Meeting shall be organized and run by the FC Somers Board, and the purposes of the meeting shall be as follows:

- a. to review the past season;
- b. consider amendments, additions, revisions and deletions to these by-laws;
- c. to answer questions raised by any FC Somers Parent during a public comment session;
- d. to announce needs for various volunteer positions for the following year;
- e. to select Directors, including a Director to serve as President (if necessary), in accordance with Article 8 hereof;
- f. to answer questions and consider issues that may be raised by any FC Somers Parent; and
- g. to address any other matter that the FC Somers Board elects to address.

3. The FC Somers Board shall hold meetings every two (2) months, at times and locations determined by the FC Somers Board, provided that additional meetings may be held as needs arise. All meetings shall be held in Somers, New York, or virtually, unless a different location is unanimously agreed to by the FC Somers Board. Except for the Annual FC Somers Meeting, all meetings of the FC Somers Board shall be closed to non-Directors except for persons invited to attend by the FC Somers Board.
4. Special meetings of the FC Somers Board may be called by or at the direction of the FC Somers President or by a majority of the Directors, and notice of such meeting shall be sent to all Directors (and invited guest(s), if any, via email). Any requirement of furnishing a notice shall be deemed waived by any Director 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. Except as hereinafter provided, a majority of the Directors serving on the FC Somers Board shall constitute a quorum. Except as herein otherwise provided, the act of the FC Somers Board shall be the act, at a meeting duly assembled, by vote of a majority of the Directors serving on the FC Somers Board present at the time of the vote, a quorum being present at such time.
5. Any one or more Directors may participate in a meeting of the FC Somers Board 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.
6. Any action required or permitted to be taken by the FC Somers Board may be taken without a meeting if a majority of Directors consent in writing to the adoption of a resolution authorizing the action.
7. Minutes of the Annual FC Somers Meeting are to be made public by posting on the SYSO FC Somers web site; provided, however, that the FC Somers 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. Prior to the start of each year, each team shall have a meeting with the team's trainer and a FC Somers Board member to discuss the expectations for the team for the upcoming year.

Article 6 – SYSO FC Somers Board

1. Subject to the terms and provisions of the SYSO by-laws, the SYSO FC Somers program shall be managed by the FC Somers Board, which shall consist of seven (7) appointed Directors, each of whom has one (1) vote. Unless otherwise provided in these by-laws, the FC Somers Board (and persons designated by the FC Somers Board, solely to the extent of such designation) shall have full power and authority to act on behalf of, and bind, the SYSO FC Somers program in all matters. The FC Somers Board shall act by majority vote of the Directors present at any SYSO FC Somers Board meeting where a quorum is present, or otherwise as provided in Article 5, Section 6 of these by-laws. Directors shall serve without compensation.

2. Except as provided in Section 6 of this Article, the term of each member of the FC Somers Board shall be measured from July 1 of the year of his/her appointment. The term of the President, who shall also be President and Chairman (presiding over all meetings unless absent), shall be two (2) years, subject to the annual review procedure of the SYSO by-laws. The term for all other members of the FC Somers Board shall be two (2) years.
3. On the effective date (August 1, 2022) of these by-laws, the FC Somers Board shall be populated as follows: Lisa Mazzella (President and Registrar), , Mark Hopper (Vice President, Treasurer, and Tryouts), Vicki Durso (Secretary), Ben Williams (Fields), Ed Carroll (Health & Safety), Ernie Goodwin (Legal), and Amanda Miale and. Notwithstanding the provisions of Section 2 of this Article, the terms of these Directors shall expire as follows: (i) on July 31, 2023 - Ernie Goodwin, Mark Hopper, and Vicki Durso(ii) on July 31, 2024 - Amanda Miale, Lisa Mazzella, Ben Williams, and Ed Carroll
4. In January of each calendar year (and throughout the year as and when the FC Somers Board deems necessary), the FC Somers Board shall appoint officers and fill any other position that the FC Somers Board determines may be necessary; provided, however, that upon the adoption of the 2022 Amendment of these by-laws, the following individuals shall serve as officers of SYSO FC Somers and hold the following titles: Lisa Mazzella, President;; Vicki Durso, Secretary; and Mark Hopper, Treasurer; and, provided further, that the office of President shall be selected in accordance with Article 8 hereof and the positions of Secretary and Treasurer must be held by a Director.
5. The FC Somers Board shall have full power and authority to remove any officer or other person serving the SYSO FC Somers program by majority vote; provided, however, that the removal of any Director shall require the affirmative vote of five (5) Directors; and, provided further, that any Director who fails to attend three (3) or more regularly scheduled meetings of the FC Somers Board shall be deemed removed from the FC Somers Board unless all other Directors then serving on the FC Somers Board vote in favor of reinstatement.
6. In the event of a vacancy on the FC Somers Board, the President shall be authorized to nominate a replacement to serve the remainder of the unexpired term. Said replacement shall be appointed to the FC Somers Board unless, following a period of review and comment by the FC Somers Parents, a majority of the remaining members of the FC Somers Board (not including the President) votes against his/her appointment (in which case the President shall nominate another replacement, again subject to the approval of the remaining members of the FC Somers Board, following a period of review and comment by the FC Somers Parents). The aforementioned period of review and comment shall commence on the date that notice of the nomination (which shall include the nominee's name and a brief summary of his/her background, as pertinent to his/her prospective membership on the FC Somers Board) is furnished to the FC Somers Parents, and shall conclude on a date to be set forth in the notice, which date shall be not less than two (2) weeks after the date that notice is furnished.

