

**HILTON PARMA
YOUTH SOCCER,
INC. dba Hilton
Sparks**

Youth Soccer

BYLAWS

association, or upon the member's expulsion by the Board. On termination of membership, any right, title, or interest of the member in or to the property and assets of the association shall cease.

4. Suspension and Expulsion of Members:

- a. Grounds for Suspension or Expulsion: Any member may be suspended or expelled from the Hilton Sparks for willful infractions of the Hilton Sparks rules or of any bylaw, or for acts of conduct that the Board may deem disorderly, injurious, or hostile to the interests or objectives of the Hilton Sparks. The Board must give notice to such offending member of the proceedings against him or her and he or she is provided an opportunity to be heard in their own defense. No person who has been expelled from the Club may have a new membership considered for a period of less than two (2) years. Reinstatement must go before the Executive Board.
- b. Initiation of Suspension or Expulsion: Proceedings under this section shall be initiated by resolution of the Board or on complaint against any member signed by ten (10) other members and filed with the Secretary. On adoption of the resolution or receipt of the complaint, as the case may be, the Board shall schedule the matter to be heard at the first regular, or a special, meeting of the Board. The secretary shall deliver to the accused member, at least five (5) days prior to the date of the hearing, a copy of the time and place of hearing.
- c. Hearing: The President shall preside at such hearing and shall read the charges against the accused member. Such member shall be allowed to make a statement in his or her own behalf, question opposing witnesses, and call witnesses on his or her own behalf.
- d. Determination of Hearing: The Board may, by the affirmative vote of a majority of its members, request the offending member to resign or may suspend or expel the member. Should he or she decline to resign following such request, the Board shall strike the member's name from the rolls.
- e. Proceedings: All such proceedings shall be in compliance with the requirements of US Youth Soccer, the USSF and the NYSWYSA.

5. Meetings

- a. Annual Meeting: The Annual Meeting of the Hilton Sparks for the election of the members of the Board and the transaction of the general business of the Club shall be held during the month of November at a time and place to be determined by the Executive Board. Notice of the Annual Meeting, including starting time, location and agenda shall be communicated to the membership no less than ten (10) days in advance thereof.
- b. Special Meetings: Special meetings may be called at any time by the President or by the President on written request of a majority of the Board or at least 10% of the entire membership of the Club. In the absence of the President, the Vice-President or Secretary may call the meeting. Ten (10) days' notice of any special meeting must be given to the members of the Hilton Sparks. The notice must state the starting time, location and agenda of the meeting. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting, provided that those present constitute a quorum.
- c. Quorum: The presence of at least 10% of the voting members shall constitute a quorum at meetings of the Hilton Sparks. Each board member is entitled to one vote and must be present to vote. There shall be no absentee ballots or proxies allowed.
- d. Parliamentary Procedure: Robert's Rules of Order shall procedurally govern all meetings and proceedings of the Hilton Sparks.

