

**CONSTITUTION AND BYLAWS OF  
THE INDIAN RIVER SOCCER ASSOCIATION**

A Florida Corporation Not For Profit

Revised Date 09/01/03

**CONSTITUTION OF THE INDIAN RIVER SOCCER ASSOCIATION, INC.**

**ARTICLE I**

**NAME:**

The name of this organization shall be Indian River Soccer Association, Inc., a Florida Corporation Not For Profit, and it will hereinafter be referred to as the Association, or IRSA.

**ARTICLE II**

**PURPOSE:**

The general purpose of the IRSA or Association is and shall be to educate the public and gather support for organized soccer teams, recreation, education, participation and training in the Indian River County, Florida area. The IRSA, pursuant to its Articles of Incorporation, is organized and shall be operated exclusively for charitable, educational and scientific purposes, including the distribution to organizations that qualify as exempt organizations under section 501 (C)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any Internal Revenue Law. Specific purposes include the fostering and advancing of the cause of youth and promoting the ideas of good sportsmanship, character, honesty, loyalty, socializing and courage in the youth of the county through the organization of athletic soccer competition, and incidental or collateral training, education, events, functions and activities. IRSA shall serve, foster and advance the cause of soccer within the territory under the jurisdiction of this Association, and to oversee and protect the interests of its members.

**ARTICLE III**

**HEADQUARTERS:**

The Headquarters of the IRSA shall be located in Indian River County, Florida.

## **ARTICLE IV**

### **AFFILIATION:**

The Association shall be affiliated with, and a member of, the following organizations or their duly qualified successors, replacements or substitutions, including Florida Youth Soccer Association, (FYSA), Brevard Youth Soccer League, (BYSL), and through them be affiliated with, and a member of, the United States Soccer Federation, (US SF), and subject to all rules and regulations thereof, represent all members residing or participating within the geographical boundary lines of Indian River County, Florida.

The IRSA, subject to appropriate governing rules and regulations, may accept membership applications from outside its geographical area. The IRSA will abide by its Constitution and Bylaws by the rules, regulations, promises, ideals and general structure and concept of the

FYSA, the recommendations of the BYSL, and IRSA League rules as an affiliate member of

USSF, as said affiliations recognize or defer to FIFA.

## **ARTICLE V**

### **MEMBERSHIP:**

Membership in the IRSA shall be comprised of the following who are in good standing during the current FYSA seasonal year:

Members of the Executive Committee and Commissioners.

Registered players in the current FYSA seasonal year.

Registered coaches and assistant coaches in the current FYSA seasonal year.

Members who meet the above criteria shall be entitled to cast a vote as an “Electing Member”. Each registered player under the age of eighteen (18) is entitled to have a vote cast on that player’s behalf by a parent or legal guardian. A registered player 18 years or older must cast his or her own vote. The above conditions embrace the voting membership, however, each member may cast only a single vote with the exception of a parent or legal guardian that is voting for more than one registered

minor.

## ARTICLE VI

### EXCECUTIVE COMMITTEE:

**SAME AS BOARD OF DIRECTORS; Quorum:** The IRSA shall be governed by an Executive Committee, members of which may also be known as the association's or corporation's Board of Directors, and are intended to be the same classification and category of officers, offices and persons indicated as members of the Board of Commissioners in the Articles of Incorporation. A quorum for Executive Committee Meetings and all business shall be a majority of the current members of the Executive Committee, one of which must be the President or a Vice President; in the event the President is not present, then in order to have a quorum, a Vice President and at least one other Corporate Officer is required. The Executive Committee shall be made up of at least three, but not more than fourteen, members, pursuant to Article VII of the Articles of Incorporation.

**MEETINGS:** The executive Committee shall meet at such designated times and places as shall be established by the President; however, the Executive Committee must meet at least once a month while a soccer season is in session. The Executive Committee only, and at its sole discretion, has the exclusive authority to allow the use of proxies on such requirements, the terms and conditions as established or determined by it.

**EXECUTIVE COMMITTEE AND OFFICERS AND TERMS:** The following officers shall comprise the membership of the Executive Committee and their respective terms of office, together with the method of admission to the Executive Committee:

**CORPORATE OFFICERS:** Elected by Electing Membership:

1. President    Odd Years
2. First Vice President — Competition and Travel    Even Years
3. Second Vice President — Recreation    Odd Years
4. Secretary    Even Years

5. Treasurer    Odd Years
6. General Manager    Even Years

**EXECUTIVE COMMITTEE MEMBERS - NON-CORPORATE OFFICERS:** The President and Vice Presidents, pursuant to the Constitution and Bylaws, appoints non-corporate members subject to, and upon the approval, of the Executive Committee.

