

Shakopee Soccer Association By-Laws

Article I – Offices

The mailing address for the principal executive office of the corporation shall be 1160 Vierling Drive, Suite 124, Shakopee, County of Scott, State of Minnesota, 55379 and the corporation may have offices at such other places within or without the State of Minnesota, as the Board of Directors shall from time to time determine, or the business of the corporation requires.

Article II – Membership

1) Qualification:

Any parent or legal guardian who has paid a player's registration fee and is current with regards to payment on his/her child(ren)'s fees shall be considered a general member of this association, or the player themselves, if at least eighteen (18) years of age (but not both). In addition, any community member who is an active volunteer (as outlined in the Association Handbook and/or as determined by the Board of Directors) within the Association can and will be noted as a member of the Association. Members who are not current with their fees shall be considered members in good standing if appropriate arrangements for payment have been made.

2) General Membership:

The annual general membership period shall commence on the date a registered player's payment is collected (check cashed) and shall terminate one (1) year later.

3) Rights of Membership:

Each member, as defined above in section 1, shall be entitled to one (1) vote, up to a maximum of two (2) per family as recorded on the player registration form, per issue voted upon at all general meetings of the Association, including the Annual Meeting, provided such member is at least eighteen (18) years of age. This excludes Board of Directors meetings.

4) Meetings:

There shall be an Annual Meeting of the Association Membership each year on or about the fifteenth (15th) of September. The President or other appointed board member shall announce the specific date, time, place and agenda of the meeting no later than August 31, prior to the Annual Meeting. The Annual Meeting may elect Directors of the Association (Board of Director members) and may transact other business as may properly come before the membership. Association members wishing to be nominated for a board position or wishing to submit an agenda item for the Annual Meeting, must submit the nomination and/or topic in writing (mail or email) to the current Secretary of the Board of Directors no later than August 31, prior to the Annual Meeting.

Special general meeting of the members of the Association for any purpose may be called at any time by the majority of the Board of Directors or by a petition signed by 33% of the recorded membership. Notice of such

general meetings shall be posted on the Shakopee Soccer Association's official website (www.shakopeesoccer.com).

5) Quorum Voting:

The members present at any general meeting shall constitute a quorum. All issues voted upon shall be decided by a majority of the votes cast. Each fully qualified member present shall be entitled to cast one vote (up to two (2) maximum per family as outlined in subsection 3 above) on each issue or election. No proxy votes will be recognized or counted.

6) Communication:

Official notifications of meetings and issues will be communicated via the Shakopee Soccer Association's official website (www.shakopeesoccer.com). E-mail communication will be used whenever necessary.

Article III – Board of Directors

1) Board Structure:

The Board of Directors shall be comprised of up to thirteen (13) elected officials, serving 3-year terms. The Executive Committee shall consist of four (4) Executive officers comprised of President, Vice President, Secretary and Treasurer. Between three (3) and five (5) of the thirteen (13) members of the Board of Directors shall be elected each year at the Annual meeting, depending upon the number of open positions in that year. In the event of a vacancy on the Board of Directors due to resignation or other occurrences, the Board of Directors will fill such vacancy for the remainder of the term vacated. This shall be done by the vote of a majority of the remaining members of the Board, though less than a quorum.

2) Nominations:

Any Association member in good standing is eligible to be nominated to serve as a Board of Directors member and such nomination shall be voted upon by the Association membership at the Annual Meeting. If an Association member was previously elected to the Board of Directors and resigned prior to completing their 3-year term, they are ineligible for nomination to the Board of Directors for 3 years from the last date they served on the Board of Directors. If a Board member is removed from the Board of Directors, they are ineligible to serve on the Board of Directors in the future. Nominations must be submitted in writing (mail or email) to the current Secretary of the Board of Directors no later than August 31, prior to the Annual Meeting.

3) Powers and Duties:

The Board of Directors shall be the general governing body of the Association. It shall approve the budget and require reports from officers as are necessary to efficiently direct the business of the Association. In addition, the Directors shall approve Committee Chairperson appointments made by the President. During intervals between the general meetings of the members of the Association, the Board of Directors shall have, and may exercise, all of the powers of the Association in the management of the business affairs of the Association, in such manner as the board shall deem to be in the best interest of the Association and its members.

4) Meetings:

The Board of Directors shall meet at least once monthly. Additional meetings may be called by the President or upon request by any three members of the Board. Notice of time and place of the meeting of the Board must be given to each Board member at least forty-eight (48) hours prior to the proposed meeting. This notice may be given by phone, mail, email, text or in person. If a meeting schedule is adopted by the Board, it shall be posted to the Shakopee Soccer Association's official website (www.shakopeesoccer.com).

5) Quorum:

A majority of the directors currently in office shall constitute a quorum for the transaction of the business at any meeting of the Board of Directors. In the absence of a quorum, a majority of the directors present shall adjourn a meeting from time to time until a quorum is present when a duly called or held meeting is convened. Except as otherwise required by law of the Articles of Incorporation, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

6) Absent Directors:

Any director who will miss more than one consecutive meeting shall submit an explanation of absence in writing to the Secretary of the Board of Directors.

A director may give advance written consent or opposition to a proposal to be acted upon at a board meeting. If the director is not present at the meeting, consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall not be counted as a vote in favor of or against the proposal but shall be entered in the minutes of the meeting.

