

The Governing By-laws of The Northern Counties Soccer Association, Inc.

I. NAME

This Association shall be known as the Northern Counties Soccer Association of New Jersey, also referred to as NCSA.

II. PURPOSE

The NCSA shall be a non-profit educational organization, the purpose of which shall be to develop, promote, and govern the game of soccer. The NCSA shall conduct business with due respect to the spirit of the game and for the benefit of the players.

III. COLORS

The representative colors of the NCSA shall be blue and white.

IV. AFFILIATION

The NCSA shall be affiliated with one or more of the following USSF organizations: US Club Soccer (USCS), United States Youth Soccer Association (USYSA) through one or more of its state associations such as the New Jersey State Youth Soccer Association (NJSYSA) and Eastern New York Youth Soccer Association (ENYYSA), American Youth Soccer Organization (AYSO) or other similar organization; it will comply with the authority of the organization(s) with which it is affiliated, USSF, and FIFA.

V. MEMBERSHIP

A. CLUB CONCEPT

It is the intent of the NCSA that participation is on a Club basis.

B. DEFINITIONS

1. CLUB

A Club shall be defined as an organization that manages soccer teams participating in competition conducted by the NCSA.

2. MEMBER CLUB

A Member Club shall be defined as a Club that meets the following requirements:

- a. Has elected officers and has adopted governing documents for whatever form the club entity takes, or, if the club is a part of a governmental entity, that the participation is pursuant to all necessary approvals by such governmental entity.
- b. Has sufficient fields, of correct size, available that will accommodate on any given date of play, at a minimum, 60% of the club's teams that are registered with the NCSA.
- c. Has at least six teams registered with the NCSA in each season. If a Member Club falls below this minimum requirement for two (2) consecutive seasons (Fall and Spring are the 2 seasons), then a Member Club shall automatically revert to a Probationary Club status.

d. Has satisfied the requirements of a Probationary Club.

e. Has been elected to membership as follows: Upon completing four (4) consecutive seasons meeting all criteria above, a Probationary Club may apply for Member Club status in this 3 step process: (a) At least 30 days prior to the AGM, the club must send to the Secretary proof of compliance with the above criteria and request that its application for Member Club status be processed; (b) prior to the AGM, the NCSA Board of Directors will consider the application and determine whether to recommend to the Member Club approval of Member Club status for the applicant; and (c) if recommended by the Board of Directors, then the application must be considered by the Member Clubs at the AGM and will be approved if a motion for approval passes by a 2/3rds vote. The approval shall be by written ballot if so requested by a Member Club or the Probationary Club which is the subject of the vote.

3. PROBATIONARY CLUB

A Probationary Club shall be defined as a Club that meets the requirements of paragraphs a and b of section V.B.2, and has been admitted by a majority vote of the Board of Directors present at a meeting.

C. RIGHTS OF CLUBS

1. A Member Club shall have:

- a. The right to vote in accordance with the By-Laws.
- b. The first right to NCSA sponsored tournaments.
- c. Any and all rights expressly set forth in the By-Laws.

2. A Probationary Club shall have:

- a. Any and all rights expressly set forth in the By-Laws.

3. Both a Member Club and a Probationary Club are granted such status based upon their original applications to NCSA as to Club organizational status, teams, geographic location, participation in other leagues and other criteria. The rights as a Member or Probationary Club are limited to those factors. If any of those factors change, the Club must reapply to NCSA to continue as a Club within NCSA. Organizational status includes, but is not limited to, type of legal entity (for example, corporation, association, partnership, government program), for profit/not for profit status, owners if a for-profit entity and similar information so as to disclose fully the nature of the Club.

D. RESPONSIBILITIES OF CLUBS

All Clubs and teams shall be governed by and must comply with the By-Laws of the NCSA, the Rules of Competition, all the policies as adopted by the Board of Directors, and all other applicable rules and regulations as set forth in Section IV above regarding Affiliation.

E. REMOVAL OF CLUBS

A Member Club can be removed from membership for any violation of the By-Laws or Rules of Competition by a 2/3 vote of the Member Clubs present at a meeting.

