GROSSE ILE SOCCER ASSOCIATION
CONSTITUTION

ARTICLE I: NAME
This organization shall be known as the “Grosse Ile Soccer Association” (GISA).

ARTICLE II: PURPOSE
The purpose of the Association is to offer the community a program to teach youth the fundamentals of soccer and principles of good sportsmanship through supervised practices and competitive soccer games.

ARTICLE III: LOCATION
The principal place of business and registered office of the Grosse Ile Soccer Association shall be located in Grosse Ile, Michigan, as set forth in the Association By-Laws.

ARTICLE IV: AFFILIATIONS
The Association may affiliate with other youth or recreational associations operating in Grosse Ile, Wayne County, the State of Michigan or National organization as a two-thirds majority of the Board of Directors may approve provided that the affiliation does not cause the Grosse Ile Soccer Association to lose its status as a charitable organization. The process for affiliation shall be that as set forth in the Association By-Laws.

ARTICLE V: CHARITABLE ORGANIZATION
The Grosse Ile Soccer Association shall serve as a charitable organization for the purpose set forth in this Constitution and Articles of Incorporation. It shall be the duty of the President, Treasurer and Secretary to maintain that status and to provide and file all reports, documents and such other and further filings necessary to remain an exempt organization under the Internal Revenue Code, State of Michigan and other relevant statutes.

ARTICLE VI: MEMBERSHIP
The Association membership shall consist of all coaches, assistant coaches, volunteers, officers and members of the Board of Directors and as otherwise defined by the Association By-Laws.

ARTICLE VII: GOVERNANCE
1. The Grosse Ile Soccer Association shall be governed by a Board of Directors consisting of a President, Vice-President, Treasurer, Secretary and other Board members as set forth in this Constitution and the Association By-Laws. All members of the Board shall be duly elected or appointed pursuant to this Constitution and the Association By-Laws. All shall serve without compensation.

2. The day to day operations of the Association shall be directed by the President and officers under the supervision of the Board of Directors.

3. All matters concerning the policies of the Association shall be decided by a vote of the Board of Directors and no motion shall be carried without a favorable vote from a majority of the Directors (or such other majority as required by this Constitution or the Association By-Laws) present, provided the same occurs at a properly noticed meeting with a quorum confirmed.

4. All Officers and Board Members shall read and become familiar with the Constitution and the Association By-Laws.
ARTICLE VIII: MEETINGS

1. The Secretary shall take written attendance at each meeting which shall be considered as official for the purpose of this rule. All meetings shall be conducted according to Roberts Rules of Order.

2. All regular meetings shall be properly noticed by providing its date, time and place in a manner reasonably calculated to provide notice and apprise all Board members of the business to be conducted.

A. REGULAR MONTHLY MEETING

1. The Board of Directors shall meet on a monthly basis to review the operations of the Association, conduct Association business and consider and vote on matters properly brought before the meeting. The days and time of the meeting shall be determined by the Board of Directors at their first meeting and as otherwise set forth in the By-Laws.

2. Sixty percent (60%) of the members of the Board of Directors shall constitute a quorum at any meeting. Except as otherwise stated in this Constitution or the Association By-Laws, a majority vote of the members in attendance shall govern. A meeting determined to have a quorum present shall continue even if one or more members of the Board of Directors leaves and those in attendance number less than Sixty percent (60%).

B. REGULAR ANNUAL MEETING

The annual meeting of the Association shall take place on the second Monday of May at 7:00 p.m. unless otherwise agreed upon by a majority of the Board of Directors voting at the previous meeting.

1. The President shall prepare or cause to be prepared an agenda for the meeting, to be available to each member of the Association fourteen days in advance.

2. The agenda shall include items for a review and report on the prior years activities; a review of the prior year’s income and expenses; consideration of the proposed budget; adoption of a budget for the next fiscal year; nominations for the Board of Directors [if an election year], and such other matters as the Board of Directors may require at its prior meeting.