Article III - Executive Board

1. **The Executive Board as Governing Body:** An Executive Board shall govern the organization. The Board shall have the power to adopt such policies and authorize such actions as it shall determine to be appropriate for the furtherance of the stated purposes of the association. It shall be subject only to such limitations as may be contained in its Bylaws, the laws of the United States, or the laws of the State of New York.
2. **Composition and Term of Service:** The Executive Board shall consist of all the Club officers plus no more than three (3) Delegates-at-Large. Delegates-at Large shall have full voting rights and be responsible for tasks as deemed appropriate by the Officers of the Club. Each fiscal year the Officers of the Hilton Sparks shall determine the exact number of delegates-at-large prior to the Annual Meeting. The term of all Board members shall be two (2) years, with the term commencing on November 1 and ending on October 31. The President and Treasurer shall be elected in odd-numbered years, and the Vice President and Secretary, and any Delegate(s)-at-Large shall be elected in even-numbered years.
3. **Election to the Board:** The Vice-President, or in his/her absence, such person as designated by the President, shall supervise the election of the Board held at the Annual Meeting. All votes are to be cast on an official ballot prepared by the Vice President. A plurality of votes cast will be required to elect. A person may be nominated from the floor at the annual Meeting. Vacancies occurring on the Board will be filled until the next annual election by vote of the remaining members of the Board.
4. **Nominating Committee:** A Nominating Committee shall be formed at the summer Board meeting. The committee shall be chaired by the Vice-President and shall consist of two (2) additional members. Selection of the additional members shall be by blind draw from those interested. They shall present a full slate at the October Board meeting. All nominations will be accepted.
5. **Management of the Hilton Sparks Property:** Property of the association may be used in accordance with the directions of the Board. The Board shall not incur any debt or liability, or any combination of debts or liabilities, exceeding the net assets of the association. All disbursements of Club funds shall be by check or debit card which shall be signed by the Treasurer and either the President, or the Vice-President if in an amount exceeding \$500 and by the Treasurer if in an amount of \$500 or less.
6. **Insignia, Colors, Badges and Flags:** The Board may adopt insignia, uniform styles, colors and emblems, and flags for the Club, as it deems suitable.
7. **Signatures on Contracts and Formal Documents:** Contracts and formal documents will be signed by an officer of the Club, or by two of its members whom the Board shall designate.
8. **Meetings of the Board of Directors:**
 - a. Regular Meetings: Regular meetings of the Board shall be held monthly on a day deemed most suitable by the Executive Board (except August and September) - at a time and place designated by the Board. The President shall set the agenda for all regular meetings.
 - b. Special Meetings: The President or a majority of the Executive Board may call a special meeting of the Board at any time. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting, provided that those present constitute a quorum.
 - c. Notice of Meetings of the Board: The Secretary, or the person or persons calling the meeting, shall notify all Board members of the date, time, place and agenda for all regular and special meetings at least ten (10) days in advance of the meeting.
 - d. Quorum: A simple majority of the Board members shall constitute a quorum for the transaction of business at all meetings of the Board.
 - e. Attendance: Any member of the Board who is absent from three (3) consecutive meetings without justifiable excuse may be removed from the Executive Board and any office held by a two-thirds majority vote of the Board, provided notice of such action is furnished according to Bylaw III, 8c.

Article IV – Officers and Duties

1. **Designation of Officers:** The Officers of the Club shall be the President, Vice-President, Treasurer, and Secretary.
2. **President:** The President shall be the Chief Executive Officer of the Club, shall preside at all meetings and create all committees, shall appoint chairpersons to all committees within the Club, shall oversee the daily operation and running of the Club. The President may co-sign approved checks with the Treasurer.
3. **Vice-President:** The Vice-President shall perform the duties of the President in his/her absence, and shall also work with the President on such affairs of this organization as Intra-Club tournaments or play, league participation, and public relations. He/she shall perform such other duties as are usual to the office or as requested by the President. He/she may co-sign approved checks with the Treasurer, shall supervise the Board elections at the Annual Meeting and serve as the chair of the Nominating Committee.
4. **Secretary:** The Secretary shall record the minutes of all meetings, keep records of those present, and supervise correspondence. He/She shall be responsible for past minutes and submit copies of the minutes of all Board meetings to the Board members before the next meeting. Board minutes will be available to members of the Club, after being accepted by the Board. Minutes of membership meetings will be made available. All minutes and changes must be dated and housed permanently. The Secretary shall be responsible for the distribution of team rosters and player passes, and may, at his or her own discretion, appoint an assistant (non-board position). The Secretary shall maintain a copy of current Bylaws and Robert's Rules of Order at all meetings.
5. **Treasurer:** The Treasurer shall collect all dues and registration fees, shall be responsible for the deposits of all monies of the Club in a bank account authorized by the Executive Board, shall keep detailed accounts of the income and expenditures of the Club, shall submit monthly reports at each regular meeting as well as quarterly reports, and shall pay all bills approved by the Club. The

Article V – Amendments

1. These Bylaws may be amended by the Executive Board at any two consecutive regular Board meetings by a two-thirds vote of the entire Board. Amendments made by the Board must be reported to the membership of the Club at the annual Meeting. These Bylaws may also be amended by a two-thirds vote of the membership present at an Annual Meeting. A notice of a proposed amendment must be included with the notice of a meeting, as per Bylaw II, 5a or Bylaw III, 8c.
2. The Bylaws shall be reviewed on a regular basis at least every 2 years. The committee shall be chaired by a person appointed by the President and shall additionally consist of a minimum of two other members, but limited to a total maximum of 5 members.

Article VI - Dissolution

This Club may be dissolved by the vote of a simple majority of its members. In the event of dissolution, the property of the association shall be distributed by transfer to the New York State West Youth Soccer Association, or to other such non-profit organizations as the Executive Board shall determine by resolution.