

GREATER LIBERTYVILLE SOCCER ASSOCIATION BY-LAWS

(Amended as of 17 November 2009)

ARTICLE I NAME AND OBJECT

- A.** The name of the corporation shall be the Greater Libertyville Soccer Association, Inc., hereinafter referred to as the “Corporation” or “GLSA.”
- B.** This association is formed as a non-profit corporation and has as its objectives the following:
 - 1. To advance and promote physical fitness within the community.
 - 2. To help prevent juvenile delinquency.
 - 3. To provide organized recreational, competitive and select soccer.
 - 4. To develop the skills and knowledge of the game of soccer.
- C.** The “Mission Statement” of the Corporation is: “The mission of GLSA is to provide and promote a positive soccer experience for every participant appropriate to his or her level of interest and ability.”

ARTICLE II ADMINISTRATION

- A.** The officers and the directors of the Corporation, which shall be called the Board, shall administer the affairs of this Corporation. These people shall be elected by the active members of this Corporation, with such qualifications as shall be determined from time to time, by the active members, and each officer or director of said board shall be an active member of this Corporation.
- B.** The officers shall make up an Executive Committee, whose job it will be to set up an agenda for monthly meetings of the whole Board.

ARTICLE III OFFICERS, DIRECTORS AND LIAISONS

- A.** The officers of the Corporation shall consist of:
 - 1. President
 - 2. Vice-President
 - 3. Secretary
 - 4. Treasurer
- B.** The directors of this Corporation shall consist of:
 - 1. Director of Recreation Programs
 - 2. Director of Competitive Programs
 - 3. Director of Adult Teams
 - 4. Director of Referees
 - 5. Director of Player Apparel
 - 6. Director of Scheduling
- C.** Liaison positions are hereby established to the following organizations for the purpose of accepting reports from that organization:
 - 1. Libertyville Township Soccer Complex, Ltd.
 - 2. Eclipse Select Soccer Club

The Board may, from time to time, establish or eliminate liaison positions to other organizations by a majority vote of the Board. Such liaisons shall not be voting members of the Board, but shall be authorized by management of the organization to serve as the liaison.

ARTICLE IV
DUTIES OF OFFICERS AND DIRECTORS

A. President:

The President shall be the chief executive and presiding officer of this Corporation. He/she shall preside at meetings of the Corporation, and shall, in general, have such authority and perform duties as are customary for presiding officers. He/she shall have such other powers and perform such other duties as may be required of his/her by the Board. He/she shall ensure that Board functions are carried out, and candidates are identified for vacant Board positions for Board approval. He/she may appoint such committee or committees as he/she may be authorized to appoint by the Board. He/she or the Vice-President shall be one of the co-signatories of checks of the Corporation greater than \$500. He/she shall, subject to the approval of the Board, sign contracts and make agreements in the name and on behalf of the Corporation. He/she shall be responsible for player insurance coverage and the handling of injuries and accidents. All paid staff shall report to the President. The President shall be a member of the Executive Committee.

B. Vice-President

The Vice-President, in the absence of the President, shall preside over meetings of the Corporation. He/she shall assume the duties of the President if the President leaves office prior to completion of his/her term. He/she may sign checks of the Corporation. He/she or the President shall be one of the co-signatories of checks of the Corporation greater than \$500. The President may delegate such of his/her responsibilities to the Vice-President as the President shall determine. The Vice-President shall be a member of the Executive Committee.

C. Secretary:

The Secretary shall keep a record of the proceedings of the Board, Executive Committee, and annual or special meetings of the Corporation. He/she shall be responsible for the safekeeping of all valuable documents of the Corporation. He/she shall provide and maintain all By-Laws, Rules, and Regulations of the Corporation. He/she shall serve all notices required by law, or the By-Laws of the Corporation, and, in case of his/her absence, his/her duties may be performed by any persons whom the Board may direct. He/she may sign checks of the Corporation. The Secretary shall be a member of the Executive Committee. In the absence of the President and Vice-President, he/she shall preside over meetings of the Corporation.