3. The meeting shall consider such other and further matters as may be motioned before the meeting (and seconded by at least forty percent of those present).

4. All elections shall be held as set forth in the Association By-Laws.

C. SPECIAL MEETINGS

Special meetings of an emergency nature may be called by the President; or shall be called by the President upon the written request of at least three members of the Board of Directors. All members of the Board of Directors shall be notified of the meeting at least forty-eight (48) hours in advance of the meeting, including notice of the date, place, time and purpose of the meeting. The Board of Directors shall only consider those emergency matters properly noticed and shall conduct no other business at the special meeting.
ARTICLE IX: OFFICERS

The officers of the Association shall consist of a President, a Vice President, Treasurer and Secretary, elected for two year terms as set forth in the By-Laws. No officer shall hold more than one office or position on the Board of Directors except as permitted by the By-Laws.

(1) PRESIDENT

The President has the following duties and responsibilities:

A. The President represents the Grosse Ile Soccer Association for all purposes.

B. The President shall set the agenda for the regular, annual and special meetings and forward the same to the Secretary for the Secretary’s forwarding of the same to the Association Officers and Board of Directors.

C. The President shall call special meetings of the Board of Directors as may be reasonably needed to conduct Association business in an emergency.

D. The President shall preside over all meetings and serve as Chair of the Board of Directors.

E. The President shall, in concert and with the cooperation of the Treasurer, supervise the administration and adherence to the annual budget approved by the Board of Directors.

F. The President has the power to propose the appointment of members of the Board of Directors to various committees as is reasonably necessary. The appointment shall be presented to the Board of Directors for a simple majority approval prior to the appointment(s) being final. Appointments shall continue until the next regular installation of officers, resignation, disability or removal of the appointed individual.

G. The President shall have the power to propose the appointment of an individual to fill an office or vacancy on the Board of Directors. Said nomination shall be preceded as a regular agenda item at the next regular meeting of the Association, and not as an “add on” or special item amending the regular meeting agenda. All such nominations are subject to the approval of sixty percent (60%) of the members of the Board of Directors present at the meeting. If the nomination does not receive a sixty percent (60%) approval of the Board of Directors present at the meeting, the Board of Directors may fill the vacancy by a simply majority vote of those present.

H. The President has the power to negotiate and enter into preliminary agreements with the Township of Grosse Ile and/or its political subdivisions; and preliminary affiliations with other local, county, state or national organizations, provided:

   (i) The same are reasonably necessary to meet and further the stated purpose of the Grosse Ile Soccer Association, and;

   (ii) The same do not present or appear to present a conflict of interest, and;

   (iii) The same is subject to and approved by a two-thirds ratification roll call vote by the Board of Directors.
I. The President has the power to enter into preliminary agreements with vendors and contractors, provided:

(i) The same are reasonably necessary to meet and further the stated purpose of the Grosse Ile Soccer Association, and;

(ii) The same do not present or appear to present a conflict of interest, and;

(iii) The same are subject to and approved by a two-thirds ratification roll call vote by the Board of Directors.

J. The President has the authority, in an emergency, to enter into a written agreement with a vendor or contractor to obtain emergency services, materials and/or supplies, provided:

(i) The same are reasonably necessary to meet and further the stated purpose of the Grosse Ile Soccer Association, and;

(ii) The same do not present or appear to present a conflict of interest, and;

(iii) The total cost does not exceed Seven Hundred Fifty Dollars or such other amount as set forth in the By-Laws.

K. The President has the power to designate as his/her representative a member of the Board of Directors to represent the Association before the Township of Grosse Ile, its political subdivisions and other local, county, state or national organizations as is reasonably necessary. That representative shall, if called upon to speak or otherwise act for the Association, advise that they are there only on behalf of the President and in an advisory role.

