

**BYLAWS  
OF  
CAPITAL AREA SOCCER LEAGUE**  
(A Michigan Nonprofit Corporation)  
[recognized by the IRS as a 501(c)(3) tax-exempt 529 public charity]  
(as amended June 13, 2011)  
Changes appear in **RED**

**ARTICLE I. Name.**

**Section 1. Name.** The Corporation shall be known as the Capital Area Soccer League. The initials "CASL" shall equally refer to the Corporation.

**ARTICLE II. Purpose and Affiliation.**

**Section 1. Purpose.** The purpose of the Corporation is as set forth in its Articles of Incorporation. It is the mission of the Corporation to foster the physical, mental and emotional growth and development of Mid-Michigan's (the greater Lansing or Capital Area) youth through the promotion and development of soccer and to protect the rules of the game. The Corporation shall provide the governing structure to administer youth soccer in the Mid-Michigan area and shall provide a vehicle to communicate information to players, parents, coaches, referees and other interested parties.

**Section 2. Affiliation.** The Corporation shall be affiliated with the Michigan State Youth Soccer Association (MSYSA), the United State Youth Soccer Association (USYSA), and such other associations or organizations as the Corporation may deem beneficial to its Members or the game of soccer. The Corporation, in conducting its business and administering the soccer league(s) and teams governed by the Corporation, shall at all times comply with the authority, laws, and rulings of MSYSA and USYSA, and the authority, laws, and rulings of MSYSA and USYSA shall prevail in the event of a conflict between the same and the Corporation's Bylaws, Rules and/or Guidelines. Notwithstanding the foregoing, if MSYSA and/or USYSA permit the Corporation or affiliating leagues to make rules, bylaws, rulings, or take any other actions which may be different and/or more or less stringent than the authority, laws, and rulings of MSYSA and USYSA, the Corporation is empowered to take such actions and the same shall not be deemed to be in conflict with the authority, laws, and rulings of MSYSA and USYSA.

**ARTICLE III. Members.**

**Section 1. Members.** The Corporation is organized on a membership basis. The Members of this corporation shall consist of the organizations governing the formation of CASL teams in each community having teams playing in the CASL. A community will be defined as a school district. A player's home community will be determined by the school district in which they attend school. Each Member organization shall provide a Community Representative to coordinate all communication between CASL and the community. All member communities must be within a reasonable distance from Lansing, Michigan, or all contests must be played at fields within a reasonable distance, as determined by the Board of Directors and as stated in the Rules. It is the intent of CASL that one organization will be recognized within a community unless otherwise agreed to by all organizations within that community. New members may be recognized provisionally by the Board of Directors. New members become full voting Members when approved by a vote of the Members. An organization may be removed from Membership by a vote of the Members. The current list

of Member communities, the governing organizations, and the Community Representatives, is shown on the official Web site of CASL.

**Section 2. Annual Meeting.** The annual meeting of the Members of the Corporation will be held at the principal office of the Corporation in June of each year beginning in the year 2002, at such place and date as designated by the Board of Directors for the purpose of electing Directors and for the transaction of other business properly brought before the meeting.

**Section 3. Special Meetings.** Special meetings of the Members may be called by the President and will be called by the President or Secretary at the direction of not less than four (4) Directors or at the request in writing of at least four (4) of the Members entitled to vote at the meeting. Special meetings will be held at the principal office of the Corporation unless otherwise directed by the Directors and stated in the notice of meeting. Any request for a special meeting must state the purpose or purposes of the proposed meeting.

**Section 4. Notice of Meetings.** Except as otherwise provided by these bylaws or by law, written notice containing the time, place and purpose of a meeting of the Members will be given either personally or by mail to each Member of record entitled to vote at the meeting not less than 10 days nor more than 60 days before the meeting. No notice of an adjourned meeting need be given if the time and place to which the meeting is adjourned is announced at the meeting. At the adjourned meeting, the only business that may be transacted is business which might have been transacted at the original meeting, unless the Members fix a new record date for the adjourned meeting. Meetings may be held without notice if all Members are present in person or if notice of the meeting is waived in writing, either before or after the meeting, by all Members not present at the meeting.