Article 7 – Duties of the Officers

1. The **President** shall preside over all meetings of the FC Somers Board and, in the absence of the Secretary, shall appoint a secretary of any such meeting. S/he has the power to sign and execute alone in the name of SYSO FC Somers all contracts authorized either generally or specifically by the FC Somers Board, unless the FC Somers Board shall specifically require an additional signature. The President shall perform all the duties incident to the position of President under the SYSO by-laws. In addition, the President shall perform such other duties and have such other

powers as the FC Somers Board may from time to time prescribe. The FC Somers Board shall have full power and authority to appoint the President, subject to the SYSO by-laws.

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. In the event that the President resigns or is removed from office, the Vice President shall immediately become the Vice President unless and until the FC Somers Board shall appoint another member of the FC Somers Board to serve as President.
3. The **Secretary** shall attend and keep the minutes of all FC Somers Board meetings and maintain current lists of all officers and other FC Somers Volunteers. The Secretary shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the FC Somers Board, and shall perform such other duties as shall from time to time be assigned by the FC Somers Board.
4. The **Treasurer** shall have general supervision over and custody of all fees and other amounts collected by SYSO FC Somers, have charge of all funds, pay bills upon approval of the FC Somers Board (provided, that no FC Somers Board approval shall be required in order for the Treasurer to pay any routine and customary bills of SYSO FC Somers and/or any bills for amounts under \$500), and maintain receipts for same. The Treasurer shall report all receipts and expenditures and outstanding debts on a periodic basis as deemed necessary, shall keep full and accurate accounts of all receipts and disbursements of SYSO FC Somers, shall deposit or cause to be deposited all funds and securities of SYSO FC Somers in the name and to the credit of SYSO FC Somers in accordance with the SYSO by-laws and shall present periodic financial statements to the FC Somers Board at its regular meetings. The Treasurer shall also be responsible for working with the Treasurer of SYSO on all matters relating to funds and accounts allocated to SYSO FC Somers. In addition, the Treasurer shall perform all duties incident to the position of Treasurer, subject to the control of the FC Somers Board, and shall when required, give such security for the faithful performance of his or her duties as the FC Somers Board may determine.
5. Officers shall be appointed pursuant to the provisions set forth in Article 6, Section 5 of these bylaws and may be removed in accordance with the terms set forth in Article 6, Section 6 of these by-laws.
6. The FC Somers Board shall determine the number and titles of officers needed in addition to the officers listed in Sections 1 through 4 of this Article 7.
7. A Director may hold more than one title or office, except that the President shall not also serve as Treasurer.
8. No officer of SYSO shall be entitled to receive a salary for services rendered to the SYSO as an officer.
9. No person holding the office of President, Vice President, Secretary or Treasurer, or otherwise serving as a Director, shall serve as an officer or director of another SYSO sports program or be an officer or director of the SYSO Executive Board.

