



## **CONSTITUTION OF THE GREATER DAYTON PREMIER LEAGUE**

### **ARTICLE I NAME**

The name of the organization shall be the "Greater Dayton Premier League", DBA Dayton Premier and / or GDPL. The GDPL shall be a state chartered, non-profit, educational organization.

### **ARTICLE II PURPOSE**

A. The purpose of GDPL is to organize and promote recreational and competitive youth soccer programs, clubs, leagues, associations, and societies for youth up to and including those twenty years of age; to encourage good sportsmanship and fair play of all the participants therein.

B. This GDPL achieves its purpose by (1) encouraging the development of leagues, clubs, associations, organizations, and programs so that soccer is made available to youth in all levels of competition; (2) encouraging the development and practice of good sportsmanship; (3) developing the principles of fair play; (4) building good character; (5) promoting the growth of soccer; (6) instructing, training and educating players, coaches, and referees to develop and improve their capabilities.

C. In no event shall the income or property of GDPL inure to the benefit of any individual, except where there is a corresponding direct benefit to the Association.

### **ARTICLE III BOUNDARIES**

A. The boundaries of GDPL shall be the Dayton and Greater Dayton area. Counties included are: Mercer, Auglaize, Logan, Union, Darke, Shelby, Miami, Champaign, Clark, Madison, Preble, Montgomery, Greene, Northern Butler, and Northern Warren.

B. The boundaries may be changed with the additional of outlining organizations.

## **ARTICLE IV AFFILIATION**

This Association shall be affiliated with SAY Soccer and through such affiliation shall be affiliated with US Soccer.

## **ARTICLE V MEMBERS**

A. Membership in GDPL shall consist of properly constituted youth soccer leagues or associations. All leagues and associations must submit an application to be considered for membership. The Board of Directors must approve, by majority vote, all applications.

B. Annual membership dues for this Association shall be \$5.00 per player. Other fees maybe charged from SAY for player cards and other roster information.

Any member league or association that fails to pay their annual per player fee shall lose their right to take part in any leagues games.

C. Each member league or association shall retain its own autonomy, but will adhere to the Constitution and bylaws and policies of Greater Dayton Premier League.

## **ARTICLE VI TERMS OF OFFICE**

The term of office for all elected members of the Board of Directors shall be a three-year term commencing at the conclusion of the meeting at which they were elected to the Board of Directors. The term of office for all elected members of the Board of Directors shall end at the conclusion of the Annual General Meeting when it is the expiration of their term in office, except as is necessary to comply with other sections of this constitution.

## **ARTICLE VII BOARD OF DIRECTORS**

### **A. Management**

1. The responsibility for the oversight of this Association shall reside in a Board of Directors. This general oversight shall include but is not limited to the establishment of a budget, bylaws, policies, fees to be charged by Greater Dayton Premier League and other matters as determined by the Board of Directors that are not inconsistent with this Constitution.

2. Nominees, to be a member of the Board of Directors, shall be elected from the membership of member leagues and associations and/or other individuals interested in Greater Dayton Premier League

### **B. Removal from Office:**

1. Each elected Director shall serve a three (3) year term beginning with their election to the Board of Directors, consistent with Article VI, unless one or more of the following conditions apply:

- The Director tenders his/her resignation or, upon his/her death, or his/her removal.
- The term is less than 3 years when a vacancy existed and is subsequently filled by the Board of Directors.

2. In the event of the death, resignation, or removal of a Director, a replacement shall be appointed by the current Board of Directors by a majority vote at a Board of Directors meeting by those Directors who are from the same district as that of the Director who has left the Board. This replacement will serve until the next Annual General meeting and election and must be an individual from the same district that elected this original Director.

3. Any elected Director can be removed for due cause by the affirmative vote of two-thirds (2/3) of the members of the entire Board of Directors at a meeting duly called for that purpose provided the Director who the action is directed has been given 30 days advance notice of the contemplated action. If the Director that has been removed from the Board of Directors is also an officer of the Association, then the individual is also removed from Officer's position.

**C. Powers of the Board of Directors:**

1. The Board of Directors shall be the official ruling body of the Association. The Board shall have control and management of the Association business. The Board shall be the policy making body of the Association.

2. The Board of Directors may adopt bylaws and policies not inconsistent with this constitution; promulgate and enforce rules governing the activities of the Association, and establish Board established-committees of the Association.

