

BYLAWS OF THE NEW ULM AREA YOUTH SOCCER ASSOCIATION

ARTICLE 1: GENERAL PROVISIONS

1.101 Name

The name of this corporation is the "New Ulm Area Youth Soccer Association".

1.102 Purpose

The purpose of the New Ulm Area Youth Soccer Association is to foster, promote and perpetuate the game of soccer for youth in the communities in and near New Ulm.

1.103 USYSA and MYSA Affiliation

The New Ulm Area Youth Soccer Association is an Affiliate Member of the Minnesota Youth Soccer Association ("MYSA"). The MYSA is the national state youth soccer association for the State of Minnesota in the United States Youth Soccer (USYS). As an MYSA and USYS affiliate, the New Ulm Area Youth Soccer Association and its Members, as defined in these bylaws, are subject to the Constitution, bylaws and rules of USYS and of the MYSA as the same may be amended from time to time.

1.104 Soccer Year

The Soccer Year shall be from September 1 to August 31 of each year.

ARTICLE 2: MEMBERSHIP

2.101 Territory

The territory of the New Ulm Area Youth Soccer Association shall be the legal boundaries of the areas and communities surrounding and inclusive of New Ulm incorporated or otherwise, to include the communities of Nicollet, Courtland, Lafayette, Klossner, Essig, Sleepy Eye, Hanska and Springfield.

2.102 Members

Members of the New Ulm Area Youth Soccer Association shall be defined as all parents of players registered with the association as well as players over the age of 4.

2.103 Membership

A parent and/or player becomes a Member upon the acceptance of the registration of the parent's child or the player him or herself and payment of any fees established by the association's Board of Directors.

2.104 Acceptance of Authority

Members of the New Ulm Area Youth Soccer Association agree to abide with the Articles of Incorporation, bylaws and rules of the New Ulm Area Youth Soccer Association and recognize the regulatory authority of the MYSA, USYS and the United States Soccer Federation (USSF) and have the appellate rights provided to members of these organizations.

2.105 Membership in Good Standing

A Member in good standing must be current in his/her financial obligations to the New Ulm

3.105 Absent Directors

A director may give advance written consent or opposition to a proposal to be acted on at a Board of Directors meeting. If the director is not present at the meeting, consent or opposition to a proposal shall not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect at the proposal to which the director has consented or objected.

Section 2: Composition of Board of Directors

3.201 Board of Directors and Voting

The Directors who shall comprise the Board of Directors of the New Ulm Area Youth Soccer Association shall be: the officers, including the President, Secretary and Treasurer, as well as the; Registrar, Director of Coaching, Director of Referees, Director of Equipment, Director of Fields and Scheduling and inclusive up to four Members-at-Large. All members of the Board of Directors are entitled to vote in the all matters coming before the Board of Directors. Directors shall not hold elected office in the MYSA.

3.202 Election

Directors shall be elected by the Members at the Annual Membership Meeting. The election or appointment of a person as a director shall not, of itself, create contract rights.

3.203 Term of Office

Each Director is elected to a two (2) year term, or until his/her earlier death, resignation, removal or disqualification.

3.204 Resignation

A director may resign at any time by giving written notice to the New Ulm Area Youth Soccer Association.

3.205 Removal of a Sitting Director

Any one or all of the sitting directors may be removed at any time, with or without cause, by the affirmative vote of a two-thirds majority of the Members at a Membership meeting, quorum being present.

3.206 Vacancies

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum. Vacancies on the Board of Directors resulting from newly created directorships may be filled by the affirmative vote of a majority of the directors serving at the time of the increase. A director appointed to fill a vacancy shall hold office until a qualified successor is elected by the Members at the next regular or special meeting of the Members, or until his or her earlier death, resignation, removal or disqualification.

Area Youth Soccer Association, and be in compliance with the Articles of Incorporation, bylaws and the rules of New Ulm Area Youth Soccer Association.

2.106 Registration Closing Date

The Board of Directors shall fix a date in each Soccer Year when the New Ulm Area Youth Soccer Association will cease to accept registration applications from Members for that soccer year. Notice of said date shall be communicated to all Members in a timely manner.

2.107 Comity

The New Ulm Area Youth Soccer Association and its Members shall recognize suspensions and sanctions of all teams, clubs, associations and other organizations under the jurisdiction of MYSA, USYS and USSF after receiving notice of such rulings.