D. Treasurer:

The Treasurer shall have custody of all funds, securities, evidence of indebtedness, and shall deposit funds and securities in the name and to the credit of this Corporation in a bank or depository. He/she shall keep appropriate books and an accurate account of all money received and paid out. He/she shall have charge of all funds and shall have overall responsibility for the collection of fees and payment of expenses as approved by the Board. He/she shall prepare a detailed financial report for submittal to the membership at the annual meeting. He/she shall submit a monthly financial statement to the Board at the regular monthly meeting. He/she shall be responsible for the filing of all required federal and state income tax and information forms. He/she shall arrange for and submit all records for an annual audit. He/she may transfer funds between accounts of the Corporation, but may not sign checks to outside parties. The Treasurer shall be a member of the Executive Committee. In the absence of the President, Vice-President and Secretary, he/she shall preside over meetings of the Corporation.

E. Director of Recreation Programs:

The Director of Recreation Programs shall be responsible for the organization, coordination, and administration of the GLSA recreation (house) program. He/she shall be responsible for the organization, coordination, and administration of the GLSA recreation program and shall arrange and manage the flow of an annual calendar. He/she shall work with the Executive Director to set, maintain, and communicate an annual schedule of events.

He/she shall contribute to special projects and studies conducted by the Executive Committee. If authorized by the Board by majority vote, he/she may sign checks of the Corporation.

F. Director of Competitive Programs:

The Director of Competitive Programs shall be responsible for the organization, coordination, and administration of the GLSA competitive (travel) program. He/she shall be responsible for coordinating with staff and utilizing such committees and/or volunteers as necessary in order to ensure the timely and appropriate completion of tasks. He/she shall be responsible for overseeing try-outs and final team formation. He/she shall work with the Executive Director to set, maintain, and communicate an annual schedule of events. He/she shall contribute to special projects and studies conducted by the Executive Committee. If authorized by the Board by majority vote, he/she may sign checks of the Corporation.

G. Director of Adult Teams:

The Director of Adult Teams shall collaborate with and support the Director of Recreation Programs. The Director of Adult Teams shall organize and coordinate all programs and activities dealing with adult teams. He/she shall work with the Executive Director to set, maintain, and communicate an annual schedule of events.

H. Director of Referees

The Director of Referees, in cooperation with the Head Referee, shall be responsible for the organization, coordination, and administration of the GLSA referee program. He/she is responsible for planning the administration of a program of recruiting, training, retaining and paying qualified referees. He/she shall be responsible for ongoing communications with the Director of Recreation Programs, the Director of Competitive Programs, the Head Referee and the Game Day Coordinator to ensure the timely and appropriate completion of the referee schedule for each day, week and season of play. He/she shall arrange and manage the annual calendar of GLSA referees.

I. Director of Player Apparel:

The Director of Player Apparel shall collaborate with and support the Directors of Recreation Programs and Competitive Programs. The Director of Player Apparel shall purchase or acquire all uniforms and first aid supplies subject to the approval of the Board. He/she may incur indebtedness for, or otherwise obligate the Corporation up to a maximum amount that is within the total cash disbursements authorized by the Board, consistent with actual income. He/she shall provide for the distribution and maintenance of said uniforms and first aid supplies.

J. Director of Scheduling:

The Director of Scheduling shall collaborate with and support the Director of Recreation Programs. The Director of Scheduling, in conjunction with staff and other officers and directors shall provide a schedule of games prior to the start of the season. He/she shall be responsible for the scheduling of practice fields for coaches. He/she shall be responsible for the rescheduling of make-up games as requested.

ARTICLE V
POWERS OF THE BOARD

A. General Powers of the Board:

The Board shall have the management of the business of the Corporation, and subject to restrictions imposed by law, by the articles of incorporation or by these By-Laws, may exercise all of the powers of the Corporation.

B. Specific Powers of the Board:

Without prejudice to such general powers, it is hereby expressly declared that the Board will have the following powers:

1. To adopt and alter a common seal of the Corporation.
2. To make and change regulations not inconsistent with these By-Laws, for the management of the Corporation's business and affairs.

