

SPEARFISH SOCCER ASSOCIATION, INC. BYLAWS

The mission of the Spearfish Soccer Association, Inc. (SSA) is to promote a quality youth soccer program that provides a safe, age appropriate, and inclusive environment. We are dedicated to helping youth develop a positive self-image, self-confidence, and soccer skills through their interest and participation in the game of soccer.

ARTICLE I: ADMINISTRATION

- A. SSA shall be administered as a 501(c)(3) non-profit, educational organization.
- B. SSA shall maintain itself as a member in good standing of the South Dakota Youth Soccer Association (SDYSA) and will comply with the Constitution, Bylaws and Rules and Regulations of the United States Youth Soccer Association (USSA).
- C. The policies and procedures of SSA shall be determined by the Board of Directors (the Board). The Board shall consist of: President, Vice President, Secretary, Treasurer and Members-at-Large. The order of succession as presiding officer is set forth in Article III. The Board will assure the execution of the provisions, in all matters, of these Bylaws, the Policies and Procedures, and the Rules and Regulations in good conscience and be answerable only to the general membership of SSA.
- D. The President or Vice-President may on his/her own accord or shall, at the request of a majority of the Board, call a Special Meeting. A decision required of the Board which, in the judgment of the President or Vice-President cannot wait for a regularly scheduled meeting, shall be rendered by a majority vote, where one (1) of these three (3) must be either the President, Vice-President or Treasurer.
- E. Appointed positions of SSA shall be established as necessary by the Board of Directors and confirmed by a majority vote of the Board members present. They will perform such functions set forth in a job description approved by the Board. An appointed position holder shall serve until he/she resigns or is replaced by the Board. These paid positions will not have a vote at any meeting. These positions include the registrar, referee assignor, and tournament director.
- F. The seasonal (fiscal) year of SSA shall begin on August 1 and end on July 31 of the current calendar year. These Bylaws and the Policies and Procedures are in effect during the twelve (12) months of the seasonal year.

ARTICLE II: OFFICERS

- A. Election of Officers: The officers will be elected by a majority vote of SSA board members present at the meeting. Each Officer shall serve a three (3) year term, for a maximum of two (2) consecutive terms in office. The election of officers shall be staggered such that no more than two (2) officer positions are up for election in any given year.

- B. Eligibility for Office: Any member-at-large is eligible to be elected or re-elected to any office of SSA except where stipulated.
- C. Vacancies: In the event of any vacancy occurring in any office of SSA, the Board shall elect the successor to the office by a majority vote of the board members present at any regular or special meeting. The vacancy shall then be filled by election at the annual general meeting (AGM) for the remainder of the term of office in accordance with Article III.B.

ARTICLE III: BOARD OF DIRECTORS

- A. The board shall consist of: President, Vice President, Secretary, Treasurer, Members-at-Large and Ex-officio members. There shall be a maximum of six (6) Members-at-Large.
- B. Election of board members: The officers will be elected as set forth in Article II. Board members will be elected by a majority vote of SSA general members present at the meeting. Each member family is entitled to one (1) vote. The term of office for each board member elected at the AGM shall commence at the conclusion of that meeting.
- C. Removal of board members: Removal of board members for cause may be made at any general membership meeting or any special meeting called especially for that purpose. A two-thirds (2/3) majority of votes cast by members present at said meeting is required for removal. In addition, if any board member fails to attend three (3) successive board meetings without an excuse acceptable to the Board, his/her office shall be declared vacant. Any board member of SSA may resign at any time by giving written notice to any officer of the Board. Acceptance of such resignation shall not be necessary to make it valid.
- D. Suspension: The Board of Directors may suspend any of its voting members by a two-thirds (2/3) majority vote pending removal proceeding as stated above. If the presiding officer is suspended, the order of succession shall be invoked.
- E. Non-Disclosure Agreement (NDA): All board members are required to sign an NDA stating that they have read SSA's policy on confidentiality and agree to abide by the requirements of the policy.
- F. Indemnification of Director and Officers: Each Officer or Director of SSA, as defined in these bylaws, shall be indemnified by SSA against all expenses, penalties and liabilities, including attorney's fees reasonably incurred by or imposed upon him/her in connection with any claim, demand, action, or proceeding, whether civil or criminal, or in connection with any settlement thereof, to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been an Officer or Director of SSA, whether or not he/she is an Officer or Director at the time of such expenses, penalties or liabilities are incurred, except in cases where he/she shall be finally adjudged in such action or proceeding to be liable for willful misconduct in the performance of his/her duties as an Officer or Director. The right of indemnification herein provided shall be in addition to, and not exclusive of, all other rights to which such Officer or Director may be entitled to and the right

to indemnification herein provided shall inure to the benefit of the personal representatives of deceased Officer or Director.

G. Voting Rules for Board Members:

1. Each member of the Board shall have one (1) vote, except for the President who may only vote in the event of a tie.
2. A simple voting majority of affirmative votes are needed to decide any issue that comes before the board.
3. A quorum for any regular or special meeting of the Board is five (5) voting board members, two (2) of whom must be elected officers.
4. Ex-officio members shall participate in board meetings and discussions but have no voting or other rights of the members of the Board.

ARTICLE IV: DUTIES OF BOARD OF DIRECTORS

A. Duties and Powers of the Board: The Board shall be responsible for the transaction of all SSA business.

1. It shall have the power to enforce the “Laws of the Game”, rules of USSF and adopted state or local rules. It shall have the power to settle disputes and protest appeals from decisions of affiliated subordinate organizations. Its decision shall be final, subject only to appeal to SDYSA or USSA.
2. The Board may elect the necessary number of delegates and alternates to the State Board at the proper time of the year. Reimbursement for expenses to such delegate(s) is dependent upon the condition of the treasury.
3. At the AGM, the Board shall give a full report of its activities during the preceding year.