Member Clubs who violate any of the requirements in section V.B.2 except subsection V.B.2.c shall be notified of such violation as determined by a 2/3 vote of the Board of Directors present at a meeting and then such club will have one season to correct any such violation. Failure to

correct the violation will cause the Club to lose its member status without the necessity of an additional vote. Member Clubs who violate the requirements of Section V.B.2 will lose member club status automatically under that section.

Probationary Clubs may be removed from the NCSA by an affirmative vote of a simple majority of the Board of Directors present at a meeting for any reason.

F. LIMITATION ON ASSIGNMENT OF RIGHTS OF CLUBS

No Club, whether Member or Probationary, may assign its rights and obligations under these By-Laws and the Rules of Competition without the prior written approval of NCSA. Written approval of NCSA shall be in the form of approval by the NCSA Board of Directors to participate as a Club in NCSA once the proposed assignee has applied to NCSA as a new club. As a part of that application, the organizational status of both the proposed assignor and assignee must be provided to NCSA.

Any change in the organizational status of a Club shall require compliance with this section and be deemed a proposed assignment.

No assignment permitted hereunder shall relieve the assigning club of its then-existing obligations under these By-Laws and the Rules of Competition. Any assignment in accordance with the terms of this section shall be valid only if accompanied by the proposed assignee's express assumption of the proposed assigning club's rights and obligations in writing.

Noncompliance by a Club with this section will automatically terminate the rights of the Club.

VI. FINANCIAL OBLIGATIONS

A. REGISTRATION FEES

The full Seasonal Year fees shall be determined by the Board of Directors and paid by each Club as set forth in the Rules of Competition.

B. BOND

A Bond, as set forth in the Rules of Competition, shall be deposited with the NCSA by each Club at the time of admission and shall serve as security for the fulfillment of any and all obligations, financial or otherwise, for the scheduled season.

Any money due to the NCSA at the end of the Seasonal Year may be deducted from the Bond, at which time the Club's account must be brought to current status or the Club shall be considered to be delinquent.

A Club withdrawing from the NCSA must request a refund in writing of any bond money within one year of withdrawal or the money shall become the property of the NCSA. Clubs not entering teams into competition for two (2) consecutive Seasonal Years shall be deemed withdrawn. The withdrawal will become effective as of the last season in which the Club registered teams.

C. FINES AND UNPAID FEES

Payment of fines or fees by a Club shall be due within thirty (30) days from the earlier of posting of such fine online (without reference to any appeal of the fine or fee filed by the club) or issuance of a written notice or invoice by or on behalf of the Treasurer.

D. DELINQUENCY

Any Club owing money to the NCSA for more than thirty (30) days shall be considered delinquent. Any Club owing money to the NCSA for more than sixty (60) days shall be automatically suspended from competition.

The time period described above will exclude any delay in payment due to a protest, reconciliation of the account balances, or any other legitimate reason, as determined by the Board of Directors.

The Treasurer shall forward the names of any suspended Clubs and their officers to the organization(s) with which NCSA is affiliated pursuant to Section IV above.

E. REINSTATEMENT

Any Club which has resigned from the NCSA, or has been suspended by the NCSA, must pay all open balances prior to being reinstated; reinstatement shall be as a Probationary Club.

VII. COMPETITION

All Clubs expecting to participate in NCSA competition in any season must file a registration application for the club and for each team for such season in accordance with the Rules of Competition.

VIII. SCHEDULES

Prior to the start of each season the Games Chair shall prepare a schedule of the dates and the number of games to be played in each age group, which schedule is subject to approval or modification by the Board of Directors. The schedule shall not be altered except as provided for in the Rules of Competition.

IX. RULES OF COMPETITION

The Rules of Competition shall be the "Laws of the Game" as published by IFAB and the USSF with special modifications stipulated by the NCSA in the "NCSA Rules of Competition."

X. ANNUAL DATES

A. FISCAL YEAR

The Fiscal Year shall commence on July 1 and end June 30 of the following year.

B. SEASONAL YEAR

The Seasonal Year shall commence on August 1 and end July 31 of the following year or as established by the organizations with which NCSA is affiliated under Section IV..

XI. REPRESENTATION AND VOTING

Each Member Club shall be entitled to one vote for each team registered with the NCSA during the current Seasonal Year ("Total Eligible Votes"). Each Club President, Representative or Alternate Representative (in that priority order) shall be entitled to cast the ballots for all teams in his or her Club. All Club Presidents, Representatives, and their alternates, shall register annually with the NCSA. Any reference to voting by Member Clubs refers to Total Eligible Votes per club and not to each club as a single vote.