7. Registrar — Competition and Travel            Odd years
8. Registrar — Recreational    Even Years
9. Director of Commissioners — Competition and Travel    Odd Years
10. Director of Commissioners — Recreational            Even Years
11. Immediate Past President (automatic pursuant to Bylaws)    Two Years
12. Referee Coordinator            At Large
13. Representative to BYSL    At Large
14. Discretionary: At Large            Determined by terms of appointment

By way of description, the above reference is the voting membership or the voting Executive Committee.

**EXECUTIVE COMMITTEE CORPORATE OFFICERS:** The officers of the corporation and their authority to conduct the business of the Executive Committee shall correspond with that officer's authority and responsibilities as set forth in the Bylaws. The officers of the corporation are: President Vice President Vice President and Manager. By way of example, the President is the Chief Executive Officer and shall preside at official meetings and functions, and over the Executive Committee. The officers may succeed themselves once in the same office; they shall thereafter be eligible for re-election after one-year absence from the office.

**EXECUTIVE COMMITTEE VOTING: At Large Position:** A person may serve in two capacities on the Committee, provided however, no person shall hold the office of two Corporate Officers of the corporation. Provided however, and additionally, if a person serves in two capacities on the Committee, said person

shall only be allowed to cast on vote; in the event that a person is a Corporate Officer and a Non-Corporate Officer, then said Executive Committee member's vote shall be cast as an officer. In the event a person serving in the capacity of a Corporate Officer and as a Non-Corporate Officer, then upon the express recommendation of the President, with approval of the Executive Committee, the Committee may designate the existence of another "At Large" position on the Committee, and thereupon nominate, designate and approve a duly qualified member of IRSA to serve on the Executive Committee for such a time or terms as the President and Executive Committee shall specifically determine; provided however, such additional At Large appointment shall neither exceed the normal term of the Non-Corporate Officer position, nor cause the corporation to exceed more than fourteen Executive Committee members without an amendment to the Articles of Incorporation. Provided however, and additionally, no At Large Executive Committee membership shall be effective for more than one year, or the next scheduled annual election meeting, whichever shall first occur, without the Committee reviewing and approving the continuation of the At Large position and the person to serve in the position.

**ATTENDANCE:** Any Executive Committee member, including Corporate Officer, not attending three consecutive meetings without prior notification and an excuse acceptable to the Executive Committee, is subject to having his or her office declared vacant by the President or the Executive Committee, and thereupon being simultaneously removed.

**VACANCY:** Unless other wise provided in the Constitution or Bylaws, the vacancy of any corporate office or position of the Executive Committee shall be filled as provided for the appointment of a member to a position being filled or for such other shorter time as the Executive Committee shall determine. All other Non-Corporate Committee position vacancies are to be filled in the same manner as the appointment of the position.

**ELECTIONS:** Elections shall be held during the Annual Meeting. Unless otherwise specified or directed by the President or the Executive Committee, the Annual Meeting shall take place during the March meeting of the Executive Committee. A unanimous vote cast on behalf of the assembly in favor of the Nomination Committee report, or a majority vote of the Electing Membership

present, after a quorum, pursuant to Article VT-A, is required for election as a Corporate Officer and Executive Committee Member. Officers shall assume their duties and office upon being duly elected and qualified, and shall serve until their successor is duly qualified, elected or appointed to take office.

**EXECUTIVE COUNCIL:** The Corporate Officers are authorized to serve as an Executive Council for purposes of effecting, carrying out, conducting or concluding the policies, business, intentions and ongoing affairs of the Association, the need for which may arise between the regular meetings of the Executive Committee, and all such matters, business or affairs may be conducted or undertaken by the Executive Council and shall be specifically reported at the next Executive Committee meeting. A majority of the Corporate Officers, one of which must be the President, or in the absence of the President, then two of which must be Vice Presidents, is required for any action of the Executive Council.