ARTICLE 3: BOARD OF DIRECTORS

Section 1: Management by Board of Directors

3.101 Board to Manage

The business and affairs of the New Ulm Area Youth Soccer Association shall be managed by or under the direction of a Board of Directors, subject to the rights of the Members as provided in these bylaws or pursuant to Chapter 317A, Minnesota Statutes. As part of its duties and responsibilities, the Board of Directors shall publish on an annual basis the rules, policies and procedures of the New Ulm Area Youth Soccer Association.

3.102 Number of Directors

The number of directors on the Board of Directors shall not be greater than twelve nor less than three. The Board of Directors may, at any time, increase the number of directors up to the maximum or decrease the number of directors no lower than the minimum, except that any such decrease shall not result in the removal of a sitting director. The Board of Directors may create and/or abolish various director positions thereby increasing or decreasing the number of directors subject to the number of limitations in this paragraph. The Board of Directors' decision to create or abolish directorship(s) shall be effective upon affirmative vote of the Members at the Annual Membership Meeting.

3.103 Manner of Acting

Except as otherwise provided in the Minnesota Statutes, Chapter 317A, the Board of Directors shall take action by the affirmative vote of a majority of directors present at a duly held meeting.

3.104 Presumption of Assent

A director who is present at a meeting of the Board of Directors when an action is approved by the affirmative vote of a majority of the directors present is presumed to have assented to the action approved, unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate hereafter in the meeting, or votes against the action at the meeting or is prohibited from voting on the action due to a conflict of interest.

3.207 Reimbursement of Expenses

By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and other such expenses determined by the Board of Directors to be reasonable and necessary.

Section 3: Officer and Directors

3.301 Duties of Officers and Directors

In addition to the specific duties prescribed in these bylaws, the officers and directors shall perform any other duties delegated to them by the Board of Directors.

3.302 President

The President shall be the chief officer of the corporation and shall:

- (a) When present, preside at all meetings of the Board of Directors, and of the Membership;
- (b) With the Secretary, sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the New Ulm Area Youth Soccer Association 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 by these bylaws or by the Board of Directors to some other officer or agent of the New Ulm Area Youth Soccer Association.
- (c) The President is an ex-officio member of all committees.

3.304 Secretary

The Secretary or his or her designated agent shall:

- (a) Maintain records of and whenever necessary, certify all proceedings of the Board of Directors and the New Ulm Area Youth Soccer Association.
- (b) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- (c) Be custodian of the corporate records.
- (d) Oversee the credentials process at the Annual Membership Meeting.
- (e) With the President, sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the New Ulm Area Youth Soccer Association, 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 these bylaws or by the Board of Directors to some other officer or agent in the New Ulm Area Youth Soccer Association.

3.305 Treasurer

The Treasurer shall be the chief financial officer of the New Ulm Area Youth Soccer Association and either he or she or his or her designated agent shall:

- (a) Ensure that accurate financial records for the New Ulm Area Youth Soccer Association are kept.
- (b) Deposit all monies, drafts and checks in the name of and to the credit of the New Ulm Area Youth Soccer Association in the banks and depositories

- (c) Endorse for deposit all notes, checks and drafts received by the New Ulm Area Youth Soccer Association as ordered by the Board of Directors making proper vouchers therefor.
- (d) Disburse the New Ulm Area Youth Soccer Association funds and issue checks and drafts in the name of the New Ulm Area Youth Soccer Association, as ordered by the Board of Directors.
- (e) Render to the Board of Directors and the President, whenever requested, an account of all transactions by the Treasurer and of the financial condition of the New Ulm Area Youth Soccer Association.
- (f) Oversee the work of the Budget Committee, if established by the Board.
- (g) If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

3.306 Registrar

The Registrar shall be the chief registration official for Membership participants of the New Ulm Area Youth Soccer Association. He or she shall:

- (a) Administer registration of all players, coaches, referees, Board of Directors and other members of this corporation.
- (b) Assign participant players to the proper teams in accordance with age groups established by New Ulm Area Youth Soccer Association, MYSA and USYS.
- (c) Ensure all necessary forms of registration, consent, waivers and emergency contact information are completed, filed, with copies distributed to the designated coach of the player's respective team.
- (d) Recommend to the Board of Directors, the methods of providing community notice of registration opening and closure dates.

3.306 Director of Coaching

The Director of Coaching shall:

- (a) Be the chief contact for individuals interested in Coaching with New Ulm Area Youth Soccer Association.
- (b) Recruit, and assign coaches to teams created through registration of participant players.
- (c) Coordinate and access proper level training for coaches. This will include proper licensing through MYSA and USYS. In addition, conducting background checks as provided through MYSA as necessary to ensure the utmost protection for our children.
- (d) Provide guidance and direction for coaches as to the coaching philosophy of New Ulm Area Youth Soccer Association.
- (e) If necessary, act as the chief advocate with regard to recommending sanctions, suspension, or dismissal of coaches whose practice is not consistent with New Ulm Area Youth Soccer Association, MYSA or USYS.