XII. MEETINGS OF CLUBS

All meetings shall be conducted in accordance with Robert's Rules of Order, as revised. Meetings shall include telephone or video conferencing, as well as physical assemblies, as permitted by governing law.

A. ANNUAL GENERAL MEETINGS

The Annual General Meeting (AGM) shall be held during the month of June. The order of business at the AGM shall be the same as the order of business at all meetings, except that the election of Directors and Officers shall precede new business. Notification of the AGM shall be made at least 14 days in advance and shall be in writing, which shall include the posting of the meeting on the official NCSA website.

B. GENERAL MEETINGS

The Pre Season Fall and Spring General Meetings are mandatory for all team Head Coaches, or an Assistant coach from that team. No other individual may substitute. Failure to attend this meeting will result in a Club fine as designated in the Rules of Competition. Notification of these meetings shall be in writing, which shall include the posting of the meeting on the official NCSA website. The Board of Directors may dispense with such meetings by majority vote.

C. SPECIAL GENERAL MEETINGS

A special general meeting may be called by a majority of the Board of Directors or by written petition of thirty-three (33) percent of the Total Eligible Votes of the Member Clubs for the current Seasonal Year.

D. QUORUM

At all NCSA meetings, a simple majority of the Total Eligible Votes of the Member Clubs during the current Seasonal Year shall constitute a quorum for the transaction of business.

E. FAILURE TO ATTEND

The failure of any Member or Probationary Club to be represented at Annual, General or Special Meetings shall result in a fine for all occurrences. In addition, failure to be represented at three consecutive meetings shall cause a Member Club to lose its voting privileges and return to Probationary Club status, if applicable, and may result in disciplinary action against any Club by the Board of Directors.

XIII. AUDIT

The books and accounts of the NCSA shall be available for a yearly audit within sixty (60) days of the end of the fiscal year. An audit report, certified by an auditing committee appointed by the Board, shall be made available to the NCSA and its Member Clubs. There shall be at least one non-Board member on the audit committee and two Board members who do not have signature authority on the Committee. Alternatively, the NCSA may retain the services of an independent CPA to perform an audit or review of its books.

XIV. THE BOARD OF DIRECTORS

The Board of Directors, which shall consist of the Officers of the NCSA, shall make whatever decisions are necessary to govern the NCSA in accordance with these By-Laws, and establish the Rules of Competition prior to the start of each season.

At all Board meetings, a simple majority shall constitute a quorum for the transaction of business.

XV. OFFICERS OF THE NCSA

The Officers of the NCSA, as listed below, shall be elected at the AGM and serve for a one (1) year term, effective upon election and until a successor is elected and qualifies, unless the position is left vacant as set forth below.

A candidate shall only be elected if he or she is personally present at the AGM or the NCSA has received a written consent from the absent candidate stating his or her intention to hold office.

Any officer that fails to attend three (3) consecutive Board meetings shall automatically be removed from the Board. At the recommendation of the President, a Board member may be removed for failing to fulfill the requirements of his or her position. The removal must be approved by a 2/3 majority of the Board present at a meeting. In the event of a vacancy on the Board, the President shall make a recommendation for a replacement to the Board for approval by majority vote of those present.

If an individual holds more than one position, that person shall be entitled to only one vote.

All Officer positions below are required unless noted optional below; if noted as optional, the Board of Directors will determine if a position will be filled for the current or next year.

A. PRESIDENT

The President shall supervise all activities of the NCSA as well as the work of the Officers. The President is the general representative of the NCSA on all matters. The President will also serve as the Chair of all Board and Membership Meetings and has the power to appoint special committees. The President shall also serve as the official spokesperson for the NCSA, but may delegate this authority to other persons. The President shall have signature authority, subject to the requirements of Paragraph E (Treasurer) of this section, for all NCSA accounts.

B. FIRST VICE PRESIDENT

The First Vice President shall succeed to the powers of the President in the President's absence and shall assist the President as necessary. The Vice President shall also be an ex-officio member of all standing committees as defined in these By-laws. The Vice President shall have signature authority, subject to the requirements of Paragraph E (Treasurer) of this section, for all NCSA accounts.