**TRANSFERS, ACQUISITIONS AND BORROWING:** The Chairman of the Board of Directors or the President, together with the Secretary of the corporation, upon approval of the Executive Committee, are empowered to execute deeds of trust, mortgages, liens, promissory notes and to transfer, assign, pledge, lien and encumber all corporate property.

**APPOINTMENT APPROVAL:** The President and Vice Presidents, together with, and upon recommendation and approval of the Executive Committee, shall appoint the Directors of Commissioners, and all Non-Corporate Officers, and shall have approval or veto powers as to the appointment of all Non-Corporate Officers and as to all Commissioners, Committees, Committee Chairman and their actions.

**VOTING AND ELECTING MEMBERSHIP DISTINGUISHED:** The Executive Committee shall administer, run and govern all affairs of the Association, and shall constitute the Voting Membership, which is separate, apart and distinguished from the Electing Membership, which is comprised of all members of IRSA as may be defined in the Constitution, Bylaws and Rules.

**FINANCIAL RESTRICTIONS:** Single signatures are permitted for disbursements of \$500.00 or less. Two signatures are required for disbursements of over

\$500.00. Any expenditure exceeding \$500.00 must have the approval of the Executive Committee before funds are committed, with the exception of approved budgetary expenditures.

## **ARTICLE VII**

### **RULES OF SOCCER ADOPTED:**

The IRSA shall adopt general rules of soccer. It shall adopt league and game rules and policies. The general rules of soccer shall not be altered unless approved by the Executive Committee, provided any alterations or changes are not contrary to the Articles, Constitution, Bylaws and Governing authorities, and then for and to the betterment and protection of beginners, younger boys and girls and the other players in general.

## **ARTICLE VIII**

### **INDEMNIFICATION:**

Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding or settlement of any proceeding to which he or she may be apart, or in which he or she may become involved by reason of that person being, or having been, a director or officer of the corporation, whether or not said person is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. Provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such a settlement and reimbursement as being for the best interest of the corporation. The forgoing right of redemption shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled. Corporation funds may be used to purchase a policy or policies of insurance protecting the corporation, the members of the Board of Directors and the officers of the corporation against liabilities arising out of actions taken on behalf of the corporation or by reason of such person being or having been a member of the Board of Directors or an officer of the corporation.

## **ARTICLE IX**

## **ADDITIONAL CORPORATE POWERS:**

In addition to corporate powers as may be allowed by law, powers of this corporation shall be those set forth in Sections 617.021 and 616.0302, Florida Statutes, in effect on the date of incorporation, or as may be subsequently amended.

## **ARTICLE X**

### **DISSOLUTION - DISTRUBUTION:**

In the event that this corporation shall be disbanded or dissolved, and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501 (C)(3) of the Internal Revenue Code, or to the Federal Government, a state or local government or government entity or government entity unit, a public purpose or to a nongovernment entity which has a public purpose and which qualifies for exemption under Section 509 (C)(c) of the Internal Revenue Code, and none of the assets will be distributed to any member, officer or trustee of this organization.

## **ARTICLE XI**

### **HISTORICAL PRECEDENT:**

The articles, Constitution, Bylaws, Rules and Regulations of the IRSA are intended to be functional and not restrictive. The Association, from its inception and growth has undergone considerable change, including the necessity for setting out standards and guidelines through the formation, amending and updating of the Constitution, Articles, Bylaws, Rules and Regulations. It is the intent and purpose of the Corporation that in the event of a technical variance between the actual language of said standards, that the best interest of the Association prevail pursuant to the purpose of the Corporation, and that historical precedent as to the method and manner of application, interpretation and functioning of the IRSA shall be considered and accorded strong weight, consideration and factor in the event of such a divergence between historical, operational and functional precedent, and the attempt to set out and memorialize the sale in writing.

## **ARTICLE XII**

### **AMENDMENTS:**

**AMENDMENTS:** The Articles of Incorporation, the Constitution, Bylaws, League Rules and the Rules and Regulations of the Corporation may be amended at any regular, special or annual meeting of the Executive Committee of IRSA by a majority vote of the members of the Executive Committee, and provided that notice of the proposed amendment as approved to be proposed by the Committee, was given to the general membership at the previous meeting. Any proposed amendment must be submitted to the IRSA and the Executive Committee in writing.

**NOTICE:** Any notice posted on the concession stand site while any soccer season is in session, or included in any general membership mail out, or in any IRSA newspaper advertisement, or in the IRSA newsletter, constitutes notice to all members; the attendance of any IRSA member or Executive Committee member to any meeting constitutes receipt of, and/or waiver of notice.