If there is a contradiction between the contents of this Greater Dayton Premier League Constitution and the Greater Dayton Premier League bylaws or other policies as established by the Board of Directors, then the contents of this Greater Dayton Premier League Constitution shall take precedent over the Greater Dayton Premier League bylaws or other Board established policies.

3. The members of the Board of Directors and their corresponding positions, if any, shall be:

- a) President - Officer
- b) Vice-President - Officer
- c) Secretary – Officer
- d) Treasurer - Officer
- e) Other elected board member - Officer

## **D. Officers**

1. At the first Board of Directors meeting after the Annual General Meeting, the Board will elect a President, Vice President, Secretary, Treasurer, and Registrar. They shall hold office until the start of the first Board of Directors meeting following the Annual General Meeting and are eligible for re-election. At the first Board of Directors meeting held after the Annual General meeting, the longest serving member of the Board of Directors who is not running for President shall chair the meeting until a President is elected.

If the Board of Directors fails to elect a President of the Association then the Board of Directors shall appoint, by majority vote, a Board member who would be authorized to sign checks on behalf of the association and to call meetings of the Board of Directors. This board member shall only hold such authorization until the next Board of Directors meeting is held. This person may be re-appointed, if necessary, to be authorized to sign checks and to call the next meeting of the Board of Directors.

Persons elected as an officer of the Association shall take office immediately upon their election.

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2. The President shall be a member of all standing committees and have full voting rights on those committees.
3. The President of the Association shall preside at all Board Meetings, general meetings, and the Annual General Meeting. The President shall oversee all Association activities. All committee chairpersons will be responsible to the President for the performance of their duties.
4. The President shall have the primary responsibility of planning for the long-term growth and development of the Greater Dayton Premier League. The President shall have such additional duties and responsibilities as stated elsewhere in the Greater Dayton Premier League Constitution or as assigned by the Board of Directors.
5. When the Vice President, Secretary, Treasurer, or Registrar is unavailable or unable to perform their duties as an officer of the Association, the President may temporarily appoint another member of the Board of Directors to fulfill the duties of that officer. Such a temporary appointment shall last a maximum of 30 days unless extended by a vote of the Board of Directors.
6. The Vice-President shall preside at all Board Meetings, general meetings, and the Annual General Meeting when the President is not present. In addition, the Vice-President shall represent the interests of Greater Dayton Premier League at all appropriate regional and national soccer meetings should the President not be present, unless another individual is specifically selected by the President to do so. In the event of the death, resignation, or removal of the President, then the Vice-President shall automatically become the President until the Board of Directors elects a new President.
7. The Treasurer shall be responsible to receive and safely keep all monies including membership and registration fees and to insure the safekeeping and proper usage of all these funds. The Treasurer is the Chief Financial Officer of the Association and is also responsible to insure that all disbursements and receipt of funds comply with this Constitution, the Greater Dayton Premier League bylaws, policies, and all applicable IRS regulations. Any mishandling of funds or payments that are inconsistent with the Constitution or applicable IRS regulations are to be reported to the Board of Directors.
8. The Treasurer shall keep detailed accounts of income and expenditures of the Association and present a Treasurer's report (Income/Expenditure and Budget Variance) at each Greater Dayton Premier League Board meeting and for the Annual General Meeting. The Association financial records shall be maintained on a fiscal year basis consistent with the fiscal year established with the IRS. The Treasurer shall be the chairperson of the compensation committee for the Association.
9. The Treasurer is responsible to see that there is a reconciliation completed each month on all financial records and accounts. The Treasurer shall make the bank statement and the reconciliation available to all Greater Dayton Premier League Board Members on a monthly basis and that all checks and payments comply.

10. The Secretary shall keep the minutes of all meetings of the membership, (Annual or General), and of all meetings of the Board of Directors and shall make proper record of the same and perform such other duties as may from time to time be assigned to him by the Board of Directors or by the President.

11. The Registrar's signature shall be affixed to all player and coaches passes. The Registrar shall certify the number of player registrations, the proper payment of member leagues and associations annual membership fees, player and coach registration fees and percentages of player participation in each district prior to the Annual General Meeting. The Registrar shall work with the Greater Dayton Premier League office staff to determine the information detailed in the preceding sentence.

12. In the event that any of the positions of Vice-President, Treasurer, Secretary, or Registrar becomes vacant for any reason, the Board of Directors shall vote to fill that position at the next Board of Directors meeting.