C. SECOND VICE PRESIDENT (optional)

The Second Vice President shall perform such functions as directed by the President or by the Board of Directors. The Second Vice President shall succeed to the powers of the President and First Vice President in their absence.

D. SECRETARY

The Secretary shall provide the notification for all meetings, record the minutes of all meetings of the general membership and the Board of Directors, and shall be the custodian of all correspondence received or initiated by the Board of Directors or any standing committee. The Secretary shall also serve as the chair of the NCSA election committee and shall be responsible for all corporate governing documents.

E. TREASURER

The Treasurer shall administer the management of all monies of the NCSA. Monies shall be deposited in institutions or Funds approved by the Board of Directors in the name of the NCSA. All checks issued by NCSA in amounts in excess of \$500 shall have two authorized signatures. The Treasurer shall give a monthly report of disbursements, receipts, balances, and other financial information, and be responsible for the filing of all forms and reports required by state or federal government agencies.

F. GAMES CHAIR(s)

The Games Chair(s) shall be responsible for preparing and maintaining the Fall and Spring schedule of play, and shall assist the Division Commissioners in the fighting of teams. The current Board will determine whether there are two or more co-chairs or only one Chair.

G. GAMES CONDUCT CHAIR(s)

The Games Conduct Chair shall deal with all acts of misconduct referred to him/her/through referee reports, officer reports, other sources deemed reliable, forfeits and protests. If the act of misconduct is deemed significant enough in the opinion of the Games Conduct Chair(s) to require additional input before a decision is made, the Games Conduct Chair(s) may refer the matter to the Games Conduct Committee. The Games Conduct Chair(s) shall preside over all meetings of the Games Conduct Committee and coordinate all communications among the Committee members about a matter, even if a meeting is not required.

The Games Conduct Committee shall consist of the Games Conduct Chair(s), and other Board members appointed by the President in consultation with the Games Conduct Chair(s) so that there are at least 3 committee members.. In the event of a conflict of interest, the Games Conduct Chair(s) shall select alternative members from the Board as needed. No club may have more than one member on the committee.

The current Board will determine whether there are two or more co-chairs or only one Chair.

H. RULES CHAIR

The Rules Chair shall be responsible for implementing and administering the Rules of Competition. Interpretation of the Rules of Competition shall be made by the Rules Chairman with reference to USSF and its affiliate organizations' rules and decisions.

The Rules Chair shall also review, on at least a seasonal basis, and recommend to the Board of Directors changes to the Rules of Competition, as required.

I. REFEREE DEVELOPMENT CHAIR

The Referee Development Chair shall be the liaison from the referees to the USSF assignors hired by NCSA to assign referees to all NCSA matches. The Referee Development Chair shall coordinate all matters regarding refereeing within the NCSA. The Chair shall, with the approval of the Board of Directors, appoint assistants. Assistants to the Referee Chair shall not be members of the Board of Directors.

J. REFEREE COMPLIANCE CHAIR

The Referee Compliance Chair shall be the liaison to the USSF referees from the NCSA Board to insure compliance with all Rules of Competition, reporting and paperwork submissions as determined by the Board.

K. NCSA Cup Commissioner

The NCSA Cup Commissioner will coordinate planning, registration, scheduling and awards for any competition open to all NCSA teams if such competition is approved for a particular year or season by the Board. The Cup Commissioner will also be the point person for any competition involving other leagues in which competition is limited and NCSA teams are part of the limited participation.

L. NEW CLUB REGISTRATION COORDINATOR (optional)

The New Club Registration Coordinator shall process, investigate, make recommendations about and address all applications of prospective Clubs. He or she shall also disseminate such information to Officers and respond to inquiries from non-member Clubs.

M. LEAGUE REGISTRAR (optional)

The League Registrar shall be the custodian of all team and player registration information and shall have the authority to verify the credentials of any player and any coach for any cause. He or she shall coordinate with the organizations with which NCSA is affiliated pursuant to Section IV above as necessary. The League Registrar will coordinate all activities necessary to insure that all players and coaches are properly certified for and issued proper documentation to participate in NCSA.