## **BYLAWS OF THE INDIAN RIVER SOCCER ASSOCIATION, INC.**

### **SECTION I**

#### **OFFICERS AND EXECUTIVE COMMITTEE MEMBERS:**

**CORPORATE OFFICERS:** The Corporate Officers of the IRSA, who are also members of the Executive Committee, are elected and generally, their duties include the following:

#### **PRESIDENT**

##### Terms of Office

The term of office shall be two (2) years. Elections shall be held in odd years at the AGM. The President may not serve more than two (2) consecutive terms.

##### Duties and Responsibilities:

The President shall:

1. Conduct all meetings of the IRSA.
2. Serve on all committees as ex-officio member.
3. Submit an annual report at the AGM.

4. Cast a vote when a tie exists during Executive meetings.
5. Appoint committee as needed.
6. Co-sign with the Treasurer or Secretary on all checks drawn on IRSA accounts.

## **FIRST VICE PRESIDENT - COMPETITION/TRAVEL**

### Terms of Office

The term of office shall be two (2) years. Elections shall be held in even years at the AGM. The First Vice President may not serve more than two (2) consecutive terms.

### Duties and Responsibilities

The First Vice President shall:

1. Conduct meetings in the absence of the President.
2. Represent the IRSA at league meetings and report proceedings to the Executive Committee.
3. Oversee and conduct all business related to Competition and Travel Team aspects.
4. Appoint Vice Commissioners and assistants as may deem to be necessary.
5. Ascend to the Office of Presidency in the event that office becomes vacant prior to the normal expiration date.

## **SECOND VICE PRESIDENT - RECREATIONAL**

### Terms of Office

The term of office shall be two (2) years. Elections shall be held in odd years at the AGM. The Second Vice President may not serve more than two (2) consecutive terms.

### Duties and Responsibilities

The Second Vice President shall:

1. Conduct meetings in the absence of the President and the First Vice

President.

2. Appoint Recreational Commissioners for each age category as determined by the Executive Committee.
3. Oversee all activities of Recreational teams, including trophies, uniform and player distribution.
4. Ascend to First Vice President in the event that office is vacated prior to term expiration.

## **SECRETARY**

### Terms of Office

The term of office shall be two (2) years. Elections shall be held in even years at the AGM. The Secretary may not serve more than two (2) consecutive terms.

### Duties and Responsibilities

The Secretary shall:

1. Record, keep, maintain and report official business of the IRSA.
2. Shall serve as corresponding Secretary of the IRSA as determined by the President.
3. Receive, record and maintain requests and final resolution of all disciplinary matters.
4. Submit copies of transcribed minutes of the previous monthly meetings to the Executive Committee at least five (5) days prior to the ensuing monthly meetings.

## **TREASURER**

### Terms of Office

The term of office shall be two (2) years. Elections shall be held in odd years at the AUM. The Treasurer may not serve more than two (2) consecutive terms.

### Duties and Responsibilities

The Treasurer shall:

1. Be responsible for all financial operations of the IRSA.
2. Be a signatory on all checks drawn on IRSA accounts.
3. Prepare and submit monthly and annual reports to the Executive Committee.
4. Chair all committees that represent budget or fiscal matters
5. Prepare and submit an annual budget to be adopted by the Executive Committee preceding each fiscal year (June 1st)

## **GENERAL MANAGER**

### Terms of Office

The term of office shall be two (2) years. Elections shall be held in even years at the AGM. The General Manager may not serve more than two (2) consecutive terms.

### Duties and Responsibilities

The General Manager shall:

1. Be responsible for all property and equipment of the IRSA.
2. Be responsible for appointment of all committees as directed by the President and approved by the Executive Committee.
3. Serve as liaison between Committee Chairpersons and the Executive Committee.
4. Be responsible for coordinating player clinics, summer camps, summer soccer, etc. As directed by the Executive Committee.

## **ASSISTANTS**

The Executive Committee is authorized to appoint assistants, including those of Secretary, Treasurer, General Manager, Registrar and Referee Coordinator and others as may be needed. Provided however, any person serving in an assistant capacity shall not be entitled to voting membership or to vote on the Executive Committee by reason of serving in the capacity of an assistant as

set forth herein.