13. All vendor invoices or outstanding bills can be paid directly by the President or Treasurer, all fund must be tracked and accounted. The President can also override and pay bills due from setting up the league and cover expenses at will, proper documentation is required for tracking.

14. All payments on behalf of the Association are to be made by Check (except for petty cash as outlined below) or by Electronic Fund Transfers (EFT). EFT payments may be made if they are needed for efficient operation of the Association or as required by Government Regulations.

15. The President of the Association can authorize issuance of Greater Dayton Premier League credit cards for any member or staff of Greater Dayton Premier League, but only if a necessary business need exists. All charges on credit cards that cover authorized expenses for an individual are to be entered onto an expense report by item and invoiced as outlined in the Constitution. No personal charges are authorized or can be charged to an Greater Dayton Premier League credit card except if there is spousal travel to an authorized event. In that case, Greater Dayton Premier League is to be reimbursed for the spouse expenses before the payment is due to the credit card company. The President can also override and pay bills due from setting up the league and cover expenses at will, proper documentation is required for tracking.

## **E. Liability**

Board members and members of the Association shall not be personally liable for any legal or financial action taken against GDPL, the Board of Directors, or its member leagues or associations as long as they have acted in good faith and in the best interest of the Association.

## **ARTICLE VIII VOTING**

When two or more elected members of the Board of Directors from any one District that is allocated two (2) or more positions on the Board of Directors are in attendance at a Board of Directors meeting then at least one member from each of those Districts with two or more in attendance must vote in the affirmative with a majority of other members of the Board of Directors who are in attendance for any voted issue to pass. All issues that are voted upon by the Board of Directors shall be subject to this paragraph unless a specific voting level to pass that subject or issue is specified in the Constitution or in Greater Dayton Premier League's bylaws.

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## **ARTICLE IX MEETINGS**

The President shall call all meetings of the general membership. Members shall be given two weeks written notice of the meeting. To conduct business, at an Annual or General meeting, a quorum must be present. A quorum is defined as representatives of current member leagues or associations present whose combined player registrations from the proceeding seasonal year exceeds 50 % of the total number of player registrations from the preceding seasonal year. All membership meetings shall follow this-agenda:

1. Call to Order
2. Reporting of Minutes of Previous Meeting
3. Financial Report
4. Reporting of Communications
5. Report of Standing Committees (if any)
6. Special Committees (if any)
7. Program (if any)
8. Old Business
9. New Business
10. Election of Board Members
11. Adjournment

## **ARTICLE X AMENDMENTS**

A. The Board of Directors may propose with two-thirds (2/3) of those members present and voting approval, amendments to the constitution. Such recommended changes to the constitution will be voted on by the members at the next meeting of the membership, (Annual or General).

B. This constitution shall be amended when submitted by either of the methods shown in paragraphs A or B above and subsequently approved by an affirmative vote of two-thirds (2/3) of the electorate present at a membership meeting (Annual or General). Written notice shall be given to the electorate of such proposed changes at least 30 calendar days prior to the meeting date.

## **ARTICLE XI STANDING COMMITTEES**

A. The Board of Directors will establish if needed the following standing committees:

1. Appeals
2. Conduct
3. Compensation

The Greater Dayton Premier League President shall appoint, subject to confirmation by the Board of Directors, the chairperson of each of the above listed committees, except for the Compensation Committee. The term for the appointment of each of the above listed chairpersons shall be from the date of their appointment until the start of the Board of Directors meeting following the next Annual General Meeting that is held.

B. All member leagues, associations, registered players, coaches, officers, officials of member leagues, associations, or teams all have the right to appeal any ruling from their league or association to Greater Dayton Premier League.

C. The Appeals Committee will have responsibility to accept appeals submitted by individuals, teams, and/or leagues. The Board of Directors is authorized to set the amount of a deposit that must be submitted with any appeal sent to the Greater Dayton Premier League Appeals Committee. The amount of the deposit may not exceed \$300.00. Any deposit submitted with an appeal shall be returned to the appealing party if the appealing party prevails in the matter that was brought to the Appeals Committee. All appeals to the Greater Dayton Premier League Appeals Committee must be filed in writing, along with the fee, within 7 calendar days of the rendering of the disputed decision

D. The Appeals and the Conduct Committee must be composed of at least three officers on the board of directors

E. The Conduct Committee shall only have the authority to hold hearings based on complaints submitted by members of Greater Dayton Premier League against other members of Greater Dayton Premier League for actions that have occurred within the areas of responsibility of Greater Dayton Premier League and are consistent with Greater Dayton Premier League bylaws. For purposes of this section only, the phrase, "members of Greater Dayton Premier League", shall mean any player, parent of a player, administrator, coach, team, club, member league, or association. Furthermore, for purposes of this section only, the phrase, "within the area the areas of responsibility of Greater Dayton Premier League," shall mean any violation of a specific Greater Dayton Premier League bylaw, misconduct at any Greater Dayton Premier League tournament or misconduct at any Greater Dayton Premier League organized activity.