7) Term:

Each director shall serve a term of three (3) years. A director may be re-elected to a new term by the Association membership at the Annual Meeting unless they previously resigned and have not completed the 3-year ineligibility requirement or were previously removed from the Board of Directors as noted in subsection 2 above. A director may be appointed to a new term by a majority vote by the Board of Directors if no new directors voted in at the Annual Meeting, or if the number of new directors voted in does not fill all vacancies on the Board of Directors. Any director may resign at any time by giving written notice to the Secretary of the Board of Directors. The resignation is effective when notice is given to the Secretary, unless a later date is specified in the notice, and acceptance of the resignation shall not be necessary to make it effective. A Director may be removed from the Board with cause; this shall be done by the affirmative vote of 66% of the Board of Directors. Any director who has not attended a Board meeting, general meeting, or Annual Meeting for three (3) consecutive months, and has not submitted an explanation of absence, may be removed from the Board by the affirmative vote of 66% of the Board of Directors present at any meeting following the third (3rd) month.

Article IV – Executive Officers

1) Executive Officers:

Executive officers of the Board of Directors shall consist of the President, Vice President, Secretary, and Treasurer. These Executive officers shall be members of the Board of Directors. Any of the Executive officer positions or function of those may be held by the same person.

2) Election of Executive Officers:

The Board of Directors shall elect Executive officers at the first meeting of the new Board following the Annual Meeting of the Association. A Board of Directors member must serve a minimum of one year before being eligible for consideration in an Executive officer position unless an exception is granted by a majority vote of the Board.

3) Resignation:

Any Executive officer may resign at any time by giving written notice to the Secretary of the Board of Directors. The resignation is effective when notice is given to the Secretary of the Board of Directors, unless a later date is specified in the notice, and acceptance of the resignation shall not be necessary to make it effective.

4) Vacancies:

The Board of Directors shall fill any Executive officer vacancy with a current board member. Replacement Executive officers shall serve for the balance of the term of the office vacated.

5) Duties of the Executive Officers:

A) President

- 1) Preside at Board Meetings and the Annual Meeting.
- 2) Assume full responsibility for the operation of the association.
- 3) Uphold and enforce the regulations of the association.
- 4) Serve as an ex-officio member of all committees.
- 5) Liaison between SSA, TCSL and MYSA.
- 6) Signs and delivers in the name of the corporation, deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles of incorporation or the bylaws or the Board of Directors to another officer or agent of the corporation.
- 7) Check signing authority.
- 8) Has such other powers and performs other duties as may be assigned by the Board of Directors.

B) Vice President

- 1) Assists the President in club leadership.
- 2) Assumes all presidential duties, in the event the president is not in attendance.
- 3) At the time of election, the Vice President must agree to become the President of the association upon the President's resignation or removal.

- 4) Oversight of the annual tournament(s).
- 5) Check signing authority.
- 6) Has such other powers and performs other duties as may be assigned by the Board of Directors or by the President.

C) Secretary

- 1) Keeps a record of all board meetings.
- 2) Provides the previous meetings minutes to members prior to regular board meetings.
- 3) Sign, with the President, contractual documents which reflect approved board and SSA commitments.
- 4) Maintains a file of meeting minutes and all legal documents pertaining to the club.
- 5) Has such other powers and performs other duties as may be assigned by the Board of Directors or by the President.

D) Treasurer

- 1) Manage the financial affairs of the association along with the outside Accountant.
- 2) Provide a report of the financial standing to the Shakopee Soccer Association Board of Directors for review at monthly board meetings and prepare a yearly financial report to be presented at the annual general meeting of the association.
- 3) Assist in the short and long range financial planning and yearly budget planning with the assistance of the other Executive officers.
- 4) Deposit monies, drafts and checks to the credit of Shakopee Soccer Association into the banks and depositories designated by the Board of Directors.
- 5) Sign checks prepared by the clubs Administrative Director.
- 6) Assist the outside Accountant in preparing any and all documents pursuant to the Articles of Incorporation and tax-exempt status.
- 7) Assist the outside Accountant in preparing tax returns, and if necessary, working with third parties to accomplish that task.
- 8) Work with the outside Accountant to ensure that all IRS rules and regulations are followed including but not limited to tax filings, employee compensation, and donations.
- 9) Assist the outside Accountant in preparing receipts for donations in accordance with IRS regulations.
- 10) Has such other powers and performs other duties as may be assigned by the Board of Directors or by the President.

6) Term:

Executive officers shall serve for the period of one (1) year beginning immediately after adjournment of the meeting at which they were elected, with the exception of Replacement Officers, as outlined in Section 4.

Article V – Committees

The Board of Directors may, by resolution approved by the affirmative vote of a majority of the Board, establish committees having the authority of the Board in the management of the business of the Association only to the extent provided in the resolution. Each such committee shall consist of one (1) or more persons (who need not be members of the Board of Directors) appointed by affirmative vote of majority of the directors present and shall be subject at all times to the direction and control of the Board. A majority of the

members of a committee present at a committee meeting shall constitute a quorum for the transaction of committee business.

Article VI – Rules

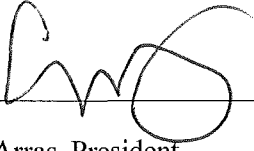
Minnesota Youth Soccer Association (MYSA) and Twin Cities Soccer League (TCSL) are the governing bodies for youth soccer in the State of Minnesota. Shakopee Soccer Association abides by all rules, regulations and guidelines set into place by MYSA and TCSL. The Shakopee Soccer Association By-Laws supersede the MYSA and TCSL By-Laws.

Article VII – Amendments

By-Law changes must be distributed to all Board members and discussed at two (2) consecutive meetings at least one (1) week apart and approval at the second meeting requires a positive vote of at least 66% of the Board members.

The undersigned Executive Officer of the Shakopee Soccer Association hereby certifies that the foregoing By-Laws were amended and duly adopted as the By-Laws of the Association by its Board of Directors on August 7, 2022.

A copy of the previously adopted By-Laws, dated April 10, 2022, is on file.



Ann Arras, President

Shakopee Soccer Association