



Sturgis Soccer Association, Inc. By-Laws

(Adopted: 8/15/2012, Reviewed and Revised: 10/19/2022)

Article A

Introduction

These Bylaws clarify the 'Articles of Incorporation' and the organizational structure of the Sturgis Soccer Association, Inc., a not-for-profit corporation, hereinafter referred to as the 'corporation', incorporated under the laws of South Dakota. Except as provided in the Rules of the "United States Soccer Federation" (USSF), and the Rules and Bylaws of the "United States Youth Soccer Association" (USYSA), and the Rules and Bylaws of the "South Dakota Youth Soccer Association, Inc." (SDYSA), the Corporation shall remain autonomous in the conduction of its affairs.

Article B

Members

Section 1. Members: The Members of the Corporation are defined as the players or player's parents or guardians, administrators, coaches, assistant coaches, and referees who are active in Sturgis Soccer association. Voting members must be over the age of 18 to vote.

Section 2. Annual Meetings: An annual meeting for the purpose of electing directors and for the transaction of other business will be held before, during or just after the spring season.

Section 3. Special Meetings: Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Board of Directors.

Section 4. Place of Meeting: The Board of Directors may designate any place within the city of incorporation as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors,

Section 5. Notice of Annual Meeting: Written or printed notice of meeting stating the place, day, and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 5 days nor more than 70 days before the date of meeting, either personally, by mail, email or via posting on the website by the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each member of record.

Article C

Board of Directors

Section 1. Powers and Duties: The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Qualifications of Directors: Directors will be elected at the annual general meeting of members. Any member over the age of 18 is eligible to be elected. The term of office of each Director shall be 2 years. Each Director shall hold office until his successor has been duly elected and qualified, or until his death, or until he resigns or is removed in a manner hereafter provided. Any director elected by the annual meeting of members or appointed by the Board of Directors may be removed by a 2/3 majority vote of the Board of Directors whenever in its judgement the best interests of the corporation would be served thereby, but such removal shall be without prejudice to contract rights, if any, of the person removed.

Section 3. Regular Meetings: A regular meeting of the Board of Directors shall be held without notice, other than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors will meet regularly, at such a place and time as the Directors may determine.

Section 4. Special Meetings: Special meetings of the Board of Directors may be called by, or at the request of, the President and/or any two Directors, and shall be held at such place as the Directors may determine.

Section 5. Quorum: A simple majority of the number of Directors fixed by these bylaws shall constitute a quorum for the transaction of business at any Board of Directors meeting.

Section 6. Board of Directors Decisions: The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Executive Board: The Executive Board, or Officers of the Corporation, will consist of, President, Vice President, Secretary, and Treasurer. A simple majority of the Executive Board will constitute a quorum for the transaction of any business at an Executive Board meeting. The Executive Board possesses the authority to act as the Board of Directors to provide interim decisions until such time as a regular board meeting may be held. An Executive Board meeting may be called by any Executive Board member and notification may be written, phone, or personal. Notice of such meetings must be given at least 24 hours in advance of the meeting.

Article D

Officers

Section 1: Number and Vacancies: The Officers of the Corporation shall be: President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors. Other Officers of the Board may be: Registrar, Director of Scheduling, Field and Equipment Coordinator, Director of Coaching, Uniform Coordinator, Public Relations Coordinator, Risk Manager, Fundraising Coordinator, Sponsorship Coordinator, High School Coordinator - Boys, and High School Coordinator - Girls. Any other non-voting or ex-officio agents of the board may be appointed/elected by the Board of Directors as deemed necessary. Any two or more vacancies may be held by the same person other than executive offices. A vacancy of any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors of the unexpired portion of the term.

Section 2. Election, Term of Office, and Removal: The Officers of the Corporation shall be elected by a vote of the membership at the annual general membership meeting and terms of office shall begin immediately upon the election to the Office. Each Officer shall hold office until his successor has been

duly elected, or appointed, and qualified, or until his death, or until he resigns or is removed in a manner hereinafter provided. Any Officer or agent elected or appointed may be removed by the Board of Directors by a 2/3 majority vote whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice the contract rights, if any, of the person so removed.

Section 3: Powers and Duties: The powers and duties of the several offices shall be provided from time to time by resolution or directive of the Board. In the absence of such provisions, the respective Officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of nonprofit corporation similar in organization and purpose to this corporation.