**Section 5. Quorum.** The quorum requirement for a meeting of the Members shall be as stated in the Articles of Incorporation. The Members present in person or by proxy at the meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. The vote of a majority of the Members present at the meeting at which a quorum is present constitutes the action of the Members, unless a greater number is required by other sections of these Bylaws or the Articles of Incorporation. Whether or not a quorum is present, the meeting may be adjourned by a vote of the Members present.

**Section 6. Conduct of Meetings.** Meetings of the Members will be presided over by the President. The Secretary or an Assistant Secretary of the Corporation or, in their absence, a person chosen at the meeting will act as Secretary of the meeting.

**Section 7. Participation by Conference Telephone.** A Member may participate in a meeting by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section will constitute presence in person at the meeting.

**Section 8. Voting.** Each Member entitled to vote at any meeting of Members will have the right to cast the number of votes in person or by proxy equal to the number of CASL teams from the community of that Member registered with CASL during the last Fall and/or Spring Season; provided, however, that for the election of Directors, each Member will have the said number of votes for each of the board positions then up for election, but said votes may not be cumulated. At any election of Directors, the entire number of Directors to be elected will be balloted for at one and the same time and not separately.

**Section 9. Action by Unanimous Written Consent.** Any action required or permitted to be taken at an annual or special meeting of the Members may be taken without a meeting,

without prior notice and without a vote, if all of the Members entitled to vote therein consent in writing to the action so taken. Written consents will be filed with the minutes of the proceedings of the Members.

#### **ARTICLE IV. Directors.**

**Section 1. Number, Qualification and Term of Office.** The property, activities and affairs of the Corporation will be managed by its Board of Directors. The Board of Directors of this Corporation will consist of not less than six (6) nor more than thirteen (13) persons as determined by the Members or the Board of Directors. The terms of the Directors will be staggered so that at each annual meeting, approximately one half of the Directors will be elected. The members of the first Board of Directors will be divided as nearly as possible into two classes of equal size: the first class to serve a one-year term and the second class to serve a two-year term. Thereafter, the term of office of any Director will be for two years from the date of his or her election or appointment by the affirmative vote of a majority of the Members entitled to vote and present in person or by proxy, in a form approved by the Board of Directors, at a meeting of the Members and continue until his or her successor has been elected and qualified, unless the Director is appointed to fill a vacancy, in which event it will be for the remainder of the term to which the Director is succeeding. **A person elected to the Board of Directors of this Corporation must earn more than 50% of his income from a non-soccer related activity.**

**Section 2. Resignation, Removal and Vacancies.** A Director may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation. A Director may be removed, either with or without cause, by the affirmative vote of a majority of all Members entitled to vote. **A Director who fails to attend two meetings during a 12-month period, without giving advance notice of his or her absence to the President, shall be deemed to have resigned. Such a resignation is effective upon acknowledgement by a simple majority vote at any regular meeting of the Board of Directors.** If a vacancy has occurred in the Board of Directors as a result of death, resignation, removal or otherwise, the vacancy may be filled by a person selected by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board.

**Section 3. General Powers as to Negotiable Paper.** The Board of Directors may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate the persons who will be authorized to make, sign or endorse the same on behalf of the Corporation.

**Section 4. Powers as to Other Documents.** All material contracts, conveyances and other instruments may be executed on behalf of the Corporation by the President or any Vice President, and, if necessary, attested by the Secretary or the Treasurer.

**Section 5. Regular Meetings.** Regular meetings of the Board of Directors may be held without notice if the time and place of the meeting has been determined by resolution of the Board. A regular meeting of the Board of Directors will be held immediately after the annual meeting of the Members at the same place for the purpose of electing officers for the ensuing year. At least one regular meeting of the Board must be held each year.