L. The President has the authority to temporarily suspend players, coaches or referees from participating in Grosse Ile Soccer Association games or activities, provided the player, coach or referee has engaged in conduct a reasonable person would consider extremely offensive or inappropriate, conduct that is unsportsmanlike, or that significantly impairs or compromises the integrity of the game or the Association; or for other good and reasonable cause. Said suspension shall be addressed as required by the Association By-Laws.

M. The President shall call an emergency meeting of the Board of Directors if it is:

(i) Reasonably necessary to respond to exigent events, or;

(ii) As requested in writing or by electronic communication by four members the Board of Directors, provided the same is reasonably necessary to meet and further the stated purpose of the Grosse Ile Soccer Association. All special meetings shall be noticed as provided by this Constitution and the By-Laws of the Association.

N. The President shall serve as an ex-officio member of all Grosse Ile Soccer Association committees.

O. The President has the power, in the event of a dispute over the postponement and/or rescheduling of a soccer game or Association activity, to render a binding decision for the same.
P. The President, in the absence of the secretary, has the power to appoint any person to act as a temporary secretary, for that meeting only, to accurately record the activities of the meeting as required of the regular Secretary.

Q. The President shall co-sign, with the Treasurer, all Grosse Ile Soccer Association checks and payments of every kind and nature.

R. The President shall work in conjunction with the Treasurer to draft and propose to the Board of Directors an annual budget for the Association.

(2) VICE PRESIDENT
The Vice President has the following responsibilities and duties:
A. The Vice President shall organize and supervise all Registration activity, resolving registration disputes and submitting all registration forms to the Player Agent(s).

B. Serve as Chair and preside over any and all Rules, Regulations and Constitutional committees.

C. The Vice President shall, in the absence of the President, preside over all meetings and in the President’s absence serve as Chair of the Board of Directors.

D. The Vice President shall, in the event of an affiliation with another organization, review the Constitution and By-Laws of that organization and confirm the same are consistent with the purpose and goals of the Grosse Ile Soccer Association Constitution and By-Laws.

E. The Vice President shall serve as the fund raising coordinator and volunteer coordinator.

F. The Vice President shall perform other duties and functions as may be assigned by the President that are not inconsistent with this Constitution or the By-Laws of the Association.

G. In case of the removal of the President from Office, or upon his/her death, resignation, or inability to discharge the powers and duties of the office, the same shall devolve on the Vice President.

(3) TREASURER
The Treasurer has the following responsibilities and duties:
A. The Treasurer shall maintain up to date and accurate financial records for the Grosse Ile Soccer Association, using Generally Accepted Accounting Principles (GAAP) or their equivalent.

B. The Treasurer shall draft, in conjunction with the President, an annual budget for the Association to consider for the next fiscal year. The proposed budget will include anticipated income and proposed line item expenditures. The budget shall be transmitted to the Association Officers and Board of Directors no less than thirty (30) days before the end of the current fiscal year. The budget will be reviewed by the Board of Directors and submitted by the Treasurer for adoption by the Board of Directors.
C. The Treasurer shall attend the annual meeting and answer all questions regarding anticipated revenues, anticipated expenses, and other questions regarding the proposed budget and previous years income and expenditures.

D. The Treasurer shall establish and maintain checking, saving and other bank account; necessary to transaction Association business in a federally protected financial institution.

E. The Treasurer shall establish and maintain a post office box in the United States Post Office servicing Grosse Ile.

F. The Treasurer shall provide monthly statements to the Board of Directors detailing the current financial status of the Association; current checking and savings account balances; income and expenses for the previous month from all sources; and a year to date statement for income and expenses.

G. The Treasurer shall forthwith report to the President and Executive Board any material variances in the anticipated income or expenses to the budget adopted by the Board of Directors.

H. The Treasurer shall collect and maintain copies of all invoices, bills, reimbursable expenses and all other requests for payment of expenses and costs received and maintain the same for a period of seven years, or as otherwise required by the Internal Revenue Service, the State of Michigan Treasury, Generally Accepted Accounting Principles or the Association By-Laws.

