

# **BYLAWS OF Minot Soccer Association**

## **ARTICLE I. NAME**

The name of this non-profit corporation organized under Chapter 10-33 of the North Dakota Century Code is Minot Soccer Association (referred to herein as the Association).

## **ARTICLE II. PURPOSE**

The Association is organized to foster, encourage and promote the development of the soccer skills of players living in central North Dakota under the age of twenty.

## **ARTICLE III. NON-PROFIT OPERATION**

**Section 3.1** The Association is organized exclusively for educational purposes, including making contributions to organizations that qualify as tax exempt organizations pursuant to Section 501(c)(3) of the Internal Revenue Code (IRC).

**Section 3.2** No portion of the net earnings of the Association shall inure to the benefit of or will be distributable to its members, directors or officers of the Association. Notwithstanding, the Association will be authorized to pay reasonable compensation for services rendered and to make payments and distributions in order to carry out the purpose for which the Association is organized.

**Section 3.3** The Association shall not attempt to influence any legislation nor shall the Association participate in any political campaign on behalf of or in opposition to any candidate for political office. The Association shall only carry on any activities permitted to be carried on by: (a) an organization exempt from federal income taxation under Section 501(c)(3) of the IRC and (b) an organization, contributions to which are deductible in the calculation of taxable income pursuant to Section 170(c)(2) of the IRC.

**Section 3.4** Upon dissolution of the Association, the board of directors shall, after paying or making provisions for the payment of all of the Association's debts and liabilities, dispose of all of the Association's assets to one or more organizations whose purposes are similar to those of the Association, which shall qualify as an organization(s) exempt from federal income taxation pursuant to Section 501 (c)(3) of the IRC as determined by the Board of Directors.

#### **ARTICLE IV. MEMBERS**

**Section 4.1** The Association shall have a single class of members. An individual membership shall be granted to: (a) a person registered with both the Association and the North Dakota Soccer Association (NDSA) as a volunteer or (b) any person listed as a parent or guardian of a player registered with both the Association and NDSA.

**Section 4.2** Each member shall be entitled to vote at the Association's annual meeting and any special meeting. Any vote or other action required or permitted by these Bylaws to be taken by a member at an annual or special meeting may only be taken by a member present at such meeting. There shall be no member voting by proxy.

**Section 4.3** The annual meeting shall take place each year in the month of February at such time and place established by the board of directors. Members shall be notified of the annual meeting at least thirty (30) days in advance.

**Section 4.4** At the annual meeting, elections shall be held to fill any expiring terms on the board of directors and conduct such other appropriate business to come before the meeting. At the annual meeting, the board of directors shall report on the Association's prior year's operations including an annual financial report from the treasurer.

**Section 4.5** The board of directors can call a special meeting of the members by notifying members at least thirty (30) days in advance.

#### **ARTICLE V. WORKING COMMITTEES**

**Section 5.1** The affairs of the Association shall be carried out by three (3) working committees, each operating under the direction of the board of directors.

**Section 5.2** No member of a working committee shall receive compensation for services as a member of the working committee; however, a member of a working committee may be reimbursed for reasonable and authorized expenses incurred on behalf of the Association.

**Section 5.3** Three of the Association's working committees shall include the recreational, competitive and fundraising/sponsorship committees. In addition, other working committees may be established by action of the Association's board of directors.

**Section 5.4** Each working committee shall be comprised of at least two (2) voting members, but no more than eight (8) voting members and one (1) board member.

**Section 5.5** Members of each working committee shall be elected at the Association's annual meeting with exception to the Director of Coaching (DOC), Recreational Coordinator and Competitive Coordinator. The DOC and Recreational and Competitive Coordinator(s) shall be members of the Recreational and Competitive committees respectively.

**Section 5.6** Members of the Association participating in the Association's recreational program shall be qualified both to be a committee member of the recreational committee as well as to vote to elect the members of the recreational committee.

**Section 5.7** Members of the Association participating in the Association's Minot Magic FC competitive program shall be qualified to both be a committee member of the competitive committee as well as to vote to elect the members of the competitive committee.