**Section 6. Special Meetings.** Special meetings of the Directors may be called by the President and will be called by the President or Secretary at the direction of not less than two Directors or as may otherwise be provided by law. Special meetings will be held at the principal office of the Corporation unless otherwise directed by the President or Secretary

and stated in the notice of meeting. Any request for a meeting by Directors must state the purpose or purposes of the proposed meeting.

**Section 7. Notice of Meeting.** Except as otherwise provided by these Bylaws or by law, written notice containing the time and place of all meetings of the Board of Directors will be given either personally, by mail, by e-mail or by facsimile to each Director not less than ten days before a regular meeting and not less than two days before a special meeting; provided, however, that notice of any regular meeting may be posted on the CASL web site (which is, at the formation of the Corporation but which may be changed by the Board of Directors) and such posting shall be sufficient notice. Notice of a regular meeting need not state the purpose or purposes of the meeting nor the business to be transacted at the meeting. Notice of a special meeting must state the purpose or purposes of the meeting. Attendance of a Director at a meeting constitutes a waiver of notice of the meeting, except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

**Section 8. Quorum and Voting.** A quorum for purposes of meetings of the Directors shall be a majority of the Directors including either the President or the Vice President of the Corporation. The vote of a majority of the Directors present at a meeting at which a quorum is present constitutes the action of the Board of Directors, unless the vote of a larger number is required by law or by other sections of these Bylaws or the Articles of Incorporation.

**Section 9. Conduct of Meetings.** Meetings of the Directors will be presided over by the President. The Secretary or an Assistant Secretary of the Corporation or, in their absence, a person chosen at the meeting will act as Secretary of the meeting.

**Section 10. Action by Unanimous Written Consent.** Any action required or permitted to be taken at an annual or special meeting of Directors may be taken without a meeting, without prior notice and without a vote, if all of the Directors consent in writing to the action so taken. Written consents will be filed with the minutes of the proceedings of the Board of Directors.

**Section 11. Telephonic Conferences.** A Director may participate in a meeting of Directors by conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

**Section 12. Compensation.** Directors will serve without compensation for meetings but may be reimbursed for actual, reasonable and necessary expenses incurred by a Director in his or her capacity as a Director, and compensated as provided for in Article V., Section 3.

**Section 13. Authority of the Board; Rules and Regulations.** The Board of Directors has general authority to act for and on behalf of the Corporation, to adopt resolutions, rules and/or regulations governing the Corporation, its officers and committees, and any league or team sponsored by or affiliated with the Corporation, and to take any other actions it deems appropriate on behalf of the Corporation. Notwithstanding the foregoing, the Corporation shall permit dual registration of a player playing on any team sponsored by or affiliated with CASL only under the following conditions: all dual registered players must have the approval of the coach of the Premier (MSPSP) team, which shall be the player's primary team, and the approval of the secondary (non-Premier) team coach subject to any community restrictions; AND all dual registration of players shall be subject to the Bylaws, Rules and Regulations of CASL, MSYSA, and MSPSP, in said order of priority, as the same may exist from time to time.

**Section 14. Disciplinary Authority Concerning Persons.** The Board of Directors has authority to bar completely, suspend, or otherwise discipline, any player, coach, team manager, team assistant, player parent, member of the Board of Directors, Committee member, CASL team, Premier Program team sponsored by, affiliated with or representing CASL, or Recreational Program team sponsored by, affiliated with or representing CASL for unacceptable behavior or conduct either in carrying out the duties of their position or while holding the aforementioned offices and/or positions. Upon receiving charges, CASL may forward the information to the Discipline and Appeals Committee.