**NON-CORPORATE OFFICERS:** Non-Corporate Officers are appointed by the President and Vice Presidents, subject to confirmation or approval by a majority vote of the Executive Committee, except the Immediate Past President who is automatically an Executive Committee member as defined herein.

### **REGISTRAR - COMPETITION TRAVEL**

#### Terms of Office

Shall be appointed during odd years for a two-year term basis as provided in Article VI, Paragraph C.

#### Duties and Responsibilities

The Registrar shall:

1. Be responsible for registering and collecting fees from all players participating in the IRSA.
2. Obtain the required information for IRSA and FYSA before a player is eligible to play.
3. Transmit required documentation to BYSL and FYSA respectively.
4. Be responsible for obtaining the proper signatures and distribution of all temporary and permanent passes.
5. Complete any Change of Status Forms and submit same to the Assistant District Commissioner.

### **REGISTRAR - RECREATIONAL - INTRA-CLUB**

#### Terms of Office

Shall be appointed during even years for a two-year term basis as provided in Article VI, Paragraph C.

#### Duties and Responsibilities

The Registrar shall:

1. Be responsible for registering and collecting fees from all players

participating in the IRSA.

2. Obtain the required information for IRSA and FYSA before a player is eligible to play.
3. Transmit required documentation to BYSL and FYSA respectively.
4. Be responsible for obtaining the proper signatures and distribution of all temporary and permanent passes.
5. Complete any Change of Status Forms and submit same to the Assistant District Commissioner.

## **DIRECTOR OF COMMISSIONERS - COMPETITION/TRAVEL**

### Terms of Office

Shall be appointed during even years for a two-year term basis as provided in Article VI, Paragraph C.

### Duties and Responsibilities

The Director of Commissioners shall:

1. Be representative of the Commissioners or Vice Commissioners to the Executive Committee.
2. Be responsible for organizing teams, securing coaches and keeping teams informed with current information and rule changes.
3. Be responsible for any and all duties as prescribed by the First Vice President and/or the Executive Committee.

## **DIRECTOR OF COMMISSIONERS - RECREATIONAL**

### Terms of Office

Shall be appointed during even years for a two-year term basis as provided in Article VI, Paragraph C.

### Duties and Responsibilities

The Director of Commissioners shall:

1. Be representative of the Commissioners or Vice Commissioners to the

Executive Committee.

2. Be responsible for organizing teams, securing coaches and keeping teams informed with current information and rule changes.
3. Be responsible for any and all duties as prescribed by the Second Vice President and/or the Executive Committee.

### **IMMEDIATE PAST PRESIDENT**

The Immediate Past President shall be third in line for ascension to Presidency in the event the offices of President and Vice Presidents become vacant. The Immediate Past President is a resource to the IRSA, and shall administer such duties of office as directed by the Executive Committee. In the event of a catastrophe or catastrophic occurrence resulting in the vacancy of the office of President and both Vice Presidents, then he/she shall have the authority to ascend to the office of President and serve in said capacity until such time as elections can be held; until such time, together with any remaining officers or members of the Executive Committee, he shall be authorized to control and direct the operations and affairs of the Association, including temporary appointment of all positions whatsoever, until such time as all positions can be filled by election. Said persons appointed to office shall be entitled to serve until their successor is duly qualified and elected. If the actual Immediate Past President is unable to serve on the Executive Committee, then or upon the position becoming vacant and available as an “At Large” position, it may be filled by one of the previous past presidents appointed seriatim from the most recently retired presidents, and giving to the retired president appointed to the position, the same rights, duties, authority and responsibility as accorded the position of Immediate Past President, and the appointment shall so specify; otherwise, filling this position “At Large” merely fills another position on the Executive Committee, and does not carry with it the power and authority accorded an Immediate Past President.

### **REFEREE COORDINATOR**

#### Terms of Office

Shall be appointed for up to a two-year term. However, in the event there is no candidate willing to accept the position, the incumbent may continue until

the next AGM subject to the Executive Committee's approval.

### Duties and Responsibilities

The Referee Coordinator shall:

1. Be a member of the IRSA.
2. Act as liaison between the Executive Committee and the referees in the IRSA.
3. Coordinate and schedule referees for all games of the IRSA.
4. Keep referees current on all rule changes or all information they may need to administer their duties at IRSA activities.