**Section 5.8** Members of the Association participating in the Association's recreational program or Minot Magic FC competitive program shall be qualified to both be a committee member of the fundraiser/sponsorship committee as well as to vote to elect the members of the fundraiser/sponsorship committee.

**Section 5.9** Members of the Association's other committees shall be elected from the membership at large.

## **ARTICLE VI. BOARD OF DIRECTORS**

**Section 6.1** The affairs of the Association shall be managed by its board of directors.

**Section 6.2** No member of the board of directors shall receive compensation for services as a board member; however, a board member may be reimbursed for reasonable and authorized expenses incurred on behalf of the Association.

**Section 6.3** The board of directors shall be comprised of eleven (11) directors. With exception of the initial board of directors, directors shall be elected at the Association's annual meeting. Two directors shall be nominated by each of the three committees (recreational committee and competitive committee and fundraising/sponsorship committee) and the remaining directors will each be nominated by other committees or by the Associations membership at large.

**Section 6.4** With the exception of the initial board of directors, each director shall serve a term of three (3) years. Elections to fill a board position vacated as a result of the expiration of the term of a director who was elected on an at large basis shall be conducted on an at-large basis. Nominations to fill a board position vacated as a result of the expiration of the term of a director who had been nominated by the recreational, competitive and fundraiser/sponsorship committee(s) shall be made by the committee that had nominated the person whose term is expiring.

**Section 6.5** All directors shall hold office until their successors have been duly elected or appointed and qualified. There shall be no limit on the number of terms a director may serve. In the event a director resigns or the position is otherwise vacated, the open

position shall be filled for the unexpired remaining term by vote of the remaining members of the board of directors.

**Section 6.6** Meetings of the board of directors shall be held on the first Tuesday of the month or at such other times as necessary in order to conduct the affairs of the Association. The board of directors may provide, by resolution, the time and place of holding regular meetings. A majority of the directors will represent a quorum of the board of directors for purposes conducting business at a meeting. A meeting of the board of directors may be conducted by means of conference telephone call or other similar means of remote communication, if the directors so participating and the directors physically present at the meeting can participate with one another during the meeting.

**Section 6.7** Special meetings of the board of directors may be called by the president or by any four (4) directors, and shall be at such place and time as may be designated in the notice for such meeting.

**Section 6.8** Directors shall be immune from liability to the full extent provided by the Association's Articles of Incorporation, these bylaws and the laws of the State of North Dakota.

## **ARTICLE VII. OFFICERS**

**Section 7.1** The Association's officers shall be a president, a vice president, a secretary and a treasurer elected from the board of directors.

**Section 7.2** The Association's officers shall be elected at the board of director's October meeting. All officers will be elected by ballot of the board of directors, with candidates receiving the highest number of votes being elected.

**Section 7.3** Officers shall hold office from the board of directors first meeting in October to the first meeting of the board of directors the following October.

**Section 7.4** Should a vacancy occur in any office, it shall be filled by vote of the board of directors for the unexpired term of the vacant office.

**Section 7.5** The Officers of the Association shall be authorized to sign all checks drawn against the account or accounts of the Association. The signature of two officers will be required on all checks drawn against the account or accounts of the Association.

## **ARTICLE VIII. OFFICERS' DUTIES**

**Section 8.1** The president shall be the Association's chief executive officer, shall be chairman of the Association's board of directors, and shall preside at all board of director meetings. The president shall exercise all the powers and duties usually attendant upon a president or chairman of the board of directors.

**Section 8.2** The vice president shall, in absence or disability of the president, perform the duties and exercise the power of the president and shall have such other powers as the board of directors may prescribe from time to time.

**Section 8.3** The secretary shall record minutes for all board of director and member meetings and shall coordinate the publication and distribution of draft minutes to the board of directors prior to the board of directors meetings and to the members prior to the annual or any special meetings.

**Section 8.4** The treasurer shall be responsible for paying all bills authorized by the board of directors and for maintaining financial records for the Association. The treasurer is authorized, as co-signer with the president or by any other officer or agent of the Association to whom the board of directors, by resolution, shall have delegated such power of the Association, to sign all checks drawn against the account or accounts of the Association. The treasurer shall provide monthly financial statements to the board of directors and shall prepare the Association's annual budget prior to the board of directors' September meeting. The treasurer shall submit an annual financial report and following years budget to the members at the annual meeting.

