

**Michigan State Developmental Soccer League
Bylaws: Rules, Regulations and Guidelines**

Article 1. Name and Purpose

Section 1. Name.

The name of this program shall be the **Michigan State Developmental Soccer League (MSDSL)**.

Section 2. Purpose

The purpose of the MSDSL shall be to promote the development of highly skilled youth soccer players, sportsmanship, and quality coaching and officiating within our governing area.

Article 2. Members

Section 1. Membership

Membership in the MSDSL is restricted to its founding members: Canton Celtic, Force Football Club, Livonia City Soccer Club, Novi Jaguars, TNT Dynamite and Waza; all teams/clubs must abide by league bylaws and guidelines. New clubs can petition the league for acceptance as well as clubs with disciplinary issues from previous seasons must submit the appropriate forms, fees and information by deadlines set forth by the Board of Directors (see section 2 Method of Entry). There will be no discrimination toward race, sex, religion and sexual preference.

Section 2. Method of Entry

Each RETURNING club must have its completed paperwork (player contracts, proofs of age, registration spreadsheets etc) and all monies paid to the League Administrator prior to participating in any games. A returning club is an organization that played in the previous seasonal year (fall and/or spring) without disciplinary issues.

New clubs (those without past participation in the previous soccer year in the MSDSL), prior to submitting their completed roster, paperwork and monies, must submit affiliation paperwork to the league by a date set forth by the Board of Directors. New clubs/teams will be accepted based on criteria including, but not limited to: geographic location, properly completed affiliation paperwork, club/team members in good standing with the Michigan State Youth Soccer Association, and reason of formation. Affiliation paperwork will be available on the league website or by contacting the BOD.

Returning teams with disciplinary issues (see league rules and regulations) are required to submit performance and behavior review paperwork to the league by a date set forth by the Board of Directors, prior to submitting their completed roster, paperwork and monies. Teams accepted back into the league may be required to submit a performance bond with their team paperwork.

Section 3. Tournament Teams

The MSDSL will register teams for tournament purposes. League teams are able to participate in any USSF sponsored tournaments.

Section 4. Notice of Meetings

Meetings of the MSDSL shall be called by the Board of Directors (BOD) at their discretion. Notice of such meetings shall be directed by mail, email and/or posting on the league website, and shall include the time, date, and place of such meetings.

Section 5. Conduct of Meetings

Meetings of the MSDSL shall be presided over by the President of the MSDSL or if the President is not present, by the Vice President or, if neither is present, by the Secretary or, if the Secretary is not present, a person will be selected to act as secretary of the meeting.

Section 6. Application Fees

Application fees for all teams in the amount determined from time to time by the MSDSL BOD shall be payable at the time of team registration.

Article 3. Board of Directors

Section 1. Number and Qualifications

The property, business and affairs of the MSDSL shall be handled by its MSDSL Board of Directors (BOD). The MSDSL BOD shall consist of the following: President, Vice President, Secretary, Treasurer, and two Member-at-Large positions.

Section 2. Selections

- a) The MSPDL BOD will represent each of the six founding members. Every two years, each member organizations will nominate one person to represent their club, and those six nominees will internally select their BOD positions by vote.
- b) The MSDSL BOD may appoint, at their sole discretion, other agents of the MSDSL Program who shall serve at the discretion of the MSDSL BOD and need not be members.

Section 3. Quorum

A majority of the MSDSL BOD then in office shall constitute a quorum for the transaction of business and the action of a majority of the MSDSL BOD present at a meeting at which a quorum is present shall be the action of the MSDSL BOD, except as action by a majority of the Officers then in office may be specifically required by other sections of these bylaws. If at a meeting of the MSDSL BOD there shall be less than a quorum present, a majority of those present may adjourn the meeting until a quorum shall be present. Proxy voting is permitted.

Section 4. Vacancies

Whenever any vacancy shall have occurred in the MSDSL BOD by reason of death, resignation, removal, or otherwise, the founding member represented by this BOD member will replace them with a new representative who will assume responsibilities. If a found member is expelled from the league, the BOD will continue its operation with a five member BOD.

Section 5. General Powers as to Negotiable Paper

The MSDSL BOD shall, from time to time, prescribe the manner of making. signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer(s) or agent(s), who shall from time to time, be authorized to make, sign, endorse the same on behalf of the MSDSL.

Section 6. Disciplinary Authority

The MSDSL BOD has the authority to bar completely, suspend or otherwise discipline any player, coach, manager, team assistant, trainer, club officer, league officer or other

person associated with any team or club playing within the MSDSL, whether such person is paid or unpaid by one or more players, teams or clubs. Disciplinary actions will only occur when a majority of Board members have been contacted and polled as outlined under Article 3. Section 3 the MSDSL (Board of Directors, Quorum)

Article 4. Committees

Section 1. Special Committees

From time to time it may be necessary for the **BOD** to form special committees who shall be given direction from and limited authority to investigate, recommend resolution or direction to the BOD. These committees shall NOT have the power to:

- a) Amend the bylaws.
- b) Recommend to members dissolution of the MSDSL.
- c) Fill vacancies in the BOD.

Section 2. Procedures

All committees and each member there of, shall serve at the discretion of the MSDSL BOD. The MSDSL BOD shall have the power at any time to:

- a) Increase or decrease the number of members or committees.
- b) Fill vacancies.
- c) Change the function of or
- d) Terminate the existence of any committee.