3. To appoint and remove all officers, directors, agents, and employees of the Corporation as prescribed herein or as otherwise approved; prescribe their duties, fix their compensation, if they so deem necessary, and at their discretion, from time-to-time, to devolve the powers and duties of any officer upon any other person for the time being.
4. To pay for any property purchased by the Corporation.
5. To designate from time-to-time, the time and place of its meetings or to authorize the President to do so.
6. To select and designate such bank or trust company as they deem advisable, as official depository of the funds of the Corporation and to prescribe and order the manner in which such deposits shall be made and/or withdrawn. All checks in the amount of \$500.00 or greater must be co-signed by at least two (2) authorized signatories, one of which must be the President or the Vice-President.

C. Compensation:

No individual shall receive any salary for their service as an officer or director of this Corporation.

D. Holding of Office:

No Officer or Director shall hold more than one office at a time.

E. Replacement of Officers:

1. Any vacancy occurring on the Board of Directors, caused by resignation or any other reason, shall be filled by majority vote of the remaining members of the Board of Directors unless the number of vacancies occurring in the Board reduces the number thereof to less than half of the authorized Board positions. In such an event, a Special meeting of the Corporation shall be called. The Secretary or such other officer designated by the majority of the remaining members of the Board shall notify each Active Member as provided in Article XIV.E of such meeting.
2. An officer or director found negligent in the performance of his/her duties as defined by these By-Laws, at the recommendation of the Executive Committee, may be removed from office by a three-fourths (3/4) vote of the remaining members of the Board.

**ARTICLE VI
NOMINATION AND ELECTION OF THE BOARD**

A. Nomination and Election:

1. At the annual meeting of this Corporation, the active members of the Corporation shall elect the members of the Board holding positions up for election in the years set forth in Article VI.B below. Approximately one third of the Board shall be elected each year to provide for continuity.
2. Nomination and election of the Board shall be the first item of new business at the annual meeting.
3. Any person seeking election to a position at the annual meeting shall submit a statement of intention to seek office stating his/her name and the position sought no less than 45 days before the annual meeting. The list of nominees shall be published at least 30 days prior to the annual meeting in a manner provided in Article XIV.E.
4. When the President of the Corporation is to be elected, nomination and election of that officer shall take place first and shall be accomplished independently from the nomination and election of the remaining corporate board. After the election of the President, the remaining Board to be elected in that year shall be nominated and elected.
5. Election of all Corporation board members shall require a simple majority vote of the Active Members present and voting at the annual meeting. Each Active Member shall be entitled to one vote. When three or more members are nominated for an office and on the first ballot one nominee fails to receive a majority vote, a runoff election shall be held between the two candidates receiving the most votes. In case of tie votes, additional votes may be taken until one candidate receives a majority.

6. Voting for the election of any Board member of this Corporation shall be by secret written ballot for any contested position. Any position for which there is only one nominee may be elected by voice vote.

B. Term of Office:

The term of office shall be for three years, and shall begin immediately following completion of the elections. The Board members will be elected in the following years:

2010, 2013, 2016, 2019 and every third year thereafter

1. President
2. Secretary
3. Director of Adult Teams

2011, 2014, 2017, 2020 and every third year thereafter

1. Director of Recreation Programs
2. Treasurer
3. Director of Referees
4. Director of Scheduling

2012, 2015, 2018, 2021 and every third year thereafter

1. Vice-President
2. Director of Competitive Programs
3. Director of Player Apparel

C. Conflict of Interest:

No officer or director or employee of this Corporation shall: (i) engage in any profit-making activity with which this Corporation is directly or indirectly involved; (ii) be employed by, or a member of, any for-profit organization with which this Corporation does business; or (iii) hold any position in any competing organization. Any person found not to be in compliance with this provision shall be removed from his or her position with this Corporation, and may be held liable for damages resulting from said breach of fiduciary responsibility. This provision does not apply to paid referees.