F. Any ruling of the Conduct Committee may be appealed to the Appeals Committee of Greater Dayton Premier League

G. Parties to any dispute before any Greater Dayton Premier League committee may be represented by their parents, their coach, or other person.

H. The chairperson of the Compensation Committee will select at least one board member of the Greater Dayton Premier League. The Board of Directors shall approve, disapprove, or change any compensation recommendations of the Committee by majority vote.

## **ARTICLE XII BOARD/COMMITTEE MEETINGS**

A. The Board of Directors shall meet as often as necessary to conduct the business of the Association. However, the Board of Directors must meet at least twice a year. When more than 50 % of the elected Board members are present at a meeting of the Board of Directors that shall constitute a quorum. All Board of Directors meetings and all Annual or General membership meetings shall be open all members of Greater Dayton Premier League. For the purposes of this paragraph only, members of Greater Dayton Premier League shall include Greater Dayton Premier League registered coaches, Greater Dayton Premier League registered players the parents of Greater Dayton Premier League registered players and/or representatives of Greater Dayton Premier League member leagues and associations.

The President or Secretary shall notify all Board Members of any Board Meeting at least fifteen (15) days before the meeting unless it is an emergency meeting as determined by 4 Board members or the President. All Board members shall be notified at least 3 days in advance of any emergency meeting of the Board of Directors.

Meetings of the Board of Directors may be held via telephone conference call. More than 50% of the elected Board members must be present on the conference call for it to be considered to be a quorum for such a meeting. All of the standard voting procedures contained within this constitution shall apply.

Specific motions, when made and seconded, may be voted on via e-mail. For such a motion to be adopted, 100% of all currently elected members of the Board of Directors must vote to accept the motion before the motion can be adopted. All of the standard voting procedures contained within this constitution shall apply.

B. Upon a vote of the Board of Directors, the Board may enter into Executive Session, at which time only currently elected members of the Board of Directors are allowed to be allowed in the meeting room. The Board of Directors may vote to invite other individuals into and to participate in the Executive Session meeting. The Executive Director may also be in the meeting room unless specifically excused from the Executive Session by the President.

C. Committees may meet as often as necessary to conduct business efficiently. A majority of committee members, including the ex-officio members, constitute a quorum. A majority of votes at a committee meeting decides all questions brought before a committee. Committee chairpersons are responsible for informing the Board of Directors of committee recommendations. The Board of Directors will accept/reject/change all standing committee recommendations by majority vote.

## **ARTICLE XIII BANK ACCOUNTS**

All account(s) are to be opened in the name of Greater Dayton Premier League. All Funds received must be deposited in the checking account(s). All withdrawals for these accounts are to be by check or Electronic Funds Transfer as provided for in Article VII. Savings accounts, saving certificates, or other interest bearing instruments must be authorized by the Board of Directors and held in the name of Greater Dayton Premier League. All withdrawals from these accounts must be deposited in the checking account(s) when the account is closed. The Greater Dayton Premier League address is to be on all accounts. The funds of Greater Dayton Premier League shall only be deposited and maintained in federally insured financial (FDIC) accounts unless other secure investment instruments are authorized by a vote of the Board of Directors.

## **ARTICLE XIV ANNUAL GENERAL MEETING**

The Annual General meeting of Greater Dayton Premier League shall normally be held during January of each year.

## **ARTICLE XV MEMBER ORGANIZATIONS**

All member leagues and associations will be required to file with Greater Dayton Premier League a copy of their constitution, bylaws, and playing rules. Greater Dayton Premier League reserves the right to refuse to accept for membership any organization whose constitution is in conflict with that of US Soccer and US Youth Soccer and/or Greater Dayton Premier League. Acceptance of any constitution, bylaws, or playing rules of a member league or association does not infer support or approval of any article of the member's constitution.