## **ARTICLE IX. INDEMNIFICATION**

**Section 9.1** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (including an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid or necessarily incurred, in settlement or otherwise, by him in connection with such action, suit or proceeding. Indemnification shall be had except in relation to matters as to which any director, officer, agent, employee person serving at the Association's request, or former director, officer, agent, employee, or person serving at the Association's request, shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty. Even if liability for willful misconduct is found, indemnity shall be had if the court in which such action or suit was brought shall determine, that despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for those expenses which such court shall deem proper. Indemnification shall not be deemed

exclusive of any other rights to which the director, officer, agent, employee, or other person serving at the Association's request is entitled to under any agreement, or otherwise.

**Section 9.2** Any indemnification under Section 9.1 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, agent, or person serving at the Association's request is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 9.1. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of the disinterested directors so directs, by independent legal counsel in a written opinion; provided, however, that if a director, officer, employee or agent of the Association, or person serving at the Association's request has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.1 or in defense of any claim, issue or matter therein, he shall automatically be indemnified against expenses (including attorney's fees) actually and necessarily incurred by him in connection therewith without the necessity of any such determination that he has met the applicable standard of conduct set forth in Section 9.1.

**Section 9.3** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors as provided in Section 9.2 of this Article IX upon receipt of an undertaking by or on behalf of the director, officer, employee, agent, or person serving at the Association's request to repay such amount if and when it should ultimately be determined that he is not entitled to be indemnified by the Association as authorized in this Article IX.

**Section 9.4** The board of directors may exercise the Association's power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability hereunder or otherwise.

**Section 9.5** The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation, these bylaws, agreement, vote of disinterested directors, the North Dakota nonprofit corporation law, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, agent or one serving at the Association's request and shall inure to the benefit of the heirs and personal representatives of such a person.

## **ARTICLE X. INSTRUMENTS, BANK ACCOUNTS, CHECKS AND DRAFTS, LOANS AND GIFTS**

**Section 10.1** Except as otherwise provided in these Bylaws, 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 Association, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bond the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

**Section 10.2** The board of directors from time to time may authorize the opening and keeping of general and/or special bank account with such banks, trust companies or other depositories as may be selected by the board of directors or by any officer or officers, agent or agents of the Association to whom such power may be delegated from time to time by the board of directors. The board of directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these Bylaws, as the board of directors may deem expedient.

**Section 10.3** All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Association, shall be signed with countersignature by the president, vice-President, secretary or treasurer or by any other officer or agent of the Association to whom the board of directors, by resolution, shall have delegated such power of the Association. Endorsements for deposit to the credit of the Association in any of its duly authorized depositories may be made without countersignature, by the president, vice-President, secretary or treasurer or by any other officer or agent of the Association to whom the board of directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Association.

**Section 10.4** No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the board of directors. Such authority may be general or confined to specific instances. No loans may be made by the Association to any officer or director of the Association, directly or indirectly.

**Section 10.5** The board of directors may accept on behalf of the Association any contribution, gift, bequest or device for the general purposes or for any special purposes of the Association.

## **ARTICLE XI. AMENDMENTS**

**Section 11.1** These Bylaws may be amended or repealed, or new Bylaws may adopted at any annual or special meeting of the membership by a two-thirds (2/3) vote of those members present, provided that notice of the intention to so change the Bylaws, and the nature of the proposed change, is given to the members thirty (30) days prior to meeting at which the

changes are to be acted upon. Provided prior notice is given, Bylaw changes can be introduced and acted upon at the same meeting.

## **ARTICLE XII. MISCELLANEOUS**

**Section 12.1** The fiscal year of the Association shall end on August 31st.

**Section 12.2** The Association shall have no corporate seal.

**Section 12.3** "Robert's Rules of Order Newly Revised," shall govern meetings of this Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

**Section 12.4** Any notice required to be provided pursuant to these Bylaws may be made to the address provided in the applicable registration with the Association, whether by mail, courier, telephone, facsimile, electronic communication or otherwise