## **ARTICLE V. Officers.**

**Section 1. Election or Appointment.** The Board of Directors shall elect a President, a Vice President, a Secretary, a Treasurer, a Registrar, a Complaints Director, of the Corporation at each annual meeting. The Board of Directors *may* also elect Assistant Secretary(s), Assistant Treasurer(s), Assistant Registrar(s), and a Scheduler, Publicist, Statistician, Risk Manager, Premier Director, and Fields Director. All of the aforementioned officers shall be elected from among the then-current Directors of the Corporation. If the Board of Directors has determined to operate a Recreational Program as contemplated by Article VI, Section 5, a Recreation Director, selected by the Recreational Committee, shall also be an officer. The Directors may also appoint any other officers and agents as they deem necessary for accomplishing the purposes of the Corporation.

**Section 2. Term of Office.** The term of office of all officers will commence upon their election or appointment and will continue until the next annual meeting of the Corporation and until their respective successors are chosen or until their resignation or removal. Any officer may be removed from office at any meeting of the Directors, with or without cause, by the affirmative vote of a majority of the Directors then in office, whenever in their judgment the best interest of the Corporation will be served. If any officer resigns or is removed as a Director of the Corporation, said resignation or removal shall automatically terminate the term of office of said officer. An officer may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of the resignation.

**Section 3. Compensation.** Any officer who works as a contractor for, or as an employee of, the Corporation will receive reasonable compensation for his or her services as fixed by the Board of Directors.

**Section 4. The President.** The President will be the chief executive officer of the Corporation and will have general and active management of the activities of the Corporation. The President will see that all orders and resolutions of the Board of Directors are carried into effect. The President will execute all authorized conveyances, contracts or other obligations in the name of the Corporation except where required by law to be otherwise signed and executed and except where the signing and execution is expressly delegated by the Directors to some other person. The President will preside at meetings of the Directors; will submit an annual report on the operations of the Corporation at the Annual Meeting; will enforce the Corporation's Bylaws, Rules and Guidelines; will be an ex-officio member of all committees and shall be notified of all committee meetings; and shall be responsible, along with the Secretary, for the adding of documents to, the safe keeping of and the storage of the Corporation's archive materials.

**Section 5. Vice President.** The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President will also perform any other duties prescribed by the Board of Directors or the President.

**Section 6. The Secretary.** The Secretary will attend all meetings of the Board of Directors and record the minutes of all proceedings in a book to be kept for that purpose. The Secretary will give or cause to be given notice of all meetings of the Board of Directors for which notice may be required; will serve as the credentials officer for Corporation meetings; will be responsible for the recording of revisions to and publishing of the Corporations Bylaws, Rules and Guidelines; and will perform any other duties prescribed by the Board of Directors.

**Section 7. The Treasurer.** The Treasurer will oversee the financial activities of the Corporation. The Treasurer will perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed by the Board of Directors. All books, papers, vouchers, money and other property of whatever kind belonging to the Corporation which are in the Treasurer's possession or under his or her control will be returned to the Corporation at the time of his or her death, resignation or removal from office.

**Section 8. Assistant Secretaries and Assistant Treasurers.** The Assistant Secretary and the Assistant Treasurer, respectively, in the absence of the Secretary or Treasurer, as the case may be, will perform the duties and exercise the powers of the Secretary or Treasurer and will perform any other duties prescribed by the Board of Directors.

**Section 9. The Registrar.** The Registrar will register and certify players on affiliated teams on the appropriate MSYSA and USYSA forms, as applicable; will maintain a complete file on all registered players and coaches and on transfers granted or received; will maintain a complete file on all member teams, including officers, coaches, managers and delegates; will be responsible for keeping on file appropriate registration materials as required for league play and providing materials to coaches in time for CASL registration; will keep in contact with the MSYSA Registrar to insure CASL registration is proper and timely; will insure that the proper team registration fees are collected and turned over to the Treasurer; and will perform any other duties prescribed by the Board of Directors.