3.307 Director of Equipment

The Director of Equipment shall:

- (a) Be the chief purchase agent for the New Ulm Area Youth Soccer Association with regard to player uniforms team equipment and Association equipment.

approval of the Board of Directors, shall appoint members to special committees. The committees shall have the duties delegated to them by the Board of Directors.

4.102 Removal of Committee Members

The Board of Directors may remove a committee member if it finds that the member is not fulfilling his/her duties. A two thirds majority affirmative vote of the Board of Directors shall be required to remove a committee member.

4.103 Vacancies on Committees

The President, subject to the approval of the Board of Directors may appoint a person to fill a vacancy on any committee.

ARTICLE 5: VOTING

Section 1: Membership Meetings

5.101 Who May Vote

Members attending the meeting shall have the right to vote at Membership meetings.

5.102 Number of Votes

Members attending the meeting shall each have one vote.

5.301 Voting

In all meetings of any committee of the New Ulm Area Youth Soccer Association, each committee member present at a meeting shall each have one vote.

5.401 Proxy Voting Prohibited

Proxy voting is prohibited.

ARTICLE 6: MEETINGS

Section 1: Membership Meetings

6.101 Annual Membership Meeting

The Members of the New Ulm Area Youth Soccer Association shall meet once per year at a date and time determined by the Board of Directors no less than 60 days in advance of the meeting. This meeting shall be known as the Annual Membership Meeting.

6.102 Special Membership Meetings

Special Membership Meetings may be called as follows:

- (a) By a majority of the Board of Directors.
- (b) By the signature of a majority of the Members on a request for a special meeting delivered to the Board of Directors.

In the event a Special Meeting is called, Members shall receive at least thirty (30) days notice of such a special meeting.

- with regard to player uniforms team equipment and Association equipment.
- (b) Ensure timely ordering purchase and delivery to individual players the official uniform of the organization.
- (c) Ensure equipment purchase appropriate for the level of competition (i.e. balls and net standards, etc.).
- (d) Coordinate with Registrar and coaches for equipment needs of players and teams.
- (e) Coordinate with Director of Fields and Scheduling for proper field equipment needs (i.e. proper net standards, corner flags, field lining equipment and supplies when necessary).
- (f) Coordinate with Director of Referees for distribution of Association equipment usage of linesman flags, referee cards and whistles.
- (g) Participate in other Association activities as necessary.

3.308 Director of Referees

The Director of Referees shall:

- (a) Advertise and recruit for prospective personnel interested in officiating games in U-8 games and above.
- (b) Coordinate through facilitation or referral, proper training for appropriate licensing for referees.
- (c) Provide and approve of, payment through a system to be established by the Board, for payment of services of referees, with the appropriate fee established by the Board. Payment of such referees will be sent to the Treasurer for issuance.
- (d) Act as the final authority with regard to complaints lodged against referees. Also, if necessary, recommend to the Board of Directors, sanctions of referees whose conduct is contrary to acceptable standards of New Ulm Area Youth Soccer Association, MYSA and USYS.
- (e) Assign and schedule referees for home games and tournaments. Such activity will be conducted in coordination with the Director of Fields and Scheduling. Any alterations of referee scheduling will be the responsibility of the Director of Referees as an alternate referee or plan of officiating will be conveyed to the home team.

3.308 Members-At-Large

The Members-At-Large are Directors with non-specific titles but to whom will:

- (a) Participate in special and on-going committees such as, budget, fund raising, etc.
- (b) When called upon to do so, will assist other Directors with registration, team assignments, lining fields, tournament and clinic facilitating, equipment distribution, and the like.

ARTICLE 4: COMMITTEES

4.101 Establishment and Appointment

The Board of Directors may establish such committees as it deems necessary or advisable in the best interests of the New Ulm Area Youth Soccer Association. The President, subject to

Section 2: Committee Meetings

6.201 Board of Directors

The Board of Directors shall hold regularly scheduled meetings during the year. Special meetings may be called by any Board of Directors member by giving 7 days advance notice of the meeting date to the other Board of Directors members.

6.203 Committees

The Committees established by the Board of Directors shall meet as necessary to fulfill their responsibilities on a 7 days prior notice to the committee's members by the chairperson. Special meetings may be called by a committee member of a director having oversight responsibility for such committee upon 14 days prior notice to the committee's members.