ARTICLE VII
COMMITTEES

A. General Committees:

1. All committee chairmen shall be members of the Board. All other committee members shall be members of the Corporation but only members of said committee may vote on committee recommendations or on decisions requiring a vote.
2. Each committee shall keep regular minutes of their proceedings and report the same to the Board.

B. Other Committees:

The Executive Committee may, by resolution passed by a majority of the whole Board, designate and appoint such committee(s), including a chairman on any subject within the powers of the Corporation; such committee(s) and chairman to have such powers, to exercise such duties and to perform such services as may be

prescribed, from time to time, by the Board. Such committee(s) shall have such name or names as may be stated in these bylaws or as may be determined from time to time, by resolution by the Board.

ARTICLE VIII **MEMBERSHIP**

A. General:

1. Membership in this organization is open to all members of the community regardless of age, sex, race, national origin, color, creed, or religion.
2. Membership in this Corporation shall consist of honorary members, active members, participating members, and affiliate members.
3. All GLSA members are also members of the Libertyville Township Soccer Complex, Ltd.

B. Specific:

1. Honorary Members: Honorary Members may be extended by the Board to individuals who have rendered outstanding or extraordinary service in the promotion of youth soccer.
2. Active Members: Active Members shall consist of the following: officers, directors, adult registered players, parents and/or legal guardians of registered players, and parents and/or legal guardians of youth referees who referee at least one GLSA-assigned game during the preceding year.
3. Participating members: Participating members shall consist of resident and non-resident minor registered players and referees that have participated in either the spring or fall playing season of the current calendar year.
 - a. A resident is any member living inside the boundaries of Libertyville Community High School District 128, and/or having a Libertyville or Vernon Hills address.
 - b. A non-resident is any member living outside the boundaries of Libertyville Community High School District 128, and/or Libertyville or Vernon Hills.
4. Affiliate members: Affiliate membership may be extended to persons from other areas, not registered with this Corporation but are an organized, non-profit association or corporation for the purpose of fostering youth soccer. Affiliate membership may also be extended to persons, corporations, or other entities who make monetary or other donations to assist in the sponsorship of various youth soccer activities by this Corporation.

C. Right to Vote:

Each active member shall be entitled to one vote at the annual or special meetings of the members of this Corporation. Those members entitled to vote shall do so in person. No voting by proxy is permitted.

D. Termination of Membership:

1. Any member of whatever class may terminate his or her membership by written notification to the Secretary of this Corporation.
2. If the Board finds the conduct of any member is negligent in the performance of their duties as defined in these By-Laws, purposely ignores the Rules, Regulations, or is detrimental to the objectives of this Corporation, it may suspend the member, or take such other sanctions, or actions deemed necessary under the circumstances, such action will require a three-fourths (3/4) majority vote of the entire Board.

E. Fees:

1. By whom Paid:

- a. Active Members may contribute donations.
- b. Participating members shall pay a fee determined by the Board.
- c. Affiliate members shall pay a fee determined by the Board.
- d. Honorary members shall pay no fees unless they fall into the above classes of members.

2. When Payable:

Fees for each playing season shall be payable at the time of registration of the participating members, and for all other members at the time the fees are set by the Board.

F. Liability of Members:

No member of this Corporation, either active or otherwise, shall be personally or otherwise liable for any or the debts, liabilities, and/or obligations of this Corporation.

G. Term of Membership:

1. The Board shall have the power to admit by invitation as honorary or affiliate members of this Corporation and for such period as they may elect to renew such invitations at its discretion. Such members shall enjoy such privileges and benefits as may be determined by the Board, except that they shall not vote or hold office.
2. The term of membership for all Board members shall be from election at the annual meeting to the annual meeting at the end of term, as prescribed in Article VI, Sec. B.
3. The term of membership for all other members shall be for one year from date of registration of membership.

H. Parental and/or Guardian Volunteer Commitment:

All parents and/or legal guardians of minor registered players must fulfill volunteer requirements as adopted by the Board.