**Section 10. The Complaints Director.** The Complaints Director will serve as the Chairperson of the Discipline and Appeals Committee and will appoint committee members with the approval of the Board of Directors; will investigate complaints and appeals; will keep records of discipline, appeals, complaints, and hearings; will report to the Board of Directors the progress of appeals, complaints, and hearings; will administer and monitor discipline; will prepare policies and procedures concerning discipline, appeals, complaints, and hearings for Board of Directors approval; and will perform any other duties prescribed by the Board of Directors.

**Section 11. The Scheduler.** The Scheduler will be responsible for drawing up game schedules for all divisions and furnishing copies to all member teams, members of the Board of Directors and to the Greater Lansing Area Soccer Referees Association (GLASRA); will have the power to schedule or reschedule any CASL league matches according to the Corporation's Rules and Guidelines; will act as the CASL Board liaison with GLASRA; will attend all Premier Program scheduling meetings; and will perform any other duties prescribed by the Board of Directors. These functions, as they relate to any Recreational Program operated as contemplated by Article VI, Section 5, may be delegated to the Recreational Committee.

**Section 12. The Assistant Registrars.** The Assistant Registrars will assist the Registrar as required and will perform any other duties prescribed by the Board of Directors.

**Section 13. The Premier Director.** The Premier Director will serve as the Chairperson of the Premier Program Committee; will assure compliance with the bylaws, rules, policies, and procedures of the Michigan State Premier Soccer Program (MSPSP); will oversee the

CASL Premier Program; and will perform any other duties prescribed by the Board of Directors.

**Section 14. The Publicist.** The Publicist will be responsible for reporting pertinent information of all activities and games of the CASL league to the area news media; will be responsible for public relations with the Greater Lansing community; and will perform any other duties prescribed by the Board of Directors.

**Section 15. The Statistician.** The Statistician will be responsible for maintaining all league statistics; will be responsible for maintaining a file of all referee game report forms and relaying information to GLASRA; will record all match related yellow cards and red card game suspensions and notify the Board of Directors of the same; and will perform any other duties prescribed by the Board of Directors.

**Section 16. The Risk Manager.** The Risk Manager will administer the CASL risk management program in compliance with the MSYSA program; and will perform any other duties prescribed by the Board of Directors.

**Section 17. The Fields Director.** The Fields Director will be responsible for maintaining a list of all community and league match and practice fields and their street addresses; will be responsible for assuring that all match fields are acceptable for match play; will maintain maps and directions to all match fields and assist GLASRA in listing and mapping of match fields; will cooperate and coordinate his/her efforts with the Scheduler concerning community match fields; will receive and investigate all complaints concerning the condition, size, safety, etc. of match fields from CASL Members and/or GLASRA; will communicate all problems, concerns, complaints about match fields to such Members or others as are responsible for the maintenance of community match fields; will notify the Board of Directors as to the unsuitability of any match fields; and will perform any other duties prescribed by the Board of Directors. These functions, as they relate to any Recreational Program operated as contemplated by Article VI, Section 5, may be delegated to the Recreational Committee.

**Section 18. The Recreation Director.** The Recreation Director will serve as the Chairperson of the Recreational Program Committee; shall serve as the CASL representative to all leagues in which the Recreational Program participates; will oversee, and publicize CASL Recreational programs; will oversee the registration of CASL Recreational Program teams with CASL and MSYSA; and will perform any other duties prescribed by the Board of Directors.

## **ARTICLE VI. Committees.**

**Section 1. Executive Committee.** The President, Vice President, Treasurer, Secretary, and Registrar shall constitute the Executive Committee. The Executive Committee may act on matters demanding immediate attention when it is impractical or impossible to call a meeting of the full Board of Directors. Any action taken by the Executive Committee shall be subject to the approval of the entire Board of Directors and in no case shall the Executive Committee have power to incur liabilities on behalf of the Corporation.