I. The Treasurer shall prepare and present to the President, no less than seven days before the regular monthly meeting, a warrant list of expenses and costs received during the previous calendar month. The Treasurer shall recommend to the Board of Directors approval or denial of each item. The warrant list shall include a description of each item and the invoiced amount.

J. The Treasurer shall, within seven calendar days of Board of Director approval, present checks to the President for the approved items, to be co-signed by the President and Treasurer. The President or the President’s designee shall immediately transmit the approved payment(s).

K. The Treasurer shall co-sign, with the President, all Grosse Ile Soccer Association checks and payments of every kind and nature.

L. The Treasurer shall make reasonably available to the members of the Board of Directors all bank records, including account statements, as may be reasonably requested.

M. The Treasurer shall serve as a member of all committees involved in Association fund raising activities.

N. Prepare (or cause to be prepared) and timely file all Federal, State and local filings required by statute, regulation, tax court decision, by the Executive Board or the Association By Laws.

O. The Treasurer shall cooperate with the President in the President’s supervision of the administration of the budget.
P. The Treasurer shall receive requests for payments by all referees and submit the same for payment as a warrant request at the next regular meeting of the Board of Directors.

Q. The Treasurer shall perform such other and further financial duties as assigned by the President or by the Board of Directors that are both administrative in nature and are reasonable and necessary.

(4) SECRETARY

The Secretary has the following responsibilities and duties:

A. The Secretary shall be present at all regular and special meetings to make an accurate account of the minutes, record motions and the official vote, take attendance and maintain a written record of those documents and maintain the same in the Association's official records.

B. The Secretary shall transmit copies of the minutes of the previous regular meeting to the Association Officers and members of the Board of Directors within twenty-one (21) calendar days after the meeting. Minutes of special meetings shall be transmitted within seven (7) calendar days after the meeting.

C. The Secretary shall make available to Officers and members of the Board of Directors copies of all minutes and official records of the Association.

D. The Secretary is responsible for notifying, in writing or by electronic means, all Association Officers and members of the Board of Directors of regular and special meetings and Association activities as required by the Association By-Laws.

E. The Secretary shall transmit the proposed agenda for the next regular or special meeting to each Association Officer and member of the Board of Directors as required by the By-Laws.

F. The Secretary shall maintain attendance records.

G. The Secretary shall provide copies of the Constitution, By-Laws and all amendment; thereto to any member of the Board of Directors or the Association who requests the same.

H. Perform such other and further duties as assigned by the President or the Board of Directors that are administrative in nature, reasonable and necessary.

ARTICLE X: BOARD OF DIRECTORS

1. The Board of Directors shall consist of the President, Vice-President, Treasurer, Secretary as well as Player Agents, Head Referee, Public Relations Manager, Field Manager, Recreation Soccer Agent, Travel Soccer Agent, Equipment Manager, Legal Liaison and such other positions as may be created by a two-thirds majority voting at a properly called meeting, provided a quorum is present for the meeting and proper notice of the proposal has been provided by inclusion of the same in the agenda.

2. The duties of the President, Vice President, Treasurer and Secretary are as set forth in this Constitution. The duties of the remainder of the Board of Directors are set forth in the By-Laws of the Association.
3. An individual may hold only one general office (President, Vice-President, Treasurer or Secretary), but may serve in other capacities on the Board of Directors and for the Association as set forth in the By-Laws.

4. Each member of the Board of Directors is entitled to one vote on each issue brought before a properly called meeting for which a quorum is present.

5. A quorum is sixty percent (60%) or more of the members of the Board of Directors gathering for a properly called meeting to transaction Association business.

6. All Executive Board members shall read and be familiar with the Grosse Ile Soccer Association Constitution and By-Laws.