Article 8 – Nominations and Elections

1. Each year, on or before April 15, the FC Somers Board shall send a notice to all FC Somers Parents seeking volunteers to serve on an election committee (the "FC Somers Election Committee") that will assist the FC Somers Board with the appointment of a President (if applicable) and the three (3) FC Somers Board member positions whose terms will expire on June 30 of that year. FC Somers Parents shall have at least one (1) week to respond to the notice. The FC Somers Election Committee shall consist of three (3) individuals, two (2) of whom are FC

Somers Parents but neither current nor former members of the FC Somers Board (the “unaffiliated members”), and one (1) of whom shall be a current or former member of the FC Somers Board; provided, however, that if there are less than two (2) willing volunteers for the unaffiliated member positions, then said position(s) shall be filled by current or former members of the FC Somers Board. Subject to the preceding sentence, the FC Somers Board shall appoint members of the FC Somers Election Committee; provided, however, that, if more than two (2) qualified individuals desire to serve as unaffiliated members of the FC Somers Election Committee (the “Parent Candidates”), the FC Somers Board shall hold a special meeting to which all FC Somers Parents shall be invited (the “FC Somers Parent Election Meeting”). At the FC Somers Parent Election Meeting, the Parent Candidates shall have an opportunity to elect two (2) representatives by a plurality vote. If, by the end of the FC Somers Parent Election Meeting, the Parent Candidates are unable to finally decide on two (2) candidates as provided above, then the FC Somers Board shall select the two (2) Parent Candidates.

2. Each year, on or before May 1, the FC Somers Election Committee shall send a notice to all FC Somers Parents announcing the upcoming appointments to be made at the June Annual FC Somers Meeting and shall solicit willing candidates for each such position. Such notice shall specify the email addresses by which to contact the FC Somers Election Committee and the FC Somers Board and a reasonable deadline by which to respond. A FC Somers Parent who desires to run for a particular position must notify both the FC Somers Election Committee and the FC Somers Board of his/her desire to be considered a candidate for such position on or before the stated deadline.
3. After receipt of all responses regarding candidacy, the FC Somers Election Committee and the FC Somers Board shall meet to discuss the various candidates and consider whether to seek additional candidates for the open positions. Potential candidates may include current Directors, and all candidates for President must meet the Office Qualification Minimum Requirements. Once the prospective slate of candidates is established, each candidate will be invited to provide the FC Somers Election Committee with a written statement as to why such candidate should be considered for the open position (limited to 300 words). The FC Somers Election Committee shall cause all candidate statements to be posted on the SYSO FC Somers web site at least fourteen (14) days prior to the Annual FC Somers Meeting.
4. At the Annual FC Somers Meeting, the candidates for each position shall be presented and each person’s candidacy shall be considered. Each FC Somers Volunteer in attendance shall have the right to comment on each person’s candidacy and to submit a written comment, if so desired, and all such written comments shall be collected for the record.
5. After a reasonable period of comment and consideration (including a recess during which the FC Somers Board may meet in executive session along with the FC Somers Election Committee), but prior to the end of the Annual FC Somers Meeting, the FC Somers Board shall appoint the Directors and President (if applicable) for the upcoming year. If a majority of FC Somers Volunteers present disagree with the FC Somers Board’s decision regarding the appointment of President, such FC Somers Volunteers shall have the right to submit notice of their disagreement to the Executive Board for consideration in accordance with Article 12, Section 1 of the SYSO by-laws.
6. The selection of President shall remain subject to the SYSO by-laws, including, without limitation, Article 12, Section 1 thereof.

Article 9 – Notices

Any notice to a FC Somers Parent shall be deemed duly given if sent to the e-mail (or e-mails) listed on such person's profile saved in League Apps (or other registration program then in use by the SYSO FC Somers program) and, in addition, such notice shall also be posted on the SYSO FC Somers website.