**Section 2. Nominating Committee.** The President shall appoint the Chairperson of the Nominating Committee. The Nominating Committee shall consist of three members, not more than two of whom shall be Directors. The remaining members of the Committee shall be appointed by the Committee Chairperson from the Board of Directors and/or the Members, subject to the approval of the Board of Directors. In nominating persons for election to the Board of Directors, the Nominating Committee will attempt to assure that as many of the geographic areas governed by the Members as possible are represented by nominees. The Nominating Committee shall: (a) submit a slate (ballot) of nominees to the

Board of Directors at least 30 days prior to the annual league meeting; (b) assure that all persons nominated and placed on the ballot be present at the annual membership meeting and accept the nomination, or that they have submitted a letter of acceptance of the nomination (failure to accept shall render the nominee ineligible for election); and (c) assure that all nominees are 21 years of age or older.

**Section 3. Discipline and Appeals Committee.** The Chairperson of the Discipline and Appeals Committee shall appoint, with the approval of the Board of Directors, all members of the Discipline and Appeals Committee. Appointments to the Committee shall be for a term of one year from the date of Board approval. The Committee shall follow the Policies and Procedures of the Corporation; the concepts of due process; and provide fair, swift and just hearing and resolution of all appeals or disciplinary procedures. The Committee shall consist of a pool of not less than six (6) and not more than ten (10) persons, not more than four (4) of whom may be members of the Board of Directors including the Chairperson. The remaining Committee member(s) may be appointed from the Members or may be appointed from outside the membership. The President and/or the Board of Directors will forward all complaints and appeals to the Committee Chairperson. The Chairperson can, with or without pre-investigation, according to the severity of the complaint, call for a hearing on the complaint or appeal. The Chairperson can appoint a Hearing Board consisting of an odd (3, 5, 7 or 9) number of the members of the Committee of which no more than two (2) can be members of the board of directors. The Chairperson can serve as the chair or can designate another Committee member Chair of a Hearing Board. The Chair of the Hearing Board is not entitled to vote on the outcome of any hearing. A properly constituted Hearing Board will rule on all complaints and/or appeals referred to it arising under the Corporation Bylaws, Rules and/or Guidelines. The Hearing Board has the authority to bar completely, suspend, or otherwise discipline any player, coach, manager, team assistant, parent, spectator, or member of the Board of Directors upon a majority vote.

**Section 4. Premier Program Committee.** The Chairperson of the Premier Program Committee shall be the Premier Director who shall appoint, with the approval of the Board of Directors, all members of the Premier Program Committee. Appointments to the Committee shall be for a term of one year from the date of Board approval. The Committee shall follow the Policies and Procedures of the Corporation. The Committee shall consist of a pool of not less than six (6) and not more than fifteen (15) persons, not more than four (4) of whom may be members of the Board of Directors including the Chairperson. The remaining Committee member(s) may be appointed from the Members or may be appointed from outside the membership. The Premier Program Committee shall: (a) be responsible for the day-to-day operations of the Premier Program sponsored by the Corporation, including, but not limited to, financial matters relating to the Premier Program; (b) be responsible for compliance with the requirements of the MSPSP; (c) be responsible for recruiting and selecting coaches for the Premier Program, subject to the approval of the Board of Directors; and (d) provide reports to the Board of Directors at each Board of Directors meeting.

**Section 5. Recreational Program Committee.** This Committee shall be formed only after the affirmative vote of the Board of Directors to establish a Recreational Program within CASL. After such establishment, the Chairperson of the Recreational Program Committee shall be selected by the affirmative vote of all communities participating in the Recreational Program, with each such community having one vote. The Chairperson of the Recreational Program Committee the Recreational Program Director. The remaining positions within the Recreational Program Committee shall be selected in the same manner or by such other manner as determined by the Recreational Committee. Appointments to positions on the