N. INTERNAL DEVELOPMENT CHAIR (optional)

The Internal Development Chair shall be responsible for the initiation, implementation, and administration of any Select Team Program on a League level. He or she is also responsible to review, recommend and implement improvements in NCSA's competition structure and any inter-league competitions.

O. RECREATION COMMISSIONER (optional)

The Recreation Commissioner shall be responsible for coordinating the activities of the NCSA Recreation Program. The Recreation Commissioner can, with the approval of the Board of Directors, appoint assistants. Said assistants shall not be members of the Board of Directors.

P. DIVISION COMMISSIONERS

There shall be one Division Commissioner for each of the divisions listed below:

Boys Division 1 & 2

Boys Division 3

Boys Division 4

Boys Division 5

Girls Division 1 & 2

Girls Division 3

Girls Division 4

Girls Division 5

The Division Commissioners shall coordinate all activities within their respective divisions. The Division Commissioners can, with the approval of the Board of Directors, appoint assistants. Said assistants shall not be members of the Board of Directors.

Q. PRESIDENT EMERITUS

The immediate Past President shall hold the role of President Emeritus. If that person continues to serve on the board in any other position, then the next preceding president shall hold that role. If both continue to serve on the board, the position shall remain vacant. If either serves on the board after being president and then ceases to occupy another board position, such person is still

eligible for this role if no other person or persons have a more recent entitlement to the position. If the person entitled to such position was removed by Board or if the Board so determines by majority vote that it is not in the best interests of NCSA for such person to serve in that position, then the President Emeritus role shall remain vacant.

This role has no vote and does not count towards a quorum requirement nor meeting a quorum. The President Emeritus is not subject to the meeting attendance requirement. The President Emeritus has no specific duties nor obligations except as agreed upon with the president or board.

XVI. DISCIPLINARY ACTION

A. DISCIPLINARY AUTHORITY

The Board of Directors is authorized to take disciplinary action with respect to players, coaches, managers, team assistants, members, or teams of any Club, or the Club itself. A simple majority of the Board of Directors present at a meeting is required for the suspension of a person, team or Club.

B. APPEAL

Any person or group disciplined by the Games Conduct Committee may appeal to the Board of Directors. Said appeal must be made in writing within ten (10) days of notification of the Games Conduct Committee's decision.

Any person or group disciplined by the Board of Directors may appeal to Member Clubs at a Special General Meeting as defined in Section XII.C. A 2/3 majority of current eligible votes of those voting Members present will be required to overrule the Board of Directors' action.

Should any person or group wish to appeal further any adverse decision, they must follow USSF rules and the rules of the organization with which NCSA is affiliated for the competition in which the action occurred.

XVII. INSURANCE

A. GENERAL REQUIREMENTS

All teams registered with the NCSA shall be required to have in effect a medical insurance program as specified by the NCSA covering its players for the Seasonal Year, unless the Club provides written proof to the Board of Directors that any or all players are covered by some other form of acceptable insurance. Insurance as provided by the organization with which NCSA is affiliated pursuant to Section IV above is satisfactory.

B. PUBLIC LIABILITY INSURANCE

All Officers and other persons performing acts at the direction of Officers shall be covered by insurance obtained by NCSA for personal liability claims for performing acts and duties related to the work of the NCSA.

XVIII. DISSOLUTION

Should the NCSA ever be dissolved all assets remaining after payment of NCSA debts shall be distributed on a prorated basis, based on the number of eligible votes as a Member Club in NCSA's final season, to the then Member Clubs, taking into account any delinquent monies owed by said Clubs to the NCSA. All such distributions must be in accordance with IRS rules and

regulations and no distribution will be made in violation of those rules and regulations governing NCSA as a 501(c)(3) tax exempt organization.

XIX. BY-LAW CHANGES

Changes or amendments to these By-Laws may be effected at the AGM upon an affirmative vote of the majority of the Total Eligible Votes in the current Seasonal Year of the voting Members present. Any proposed changes or amendments to the By-Laws by Member Clubs must be made in writing to the NCSA Secretary by May 15th. The Secretary shall give each Member and Probationary Club notice of the proposed changes or amendments 14 days before the AGM. Any proposed changes or amendments to the By-laws originated by the Board of Directors may be made at the AGM. All changes or amendments shall be distributed to all Member and Probationary Clubs at the General Meeting following ratification or placed on the official NCSA website.

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