## **ARTICLE XVI OUTSIDE AUDIT**

The request for the audit must be accompanied by a non-refundable fee of \$200.00 and can specify the names, (up to three (3)), members of the Association who will perform the audit and may also include an accounting professional. Within 30 days of the receipt of the request by the President, the Treasurer shall make the financial records available in the Greater Dayton Premier League office for review by those performing the audit. Although copies of those financial records may be made at no expense to those performing the audit, the originals of those financial records are not to be removed from the Greater Dayton Premier League office. Those persons performing the audit shall have access to the financial records of Greater Dayton Premier League for a minimum of 15 consecutive days and a maximum of 30 consecutive days.

## **ARTICLE XVII SEASONAL YEAR**

The seasonal year for OSYSA will be September 1 of the current year to August 31 of the following year.

## **ARTICLE XVIII DISSOLUTION**

Upon dissolution of the Association, assets shall be distributed for one of more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government or for a public purposes. .

## **ARTICLE IXX APPOINTMENTS / APPROVALS**

A. The President shall appoint, subject to confirmation by the Board of Directors, the chairperson of all board-established committees. That chairperson will appoint the necessary members of all board-established committees, subject to approval of the Board of Directors. All members of standing committees and of board established committees shall have one vote in their committee. All questions will be decided by a majority vote of the committee.

B. The President or his/her designee will represent the membership of Greater Dayton Premier League.

## **ARTICLE XX MEMBER DISPUTES - LITIGATION PROHIBITION**

A. As a condition of membership in Greater Dayton Premier League (registered players, parents of players, coaches, administrators, officers and officials of leagues and associations, referees, or their agents, agree to utilize the procedure for handling and resolving of grievances, disputes, problems and/or appeals (including an appeal up to the Annual General Meeting of the National Council as established by these organizations and that the final decision reached within the established appeals process (at the final level as authorized and utilized shall be binding and final on all parties to the grievance, dispute, problem or action.

B. As a condition of membership in Greater Dayton Premier League (registered players, parents, coaches, administrators, officers and officials of leagues and associations. referees or their agents) agree not to use any court of the land and/or institute legal proceeding of any type to pursue any grievances, disputes or problems against Greater Dayton Premier League. In lieu of the ability to institute legal action of any type and/or not use any court of the land, all members have the right to use the internal process established to settle grievances, disputes, or problems within the procedure established by Greater Dayton Premier League to and including those rights outlined in the Amateur Sports Act.

C. Notwithstanding the provisions of this Article of the Constitution, if any member of Greater Dayton Premier League (players, parents, coaches. administrators. officers and officials of member Leagues and Associations, referees or their agents) elects to proceedings against Greater Dayton Premier League. They agree to pay the reasonable Legal and Association expenses incurred in defending the action if the courts rule in favor of Greater Dayton Premier League. This includes, but is not limited to court costs. attorney's fees, reasonable compensation for time spent by officials and employees of Greater Dayton Premier League in responding to and defending against allegations in the legal action including responses to discovery and/or court appearances, travel expenses, and expenses for holding special meetings necessitated by the court action. If another party files legal action on behalf of a member of Greater Dayton Premier League against Greater Dayton Premier League, the member for whom the action was filed is responsible for the expenses incurred as outlined above.

D. In the event that Greater Dayton Premier League prevail in the legal proceeding for any reason, the amount owed will be paid within 30 days of the billing or the member(s) that instituted the legal proceeding will be suspended from membership in Greater Dayton Premier League until such time that the billing is satisfied. If another party filed the legal action on behalf of a member(s), the member is responsible for payment of the amount owed or that member(s) may be suspended until the amount owed is paid.

E. If any member league or association of Greater Dayton Premier League takes any action that results in Greater Dayton Premier League becoming involved in any legal proceeding, the member organization is responsible for the legal expenses of Greater Dayton Premier League. This includes, but is not limited to court costs, attorney's fees, reasonable compensation for time spent by officials and employees in responding to and/or defending against allegations in the action including responses to discovery and court appearances, travel expenses, and expenses for holding special meetings necessitated by the court action.

F. The amount owed by the member association(s) or league(s) must be paid within 30 days of the billing or the members that created the action that resulted in the legal proceeding will be suspended from membership in Greater Dayton Premier League until such time that the billing is satisfied.

#### **ARTICLE XXI SUSPENSIONS - PENALTIES**

If any member league or association suspends or penalizes any coach, player, administrator, referee or member of their Association or League, all other member leagues and associations within Greater Dayton Premier League will enforce the suspension or penalty if the individual being suspended or penalized was provided due process as established by Greater Dayton Premier League.