Committee shall be for a term of one year. The Committee shall follow the Policies and Procedures of the Corporation. The Committee shall consist of a pool of not less than six (6) and not more than fifty (50) persons, not more than six (6) of whom may be members of the Board of Directors including the Chairperson. The remaining Committee member(s) may be from the Members or from outside the membership; provided, however, that every community having teams participating in the Recreational Program shall have representation on the Committee. The Recreational Program Committee shall: (a) be responsible for the day-to-day operations of the Recreational Program sponsored by the Corporation, including, but not limited to, financial matters relating to the Recreational Program; (b) be responsible for compliance with the requirements of any recreational league in which the Recreational Program participates; (c) be responsible for recruiting and selecting coaches for the Recreational Program, subject to the approval of the Board of Directors; (d) be responsible for recruiting and paying referees for the Recreational Program; (e) provide reports to the Board of Directors at each Board of Directors meeting; and (f) be responsible for such other functions as registration, field maintenance and scheduling as are delegated to the Committee by the Board of Directors.

**Section 6. Tournament Committee.** The President shall appoint the Tournament Director who shall be the Chairperson of the Tournament Committee. The remaining members of the Tournament Committee shall be appointed by the Committee Chairperson from the Board of Directors and/or the Members, subject to the approval of the Board of Directors. The Tournament Committee shall: (a) be responsible for the scheduling and running of any CASL tournaments hosted by CASL and/or sanctioned by MSYSA, most notably the "Capital Area Classic"; and (b) provide reports to the Board of Directors regarding such tournaments.

**Section 7. Other Committees.** The Board of Directors may designate other committees as deemed appropriate. The committees will have the authority as delegated to them by the Board of Directors.

**Section 8. Procedure.** Except for the Executive Committee, the Discipline and Appeals Committee, the Recreational Committee (after its establishment as contemplated in Article VI, Section 5, if ever) and the Premier Program Committee, all committees will serve at the pleasure of the Board of Directors. In addition, except for the Chairpersons of the Discipline and Appeals Committee and the Premier Program Committee (who shall be treated like any other officer of the Corporation), each member of every committee will serve at the pleasure of the Board of Directors. The Board of Directors will have the power at any time to increase or decrease the number of members of any committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence of any committee. Regular or special meetings of any committee may be held in the same manner provided in these Bylaws for regular or special meetings of the Board of Directors, and a majority of any committee will constitute a quorum at the meeting.

## **ARTICLE VII. Indemnification.**

**Section 1. Indemnification.** The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any Director or officer of the Corporation (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Director, officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership,

joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its Members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

**Section 2. Rights to Continue.** This indemnification will continue as to a person who has ceased to be a Director or officer of the Corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Directors or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.

#### **ARTICLE VIII. Conflicts of Interest.**

**Section 1. Disclosure.** When a member of the Board or an officer is affiliated with an organization seeking to provide services or facilities to the Corporation, or when a member of the Board or officer has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Board of Directors and made a matter of record, either when the interest becomes a matter of Board action or as part of a periodic procedure to be established by the Board. An affiliation with an organization will be considered to exist when a Board member or officer or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee or agent of the organization, or has any other substantial interest or dealings with the organization.

**Section 2. Voting.** Any Board member or officer having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, and should not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. The Board should obtain and rely on appropriate comparability data, when appropriate. The minutes of the meeting should reflect that the disclosure was made, that the interested Board member abstained from voting, that his or her presence was not counted in determining a quorum, and that comparability data was considered.

**Section 3. Statement of Position.** The foregoing requirements should not be construed to prevent a Board member or officer from stating his or her position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

#### **ARTICLE IX. Miscellaneous.**

**Section 1. Fiscal Year.** The fiscal year of the Corporation will end on the last day of June.

**Section 2. Seasonal Year.** The seasonal year of the Corporation will begin on September 1 and end on August 31 of the following calendar year; provided, however, that the seasonal year may be changed by a rule adopted by the Board of Directors of the Corporation unless prohibited by MSYSA and/or USYSA.

**Section 3. Amendments.** These Bylaws may be amended or repealed by the affirmative vote of the Members at the annual meeting.