ARTICLE XI: POWERS OF THE BOARD OF DIRECTORS

The Board of Directors has all the powers and duties necessary for the administration of the affairs of the Association and may do all acts and things necessary thereto subject to the provisions of this Constitution, the Association By-Laws and applicable statutes and ordinances. In addition to the foregoing general duties, the Board of Directors shall be responsible for the following:

A. Managing and administering the affairs of the Association.

B. To adopt and adhere to an annual budget in advance of each fiscal year and such budget shall project all expenses for the forthcoming year which may be required for the proper operation, management and maintenance of the Association purpose(s), goals and needs. A copy of the annual budget, once adopted, shall be presented to each Officer and member of the Board of Directors.

C. To determine the fiscal year of the Association and such other and further matters as are reasonably necessary to comply with Federal, State and local laws and Ordinances pursuant to the Association By-Laws.

D. To approve the Association’s affiliation with other organizations on such terms as may be in the best interest and purpose of the Association and as allowed by the By-Laws and this Constitution.

E. To accept registration fees, engage in fund raising activities and accept charitable donations promoting the purpose of the Association.

F. To approve the payment of bills, invoices, costs, fees and expenses properly brought before the Board of Directors.

G. To make and enforce reasonable rules and regulations for organized soccer offered by the Association.

H. To solicit parents and youth for their participation in the Association and the Association’s soccer program(s).

I. To make rules and regulations in accordance with the Association By-Laws and this Constitution to further the purpose of the Association.

J. To enforce the rules and regulations made pursuant to this Constitution and the By-Laws of the Association.
K. To suspend, remove or expel players, coaches or referees from Association events or activities for improper conduct as set forth in the By-Laws.

L. To remove from Office and the Board of Directors any individual(s) as set forth in the By-Laws.

M. To contract for and employ persons, firms, corporations or others to assist in the management, operation, maintenance and administration of the Association and Association business and its purpose. In no event shall the term of their contract exceed twenty-four (24) months.

N. To acquire, maintain and improve, and to buy, operate, manage, sell, convey, assign or lease any real or personal property on behalf of the Association in furtherance of any of the purposes of the Association.

O. To establish a credit card or debit card or similar financial instrument as set forth in the Association By-Laws.

P. To establish such committees and Board of Directors positions as it deems necessary convenient or desirable, and to delegate to such committees such functions, duties and responsibilities as may be reasonably necessary.

Q. To increase, decrease, waive or otherwise set fees for participation in Association activities.

R. To enforce, by a suit at law or otherwise, all rights of the Association, including but not limited to the collection of fees, costs or damages suffered by the Association or to property leased or maintained by the Association.

S. To enter into contracts for insurance as set forth in the By-Laws.

T. To appoint an individual to fill a vacancy on the Board of Directors as set forth in the By-Laws.

U. To make such other and further By-Laws as shall be necessary for the proper execution of the foregoing powers.

V. To otherwise promote the development of youth soccer as may be desirable with means that are reasonable and necessary.

ARTICLE XII: ELECTIONS

1. The President, Vice President, Treasurer, Secretary and all members of the Executive Board will be determined by an election held at the annual occurring in even years. All elections shall be held in the manner and procedure set forth in this Constitution and the Association By-Laws.

2. Written nominations shall be presented to the Board of Directors at its April meeting by any member of the Board of Directors or any member of the Association.

3. Any member of the Board of Directors or Association may make a verbal nomination during the annual meeting.

4. Elections shall be conducted by a written ballot with all current officers, current members of the Board of Directors, the head coach and one assistant coach from each team entitled to cast one vote for each office or directors position. Write-in candidates shall be allowed. Members must be present to vote, no proxy voting is permitted.
5. The ballots shall be counted by the Secretary, Treasurer and one other member of the Board of Directors as may be selected to do so at the meeting.

6. A majority of fifty percent (50%+) plus is required for all positions. If an office or position on the Board of Directors is not decided by a majority vote, the President shall call for the nominees with the two largest amounts of votes to stand for a run off election in a second balloting. If the second ballot results in a tie, the matter shall be decided by a coin toss.