ARTICLE IX
MEETINGS

A. Specific:

1. The Annual Meeting of the Corporation shall be held during the month of February or March of each year. By majority vote, the Board shall establish the date, time, and place of the annual meeting. The Board shall give a minimum of 30 days notice of the annual meeting as provided in Article XIV.E. Unless the Board by majority vote determines otherwise, the Annual Meeting shall be held on the second Tuesday in March. The Secretary or such other officer designated by the Board shall notify each Active Member as provided in Article XIV.E of such meeting.
2. The Annual Meeting shall be held for the following purposes:
 - a. Presentation of the Corporation status.

- b. Presentation of a financial report for approval by the voting membership.
- c. Nomination and election of the Board.
- d. Voting on amendments to the By-Laws. Such amendments must be presented to the Board at its regularly scheduled meeting at least 60 days in advance of the annual meeting and must be published in GLSA's newsletter or a newspaper of general circulation in the community or published on the GLSA website at least 30 days prior to the annual meeting.
- e. Disposal of other Corporation business.

B. Special General Meetings:

Special general meetings of the Corporation may be called for the purpose of conducting corporation business. Such meetings may be called by the Board.

C. Board Meetings:

1. Regular meetings:

The Board shall hold regular monthly meetings during the year. Unless the Board by majority vote determines otherwise, the regular monthly meetings shall be held on the second Tuesday of each month at the established principal office of GLSA. If conducted on the second Tuesday of the month at the principal office, no notice is necessary for regular monthly meetings. Notice of a changed monthly meeting shall be given at least seven days in advance to all Board members and all Active Members in a manner provided in Article XIV.E.

2. Special meetings of the Board:

Special meetings of the Board may be held as needed.

3. Call of special meetings:

Special meetings of the Board for any purpose or purposes may be called at any time by the President or, if he/she is absent or unable, or refuses to act, by a majority of the remaining Board. Notice of a special meeting shall be given at least seven days in advance to all Board members in a manner provided in Article XIV.E.

4. Quorum:

In order for business to be conducted, a simple majority of all occupied Board positions, including at least one Executive Committee member, must be present at a meeting of which proper notice was given.

ARTICLE X
RULES AND REGULATIONS

A. This Corporation shall adopt a set of rules and regulations. Those rules covering the play of the game of soccer shall be entitled "GLSA Playing Rules of the Game". Those rules relating to the determination of league play, championship play, establishment of teams, and like matters, shall be entitled "GLSA Regulations".

B. The GLSA Playing Rules of the Game and Regulations may be changed by a majority vote of the Board.

ARTICLE XI
DONATIONS

This Corporation may accept gifts, legacies, donations, and/or contributions, in any amount and in any form, from time-to-time, upon such terms and conditions as may be decided from time-to-time by the Board.

ARTICLE XIII
FISCAL YEAR

The fiscal year shall be the calendar year unless a majority of the board votes to make the fiscal year from August 1 to July 31.

ARTICLE XIV
MISCELLANEOUS PROVISIONS

A. Corporate Seal:

The Corporate seal of the Corporation shall be in such form as the Board shall determine and shall contain the name of the Corporation, and other matters the Board, at their discretion, may determine. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, or reproduced.

B. Principal Office:

The principal office shall be established and maintained in the Township of Libertyville, County of Lake, State of Illinois.

C. Other Offices:

Other offices of the Corporation may be established at such places as the Board may, from time-to-time, designate, or the business of the Corporation may require.

D. Drafts and Notes:

All drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation for all debts of the Corporation shall be approved by a majority vote of the Board at a regular or special Board meeting, and shall be signed by the Treasurer and co-signed by one of the other officers.

E. Notice and Waiver of Notice:

Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by email, by publishing said notice on the GLSA website, or by depositing the same in a post office box in a sealed postpaid wrapper, addressed to the person entitled thereto at his last known post office address, and such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given under these By-Laws may be waived by the person entitled thereto. Members not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by law.

F. Purchases:

As a general proposition, purchases should be favorable to local businesses. This is a statement of general policy and is not binding with respect to any specific purchase.