## **BYSL REPRESENTATIVE**

### Terms of Office

Shall be appointed for up to a two-year term. However, in the event there is no candidate willing to accept the position, the incumbent may continue until the next AGM subject to the Executive Committee's approval.

### Duties and Responsibilities

The BYSL Representative shall:

1. Represent the interests of the IRSA at the BYSL meetings.
2. Report all necessary information, rule changes and mandatory requirements from the BYSL to the IRSA Executive Committee.

## **DISCRETIONARY AND "AT LARGE" EXECUTIVE COMMITTEE MEMBER**

This Executive Committee position shall be pursuant to the expressed determinations of the Executive Committee as set out in the Articles, Constitution or Bylaws.

## **SECTION II**

### **GENERAL OR STANDING COMMITTEES**

**GENERAL DESCRIPTION — SUPERVISION:** The following general

committees shall fall under the supervisory capacity of the General Manager. The following committees, in addition to any others which may be necessary, or subsequently established as deemed necessary by the President or Executive Committee, includes but is not limited to:

Coaches and Player Development Committee

Concessions Committee

Disciplinary Committee

Election and Nomination Committee

Field, Property and Maintenance Committee

Finance Committee

Fund Raising and Land Acquisition Committee

Newsletter Committee

Pictures Committee

Publicity Committee

Scheduling Committee

Scholarship Committee

Sponsor Committee

Rules Committee

Special or other temporary or permanent committees as may be established.

The General Manager, who is also the Manager of Committees, shall see to the establishment and supervision of each committee, and shall be entitled to notice of all meetings and actions of each committee. Except as to the Disciplinary Committee, the President, and the Vice Presidents, upon the President's specific designation and authority, is and may be Ad Hoc member of the Finance Committee, unless already a member of the Finance Committee. The creation and establishment of each committee and the chairmanship thereof is subject to the approval of the President and the Executive Committee.

**GENERAL DESCRIPTION OF FUNCTIONS:** Generally, the description of the duties, purposes, functions and authority of the committees are set out in their respective titles as administered in due course in, by or for the Association. It shall be the responsibility and duty of the Executive Committee and each appointed committee to oversee and establish the respective guidelines and authority for operational procedures for each such committee. Until or unless each such committee has set forth the same and upon the memorializing of same in writing, and as approved by the Executive Committee, the additional general or specific duties or authorities of some of the respective committees, such as the Election and Nomination Committee, Rules Committee and Disciplinary Committee are hereinafter set forth.

#### **DISCIPLINARY COMMITTEE:**

**GENERAL DUTIES:** The Disciplinary Committee is to serve, and shall be responsible for, administering such duties and responsibilities as allowed and as set forth in the Constitution, Bylaws, IRSA league Rules and the Rules and Regulations of the Association.

**SUPERVISION:** The Disciplinary Committee may serve by either year to year, season to season, case by case or on an as needed basis. Except as otherwise provided herein, the General Manager has no authority over the Disciplinary Committee once it has been established and appointments to membership made to it, except to see that the Disciplinary Committee, when given issues to resolve, meets and resolves those issues. The Disciplinary Committee shall be comprised of an odd number of persons, one of which shall be the Chairman; there shall be three or more members of the committee. A member whose team, league or division is the direct subject, matter or issue of an action of any disciplinary proceeding may not serve on the Disciplinary Committee as to that specific matter; this provision shall also apply to a member of the Executive Committee when initiating or reviewing a grievance or disciplinary action. Should interest conflicts preclude the seating of a quorum of the Executive Committee when determining a disciplinary or grievance matter, the President may appoint an Ad Hoc Committee of impartial persons to hear and decide any grievance.

**SUSPENSION — EXPULSION:** In the event of a suspension or expulsion of any player or member, then all such rights or privileges of membership, including voting, shall be simultaneously suspended or terminated during the sanction period.

**EXECUTIVE COMMITTEE DISCIPLINARY ACTION AND REVIEW:** In addition to the Disciplinary Committee, the Executive Committee shall have the right and authority to act as a disciplinary committee or a grievance committee to suspend, sanction, expel or terminate the membership of any player or member, including an officer, who shall be found in violation by the Executive Committee, after a hearing upon a resolution by a majority of the Executive Committee members present at any meeting at which a quorum is present and the issue presented, or a written complaint filed as provided herein, or a violation by a player or member of the Articles, Constitution, Bylaws, League Rules or Rules and Regulations of the club, or of a felony conviction or conviction of a violent, abusive, heinous or molestation crime, or for conduct or actions harmful or injurious to the good order, peace, best interest and welfare of the IRSA. Intentional, harmful, slanderous, malicious or berating statements which are mostly untrue and are directed against the IRSA or its officers, committee members or method and manner of governments or decisions made by it, for purposes of this Section are deemed conduct or action injurious to the good order, peace, best interest or welfare of the IRSA.