B. Each board member shall perform specific duties within the SSA structure as follows:

1. President: The President of SSA shall serve for a maximum of (2) consecutive terms in office. Upon leaving office, the President shall serve for one (1) year in a consultant capacity for the new President. The President shall:

- 1) Preside at all meetings
- 2) Pass upon all bills against SSA
- 3) May be an ex-officio member of all executive committees
- 4) Be entitled to one (1) vote at all meetings in the event a tie-breaking vote is needed

~~2.~~—Vice-President: The Vice-President shall succeed to the powers of the President in his/her absence and shall have additional duties as designated by the Board. The executive committee chairs will report to the Vice President.

~~3.~~—Secretary: The Secretary shall:

- ~~1)~~—Be responsible for all correspondence of SSA
- 2) Keep records of minutes of the meetings

- 3) Maintain and update the bylaws, policies and procedures, and rules and regulations of the game
 4. Treasurer: The Treasurer shall:
 - 1) Be responsible and have charge over all property of SSA, including all finances
 - 2) Be responsible for the collection of all income and the payment of all board approved expenses
 - 3) Report on the condition of the finances at the regular meetings, and at any time at the request of the Board
 - 4) Submit a full report at the AGM of the financial transactions for the past year and of the balances then on hand
 5. Member-at-Large: There shall be a maximum of six (6) Members-at-Large. Members-at-Large are encouraged to seek other positions on the board. Members-at-Large shall be responsible for duties agreed upon by the board including but not limited to serving on SSA executive committees.
 6. Ex-officio members: The Spearfish high school varsity coaching positions will be designated as ex-officio positions. They shall participate in board meetings and discussions but have no voting or other rights of the members of the Board.
- C. Each presiding officer has the responsibility of maintaining order at the meeting over which he/she presides. If a disruptive situation develops, the presiding officer may close the meeting to all but those members of the Board or committee in question and to those individuals the presiding officer or members wish to invite to remain at the meeting.

ARTICLE V: MEETINGS

- A. General monthly membership meetings of SSA shall be held the first Monday of every month at a location to be determined by the Board. A majority vote of the Board members present shall decide all questions and matters except as otherwise specified in the Bylaws, Policies and Procedures, and the Articles of Incorporation. Regular meetings shall be open to all members of SSA.
- B. An annual general meeting (AGM) of SSA shall be held in Spearfish, South Dakota each year in March or April. Written notice of the annual meeting shall be given no less than seven (7) days in advance of the meeting. The election of Board Members and appointment of Officers shall be held at this meeting. The Board shall also give a full report of its activities during the preceding year.
- C. If, in any year, the election of board members is not held at the AGM or an adjournment of the meeting, the Board shall call a special meeting as soon thereafter as reasonably possible for the purpose of holding the election and transacting such other business as may properly be brought before the meeting.
- D. Any SSA meeting, general, annual or special, may be adjourned by the affirmative vote of the majority vote of the board members present.

- E. Special Meetings: The President may, upon his own accord, or at the request of a majority of the board members, call a special meeting of the Board. The voting rules for such meetings shall be as described for the regular meetings of the Board, but the meeting need not be open to the general members of SSA.
- F. Rules applicable to all meetings:
 - 1. Meetings shall be conducted in accordance with “Robert’s Rules of Order”.
 - 2. Individuals, representing themselves or a non-affiliate group, may, at the direction of the Board of Directors, be granted the privilege of being present and speaking at the meetings.
 - 3. Quorum and voting rules shall be consistent with and shall be governed by Article III in these Bylaws.
 - 4. The voting members shall be as defined in Article III of these Bylaws.

ARTICLE VI: AMENDMENTS AND MODIFICATIONS

- A. Proposed amendments and modifications to the Bylaws must first be presented in writing to the Secretary at a general monthly meeting. The Secretary or his/her designee must read the proposal aloud and place the proposal in the minutes of the monthly meeting.
- B. Adoption of amendments and modifications to the Bylaws shall be made only after each requirements stated above has been satisfied and only at a special meeting called for that particular purpose or at the next general monthly meeting of SSA. Such a meeting must not be held less than seven (7) days after the proposal for amendment and/or modification was made. A two-thirds (2/3) majority of votes cast by the Board of Directors present is required to adopt such amendment of modification.
- C. Amendments and modifications to the SSA Bylaws shall take effect immediately, unless otherwise specified.

ARTICLE VII: RULES AND REGULATIONS

- A. The Board shall adopt rules and regulations governing the playing of soccer within the jurisdiction of SSA. The Board shall have the authority to amend such rules and regulations from time-to-time as it deems necessary. The Board shall give no less than fourteen (14) days’ notice to all members of any meeting to adopt or amend such rules and regulations. Notice must include copies of the proposed rules and regulations or amendments.
- B. The rules of play shall be the “Laws of the Game” as published by FIFA, except those modified for the benefit of youth soccer by the USSF, USSA, SDYSA and/or SSA.

ARTICLE VIII: VOLUNTEER POLICY

It is the intent of the Volunteer Policy to provide communication, direction, and accountability to the Member Families of SSA. Each Family will be required to work a minimum number of hours each year, and the number of hours will be set by the Board of Directors.