Article 10 - Amendments

These by-laws may be adopted, amended, revised or repealed by a vote of six (6) Directors at any FC Somers Board Meeting; provided, however, that (i) notice of the by-laws must first be sent to all FC Somers Parents at least 60 days prior to a FC Somers Board Meeting (the “Amendment Notice”), (ii) the proposed by-laws set forth in the Amendment Notice shall have been presented for discussion at an FC Somers Board Meeting and (iii) no such vote of the FC Somers Board shall occur until at least 30 days after the FC Somers Board Meeting during which the Amendment Notice was discussed; provided further, however, that if the FC Somers Board unanimously decides that the adoption, amendment, revision or repeal of these by-laws is required by law or on an emergency basis, it shall have the power and authority to schedule, on not less than ten (10) days notice, a special meeting of the FC Somers Board to which all FC Somers Parents shall have the right to attend, and, during such meeting, such amendment, revision or repeal and be discussed, considered and voted upon by the FC Somers Board in a session open to all FC Somers Parents. Notwithstanding the foregoing, all additions, amendments, revisions, repeals and other modification to these by-laws shall be submitted to the Executive Board for approval consistent with the provisions of Article 12, Section 11 of the SYSO by-laws.

Article 11 – Other Matters

1. Except as otherwise directed by SYSO FC Somers, each member of the FC Somers Board, each officer of SYSO FC Somers and each FC Somers Volunteer 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 FC Somers Board, an officer of SYSO FC Somers, or a FC Somers Volunteer shall be indemnified by SYSO FC Somers to the full extent permitted by law.
2. The FC Somers Board may authorize any officer or officers, agent or agents of SYSO FC Somers, 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 FC Somers, and such authority may be general or confined to specific instances.
3. All funds of SYSO FC Somers shall be handled in accordance with the SYSO by-laws.

EXHIBIT A

FC Somers Playing Policy

FC Somers' mission is to educate and train players in a positive high-level and competitive environment. The club promotes sportsmanship, integrity, leadership, self-discipline and character development by stressing the technical, tactical, physical, and mental components of the game of soccer.

Sportsmanship and team spirit are as important to us as being a highly-skilled, competitive player. We strive to create a positive environment based on mutual respect, and our program, aided by the WYSL Sportsmanship Program, is designed to instill good sportsmanship.

Encouragement of player effort provides for greater enjoyment for the players and leads to better-skilled and better-motivated players. We require that coaches create a positive experience for every player.

We believe that our players should be able to develop their soccer skills and knowledge to the best of their abilities, both individually and as members of a team.

Teams are created based on skill, and they are entered/seeded in the appropriate division.

Playing time will be based on a player's commitment, skill level, and considerations for the team's competitiveness. However, please note that a player's playing time may be affected by his/her failure to:

- arrive to practice and games promptly at the time directed by the Professional Trainer/Coach;
- be committed to the team, which means attending practices and games as a high priority;
- timely remit club and team fees; and
- behave respectfully to teammates, coaches, opposing players and officials at practices and games, and refrain from being disruptive.

Team Construction

Tryouts, which are held each spring, are open to all. FC Somers is committed to accommodating all Somers players with the ability, skills, commitment and attitude to participate in a high-level and competitive travel soccer club. If a Somers resident is not selected for his/her desired team, that Somers resident will be afforded an opportunity to play soccer through one of more of (i) FC Somers via participation in team training for a FC Somers team, (ii) weekly skills training as offered by FC Somers, (iii) through SYSO to participate in AYSO (town soccer with some inter-regional competition) or (iv) JV/Varsity soccer at the high school level high school age participants.

FC Somers is structured and managed to provide a high-end soccer experience to Somers residents, but non-residents of Somers are eligible to participate when, in the judgment of the FC trainers and Board, non-resident participants are needed to complement the level of play for a particular team. Somers residents will be given preferential opportunity to participate; if, based on the assessment of trainers and evaluators, a Somers resident and a non-Somers resident are competing for a roster and they are assessed as competing at a similar level of play, that roster spot shall be given to the Somers resident. However, in order to maintain a high-level and competitive environment, FC Somers teams can use up to fifty (50)% non-Somers residents on their rosters. In addition, if necessary, a FC Somers team may roster more than fifty (50)% non-residents if every Somers resident who tries out makes that team and there are still not enough players to complete a roster.

In order to promote to our philosophy, the club places great emphasis on the following:

- Long-term development of all players

- Provide an opportunity for our players to participate at all levels of play, including local, regional and national travel and the premier level
- Conducting age-appropriate training sessions during the course of the year directed by certified and licensed coaches
- Offering a year-round program for both fall and spring seasons, and winter training for all players under the direction of licensed coaches
- Encouraging our coaching staff to further their soccer education