**COMPLAINT:** In addition to any other remedies and procedures, a complaint for aforesaid misconduct of a member for action by the Executive Committee pursuant to these provisions, may be made by:

- (a) Any member in current good standing, including any member of the Executive Committee, in writing and signed by said member.
- (b) By resolution of the majority of the Executive Committee which is reduced to writing and signed by the President. Such complaint shall state in full, the misconduct with which the member is charged and

shall be served or delivered on said member, together with notice of time and place where the Executive Committee will consider the complaint, at least five days prior to such date. Notice shall be deemed given when mailed by certified mail, return receipt requested.

**RESPONSE:** The accused member shall have the right to:

- (a) Appear before the Executive Committee in person at the meeting specified in aforesaid notice to respond to the charge of alleged misconduct and present a response and/or defense to such charge, or
- (b) Submit a written statement or response and/or defense to such charge, which shall suffice in lieu of an appearance, or
- (c) Resign in writing from membership prior to the date of such meeting, thereby resulting in disposition of the complaint or matter.

**EXECUTIVE COMMITTEE REVIEW AND SOLE DISCRETION:** The Executive Committee shall be the sole judge of the validity of any complaint and the action to be taken, and the accused player's or member's response and/or defense. Any decision made, and any action taken by, the Executive Committee shall be final. The accusing member, responding member, and where appropriate, the Disciplinary Committee, shall be promptly informed of the action of the Executive Committee.

**REVIEW OF DISCIPLINARY COMMITTEE:** Any decision of the Disciplinary Committee shall be effective and enforced immediately, unless temporarily suspended by the Executive Council, if suspension of enforcement is requested by the Disciplinary Committee Chairman or by the affected player or member by sundown of the day of the decision, and then only until such time as the next Executive Committee meeting. In the event of such suspension of the enforcement of the Disciplinary Committee decision, the Executive Committee may review the same as to why, and whether, the enforcement should not immediately take effect;

and in, or if, reviewing the matter as an appeal, may only further continue suspension of enforcement if requested by the Disciplinary Committee, affected player or member. The Executive Committee, in reviewing the Disciplinary Committee's actions, may only review them if requested by the Disciplinary Committee, affected member or player, and then its review is limited first to a review of the authority, action, and decision of the Disciplinary Committee; the review is not to be a redetermination of facts, unless there is a clear showing that the facts have changed, or that new facts not in existence at the time of the decision have been discovered. The Chairman of the Disciplinary Committee, or an authorized member thereof shall be present in the event of and during, said review and shall present the position of the Disciplinary Committee. The Executive Committee has sole and absolute and discretionary authority to modify any and all decisions of the Disciplinary Committee, but is not required to so act, but may do so if the same is in the best interest of the Association, the disciplinary is in the best interest of the Association, the Disciplinary Committee, the affected member or player or the matter becomes moot.

#### **ELECTION AND NOMINATION COMMITTEE:**

**MEMBERS:** The Election and Nomination Committee shall be responsible for the nomination of all candidates and conducting of all elections. The Committee shall consist of not less than five regular members of IRSA of which:

- (a) Up to three shall be past Presidents of IRSA selected seriatim from the most recently retired from office, i.e. three most recently retired Presidents shall serve, unless it is not possible due to death illness, unavailability or otherwise, in which event the fourth most recent would serve, and if that is not possible, the fifth most recent would serve, etc.;
- (b) Remaining members shall be regular members who are not Corporate Officers of the Association with the exception of the retiring President.

The Executive Committee shall appoint all members of the Election and Nomination Committee.

**NOMINATION:** Between thirty (30) and ninety (90) days prior to the annual meeting, the Nomination Committee shall, through a process of deliberation, motion and majority vote, nominate one qualified adult member as a candidate for election as a Corporate Officer and Executive Committee member, or as a candidate for Executive Committee member, for a term of such years as applicable for all such terms and each position expiring and requiring to be filled by a vacancy and election. The Committee shall not nominate any member not in current or good standing, nor any member of the current Nomination Committee. It shall be the responsibility of the Nomination Committee to assert that its nominees are qualified for nomination and willing to serve. The Nomination Committee shall promptly report such nominations to the President and Executive Committee.