Section 4: Indemnification of Officers Each Officer of the Corporation, as defined in these bylaws, shall be indemnified by the Corporation 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 of the Corporation, whether or not he/she is an Officer 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. The right of indemnification herein provided shall be in addition to, and not exclusive of, all other right to which such Officer may be entitled to and the right to indemnification herein provided shall inure to the benefit of the personal representatives of deceased Officer.

Article E

Conduct of Business

Section 1. Contracts: The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. Any loans shall require 2/3 vote by Board of Directors.

Section 3. Checks, Drafts, or Orders: All checks, drafts, or other orders or the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation may be signed by a singular officer of the Executive Board with the authorization provided by the President or Treasurer. Documentation, in the form of invoices, receipts, or other appropriate material will be provided before checks, drafts, or other orders or payments are made.

Section 4. Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Fundraising: The Fundraising Coordinator may head a committee (comprised of board members and members at large) to consider fundraising options for the Corporation. The committee will present to the Board of Directors their recommendations and the Board shall determine what method of fundraising the Corporation shall undertake. The Fundraising Coordinator will be in charge of overseeing all fundraising projects and will provide the Board of Directors with a report detailing such events.

Section 6. Audit: An audit of the Corporation's financial transactions shall be completed by the Vice President and the Secretary at the end of the fiscal year and a written report detailing such audit will be presented to the Board of Directors at their next meeting following such audit.

Section 7. Property: The Corporation shall provide any equipment it deems necessary to the participants. In the case of damaged equipment, the Board has the right to dispose of such property in any manner it deems appropriate.

Article F

Fiscal Year

The fiscal year of the corporation shall be June 1 to May 31.

Article G

Waiver of Notice

Whenever any notice is required to be given to any member or Director of the Corporation under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the provisions of law, a waiver thereof in writing, signed by the person or persons entitled to such notices, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

Article H

Amendments to These Bylaws

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board, provided, however, that the number of directors shall not be increased or decreased without 2/3 approval, nor shall the provisions of Article B, concerning members, be substantially altered without approval of the members at a regular or special meeting of the members, or by written consent. Notice shall be given whereas 3 readings of the new bylaws or their associated changes at any regular or special meeting. Changes in, and addition to, the bylaws by the Board of Directors shall be subject to the approval or disapproval of the members at such meeting. If no action is taken by the members or a change in, or addition to the bylaws, such change or addition shall be deemed to be fully approved and ratified by the members.

Article I. *Dissolution or Merger of Club*

Section 1. Should the Club be dissolved, all monetary and physical assets remaining after payment of all debts shall be turned over to The City of Sturgis, Parks Department for another qualifying 501(c)(3) organization that will support boys and girls youth soccer or split equally with the Sturgis Brown High School Athletic Department for Boys and Girls Soccer.



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Section 2. Should the club merge with another, all assets shall be transferred to the surviving membership that wish to carry on the Sturgis Soccer Association name and club identity, by the end of that fiscal year. If the club is to merge with another association, the merger must require a vote of the members, as defined in Article B, Section 1, at the Annual General Meeting and shall require a 2/3rds majority of the participating vote. Notification of intent of merger must be given to the membership and the Sturgis City Council 3 months before any vote is made.

Section 3. Any changes to Article I, Section 1 - 3, must be addressed and voted on at an Annual General Meeting. Also, a vote will require notification to the membership 3 months in advance of any vote and shall require a 2/3rds majority of the participating membership.

Section 4. No merger may take place in a year where bylaw changes have been made to Article I sections 1-4.

Addendum 1. Capital Expense Budget Creation

Goal:

- Setup an annual budget to improve facilities for the Sturgis soccer community and its members
- Grow membership and volunteer base in a healthy and sustainable way

Objective:

- Establish a spending limit
- Provide a tangible return to the SSA membership
- Use as leverage for other public and private investment matching funds
- Improve the fields, structures, and surrounding grounds through small investments from SSA
- Retain players in SSA and grow membership long term
- Improve community involvement and volunteers
- Capital Expenditures can be used as tax deductions for depreciation or amortization should SSA ever need it

Spending Limit:

- 10% of the cash balance with \$8,000 cap annual fund
- Cash balance based on money in general savings account on August 1

Project Identification and Approval

- CapEx form for use in submittal
 - o Can be submitted by anyone in SSA membership
 - o Identify:
 - Maintenance Expenditure
 - Improve property, equipment, infrastructure
 - Expansion Expenditure
 - Acquire physical assets
 - o Identify Point of Contact for managing project
- Board evaluate proposals for merit to be put on agenda on August Board Meeting
- Board meeting and members to vote on which projects to fund
- Money to be spent prior to AGM of the following year or money returns general fund