7. An individual may be nominated for more than one office or position on the Board of Directors. No individual may hold more than one office or position on the Board of Directors except as set forth in the Association By-Laws. Under no circumstances shall an individual have more than one vote.

ARTICLE XIII: TERM OF OFFICE
1. The President, Vice President, Treasurer, Secretary and all members of the Board of Directors shall serve for two year terms. Terms begin on July 1 of each even year, and end on June 30 two calendar years thereafter.

2. Terms for all officers and members of the Board of Directors holding office when this Constitution is ratified shall expire on June 30, 2012.

ARTICLE XIV: VACANCIES
Vacancies in the Board of Directors by any reason, including removal, shall be filled by a vote of the remaining members of the Board of Directors at the next regular and properly noticed meeting. Each person so elected shall be an officer or director until a successor is elected at the next annual meeting of the Association.

ARTICLE XV. REMOVAL/DISQUALIFICATION
The President, Vice President, Treasurer, Secretary and any member of the Board of Directors may, upon motion after notice and at a regular and properly noticed meeting be removed as set forth in the Association By-Laws.

ARTICLE XVI: FINANCIAL
1. The fiscal year of the Association shall be from January 1 until the following December 31, or as otherwise set forth in the Association By-Laws.

2. The Treasurer shall present an updated Income and Expense Statement; Asset and Liability Statement, and the current year budget to the Board of Directors for review at the April regular meeting.

3. The Treasurer and President shall prepare and recommend a proposed budget, presenting the same to the Board of Directors at the April meeting. A copy of updated Income and Expense Statement; Asset and Liability Statement, the prior years budget and the proposed budget shall be presented to each member of the Board of Directors prior to or at the April meeting.

4. The President and/or Treasurer shall present the proposed budget to the Association at the annual meeting. The Board of Directors shall adopt a final budget for the next fiscal year at the annual meeting.
5. The Association shall not accept or permit contribution to individuals or teams without the express approval of a two-thirds majority vote of the Board of Directors present at a duly constituted meeting. The Association may solicit contributions earmarked for special projects (i.e. field improvements, bleachers, etc.).

**ARTICLE XVII: INDEMNIFICATION**

Every officer and director of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney fees, reasonably incurred by or imposed upon the officer or director in connection with any proceedings to which the officer or director may be a party, or may become involved, by reason of the officer or director being or having been a director or officer of the Association, whether or not an officer or director at the time such expenses are incurred. However, indemnification shall not apply to willful and wanton misconduct or acts of gross negligence. Indemnification payments must be approved by a majority vote of the Board of Directors at a duly called meeting. The officer or director seeking the indemnification shall not vote on his/her indemnification. In the event there has been no judicial determination whether the conduct of the officer or director constitutes negligence, the Board of Directors may rely upon an opinion of counsel, which counsel may not be a member of the Association.

**ARTICLE XVIII: INSURANCES**

The Association shall carry liability, fire and extended coverage, vandalism, malicious mischief and such other and further insurances as the Board of Directors reasonably deems necessary, in the manner as set forth in the Association By-Laws.

**ARTICLE XIX: CALENDAR YEAR**

The calendar year shall be from July 1 through June 30 of the following year.

**ARTICLE XX: AMENDMENTS**

1. This Constitution or any section thereof may be amended or repealed by a two-thirds vote of the Board of Directors present at any duly constituted meeting providing the action is regularly scheduled and not an emergency or “add-on” vote.

2. The Amendment is subject to ratification by a two-thirds vote at a meeting of the current officers, current members of the Board of Directors, the head coach and one assistant coach from each team entitled to cast one vote for each office or directors position.

3. Upon ratification, the Secretary shall record such changes to the Constitution in the Association records and present to each member of the Board of Directors and make the same available to each member of the Association who requests a copy.

4. All duly ratified changes to the Constitution and By-Laws shall take effect immediately or as otherwise set forth in the language of the amendment.