**NOTICE OF REPORT:** Between thirty (30) and sixty (60) days prior to the date of the next annual meeting, the Secretary shall post or give notice to all members pursuant to the Articles, Constitution and Bylaws, a list of candidates for election, together with the position.

**PETITION:** Candidates for Corporate Officers may be nominated by petition, provided however, each candidate shall be separately nominated by separate petition which has the name of the candidate, position for which candidate is nominated, the name of the member initiating or sponsoring the petition, and is signed and dated by 50 electing members in good standing as of the date of the petition, and subject to their being a member in good standing on the date of the annual meeting. In order for a petition to be valid, notice of the petition, together with a copy, must be delivered to the President and Secretary no later than sixty (60) days prior to the next annual meeting. Each nomination petition must be completed and delivered to, and actually received by, the Secretary or the President at least by, and no later than, forty (40) days prior to the next annual meeting. The Secretary, together with the members of the Nomination Committee, shall verify the good standing of the nominee and petitioner,

and if the petition candidate is found to be in good standing, the Secretary shall promptly notify the nominee and Executive Committee.

**ELECTION:** If only the candidates for election are the candidates nominated by the Nomination Committee, there will be no formal balloting, and upon motion duly made, seconded and carried, a vote will be cast on behalf of the Assembly in favor of the report of the Nomination Committee. If there are candidates for office by petition, the President shall appoint a Board of Tellers and an election shall be held by ballot for each position becoming available, for which there is more than one candidate.

### **SECTION III**

**BUSINESS AND ENFORCEMENT:**

**LAWS OF THE GAME:** The Executive Committee shall transact all business of the Association and shall have the power to enforce the Laws of the Game, the rules of the USSF, FYSA, BYSL, FIFA and the Articles, Constitution and Bylaws of this Association.

### **SECTION IV**

**FINAL DECISION AND AUTHORITY:**

The Executive Committee shall have the final decision regarding rules governing the divisions, competition, tournaments and special competitions within its own structure.

### **SECTION V**

**REGISTRATION:**

**REGISTRATION REQUIRED, AND FEE:** Players should be properly registered prior to each season; unregistered players shall not be permitted to play or practice; the Executive Committee shall determine the requirements of registration. A registration fee and amount will be established prior to each season and the time of registration.

**TEAM REGISTRATION:** During any soccer season, a player may only be registered with, and may only play with, one IRSA team at any given time. In

order to change teams during a soccer season, a player must:

- (a) Obtain written release from the team with which the player was last registered, and
- (b) Complete and effect proper registration with the new team.

The FYSA rules for registration of players will apply. Except where prohibited by USSF law, players who participate in older age divisions may return to younger division play provided they do not violate age requirements of that division.

## **SECTION VI**

### **SOCCER YEAR AND SEASON:**

The IRSA soccer year shall correspond to, and be consistent with, those adopted by FYSA and BYSL from time to time; currently, the IRSA soccer year commences August 1 and ends July 31 of each year. Generally, two separate playing seasons will be established over the soccer year by the Executive Committee, and shall be generally defined as below:

Fall Season      Recreational/Competition/Travel

Winter Season    Recreational/Special Teams and events

Age eligibility for players will be established as of the player's age on August 1 according to USSF and FYSA rules.

## **SECTION VII**

### **LEAGUE RULES:**

IRSA adopts as its league rules, the rules and regulations set forth in the BYSL handbook, except, unless or to the extent otherwise modified, changed or suspended by the IRSA League Rules. A current updated set of the IRSA League Rules shall be reviewed annually and updated or amended if necessary, and a copy of the most recent and current set of rules in effect at any given time, shall be appended to the Bylaws and incorporated herein by reference.

## **SECTION VIII**

## AMENDMENTS:

The Bylaws, League Rules and the Rules and regulations of the Corporation and its Committees may be amended as provided in the Constitution.

The President and Secretary of the IRSA hereby confirm that the forgoing constitutes the Constitution and the Bylaws of the Indian River Soccer Association currently in effect and ratified on April 12 1993; and as amended and ratified March 20, 1997.