Article 5. Directors

Section 1. President (Chairperson of the Board)

The President shall preside at all meetings of the MSDSL. He/she shall be the chief executive officer of the MSDSL and shall have general and active management of the League, and shall see that all orders and resolutions of the BOD are carried into effect. He/she shall execute all authorized conveyances, contracts, and other obligations in the name of the MSDSL.

Section 2. Vice President

The Vice President in the absence of the President shall preside at all meetings and functions as the representative of the MSDSL. He/she shall be responsible for disciplinary actions of players, coaches, and team/club representatives. He/she shall be the initial BOD member to resolve issues between teams (i.e. rescheduling, forfeitures).

Section 3. Secretary

The Secretary shall attend all meetings of the MSDSL and shall record all minutes and votes in a book to be kept for that purpose. He/she shall give or cause to be given, notice of all meetings of the MSDSL. He/she shall send out to all member teams all official correspondence from the MSDSL BOD.

Section 4. Treasurer

The Treasurer shall have custody of the funds and securities of the MSDSL and shall keep full and accurate accounts of receipts and disbursements in the books and records belonging to the MSDSL and shall deposit all monies and other valuable effects in the name of the MSDSL. He/ she shall disburse the funds of the MSDSL as may be ordered by the MSDSL BOD, taking proper vouchers for such disbursements and shall render whenever they require it an accounting of all transactions as Treasurer and of the financial condition of the MSDSL.

Section 5. Members-at-Large

The two Members-at-Large may be assigned responsibilities not designated to the officer positions. Responsibilities may include and are not limited to Registrar, Michigan State Premier Soccer Program (MSPSP) delegate, and Scheduling.

Article 6. Compensation & Expense

Section 1. Compensation

The Officers/members of the board of directors of the league, as such, shall not be compensated for the performance of services for the league.

Section 2. Expenses

The Officers/members may be reimbursed for expenses incurred on behalf of the league and not to exceed \$100.00 without prior approval of the board with the exception of standard operating expenses.

Article 7 . Dissolution

If at any time the MSDSL is dissolved in its entirety, any and all monies and assets will be relinquished to its founding members to be used for the promotion of the Game of Soccer.

Article 8. Insurance

The League may purchase and maintain insurance (and pay the entire premium thereof) on behalf of any person who is or was a director, officer employee or agent of the League, or is or was serving at the request of the League as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against his or her status, as such, whether or not the League would have the power to indemnify against such liability under the provisions of this Article VI or under the provisions of Sections 561 through 565 of the Michigan Business Corporation Act.

Article 9. Indemnification of Directors and Officers

Section 1. Third Party Suits

To the extent permitted by Michigan law, from time-to-time in effect and subject to the provisions of this Article 9, the League shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the League) by reason of the fact that he or she is or was a director, officer, employee or agent of the League, or is or was serving at the request of the League as a trustee, director, officer, employee of agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the League or its members, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceedings by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner

which he or she reasonably had cause to believe to be in or not opposed to the best interests of the League or its members and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Suits by or in Right of the League

To the extent permitted by Michigan law from time-to-time in effect and subject to the provisions of this Article 9, the League shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the League to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the League, or is or was serving at the request of the League as a trustee, director, officer, employee or agent of another corporation, (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the League or its members, except that no indemnification shall be made in respect of any claim, issue or matter as to which the person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the League unless and only to the extent that the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Indemnification against Expenses

To the extent that a person who is or was a director, officer, employee or agent of the League, or a trustee, director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise with which he or she is or was serving at the request of the League has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article 9, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

Section 4. Determination that Indemnification is Proper

Any indemnification under Section 1 or Section 2 of this Article 9 (unless ordered by a court) shall be made by the League only upon a determination that indemnification of the person is proper in the circumstances because he or she has met the applicable standard of conduct set fourth in Section 1 and Section 2. The determination shall be made (1) by the Board by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5. Reimbursement of Expenses

Expenses incurred by any person who may have a right to indemnification under this Article VI in defending a civil or criminal action, suit or proceeding may be paid by the league in advance of the final disposition of the action, suit or proceeding as authorized in the manner provided by Section 4 of this Article 9 upon receipt of an undertaking by or on behalf of the person to repay the amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the League pursuant to this Article 9.

Article 10. Miscellaneous

Section 1. Fiscal Year

The Fiscal year of the MSDSL shall be July 1 through June 30.

Section 2. Affiliation

The MSDSL shall be an affiliated member of and comply with the authority of the Michigan State Youth Soccer Association, the United States Youth Soccer Association and the United States Soccer Federation. Except where restricted or prohibited by law, these bylaws are superseded by the requirements of the United States Youth Soccer Association.

Section 3. Discrimination

The MSDSL will not discriminate based on race, sex, age, religion, or sexual orientation. In addition, the MSDSL will ensure that girls teams, boys teams and coed teams (which shall be considered a boys team) shall be established on an equal basis.

Section 4. Amendments

These bylaws, as well as league rules and regulations, may be altered, repealed or amended by a majority vote of the MSDSL BOD.

Section 5. All Other

All other situations not found in these bylaws shall be referred to the bylaws of the Michigan State Youth Soccer Association for guidance to resolution. The MSDSL BOD retains all jurisdictions within our League and reserves the right to seek counsel on an as needed basis.