6.204 Emergency Meetings

In the event of an emergency, meetings of the Board of Directors or any committee may be called upon 48 hours notice by any technological means available.

Section 3: General Rules

6.301 Notices

Except where otherwise required, notice of a meeting may be made by telephone, e-mail, fax or any technological means available.

6.302 Quorum

In all meetings of the Board or any committees of the New Ulm Area Youth Soccer Association, a quorum shall consist of a majority vote of the total number of the Board or committee's members. In all meetings of the Membership, a quorum shall consist of one third of the total number of Members in that year.

6.303 Minutes

Minutes shall be kept at every Membership, Board of Directors and committee meeting. Copies of the minutes shall be kept by the Secretary and made available upon request.

6.304 Robert's Rules of Order

Except as otherwise provided in these bylaws or the MYSA rules, policies or procedures, meetings shall be conducted in accordance with Robert's Rules of Order as most recent revised.

6.305 Order of Business

The recommended order of business for Membership and Board meetings is:

- (a) Roll Call
- (b) Minutes of the Previous Meeting
- (c) Correspondence
- (d) Committee Reports
- (e) Treasurer's Report
- (f) Unfinished Business
- (g) New Business

- (h) Elections
- (i) Bylaws and Rule Changes
- (j) Adjournment

ARTICLE 7: PLAY AND PLAYERS

Section 1: Rules of Play

7.101 **Playing Rules**

FIFA "Laws of the Game" shall apply to all games played within the jurisdiction of the MYSA except as specifically modified by USYS and the MYSA Rules.

Section 2: Classification

7.201 **Player Classification**

Players are classified as amateur and youth.

7.202 **Amateur Defined**

An amateur does not receive a wage or salary for playing soccer.

7.203 **Youth Defined**

A youth has not reached the age of 19 years before August 1 immediately preceding the start of the Soccer Year. A youth who reaches age 19 on or after August 1 shall be allowed to complete that Soccer Year.

Section 3: Player Registration

7.301 **Registration Required**

A player must register with the New Ulm Area Youth Soccer Association. A player must not register with any other association or club during an MYSA sanctioned soccer season.

7.302 **When Registered**

A player is registered the moment the player and the player's parent or guardian signs the registration form and pays the fees required by the New Um Area Youth Soccer Association.

7.303 **Registration Binds Player**

Once registered, a player is bound to the New Ulm Area Youth Soccer Association for that soccer season, except as provided in 7.304 and 7.305.

7.304 **Player Transfers**

A registered player may request a transfer from the New Ulm Area Youth Soccer Association in accordance with the MYSA rules.

7.305 **Player Releases**

A registered player not placed on a team by the New Ulm Area Youth Soccer Association must be released by the New Ulm Area Youth Soccer Association.

ARTICLE 8: FINANCES

Section 1: General Rules

8.101 Fiscal Year

The New Ulm Area Youth Soccer Association's fiscal year shall be from September 1 to August 31 of each year.

8.102 Prohibited Transactions

The New Ulm Area Youth Soccer Association, its officers, directors, Members and any persons acting in or on its behalf, shall take no actions which may adversely affect the New Ulm Area Youth Soccer Association nonprofit and/or tax exempt status or which may otherwise violate any state or federal law.

8.103 Contracts and Banking

The Board of Directors, except as otherwise be required by law, the Articles of Incorporation or these bylaws, may authorize any officer(s) or agent(s) to enter into any contract or to execute and deliver any instrument or document in the name of an on behalf of the New Ulm Area Youth Soccer Association and such authority may be general or confined to specific instances.

8.104 Acceptance of Gifts

The Board of Directors may accept on behalf of the New Ulm Area Youth Soccer Association any contribution, gift bequest, or devise for the general purpose of any special purpose of the New Ulm Area Youth Soccer Association.

8.105 Annual Audits

An annual audit shall be conducted of the financial records of the New Ulm Area Youth Soccer Association. An appropriate auditor or audit committee shall be appointed by the President and approved by the Board of Directors. This audit shall be completed and a report prepared and submitted to the Board of Directors for its review within 60 days of the close of the fiscal year. Such audit shall be available for review by a Member upon request.

8.106 Distribution of Funds Upon Dissolution

In the event of the dissolution and liquidation of the New Ulm Area Youth Soccer Association, none of the funds held by the New Ulm Area Youth Soccer Association shall be distributed to any director or Member or individual. The rules of USYS shall determine the disbursement of such funds, except that all disbursements must be to an organization which qualifies as a tax exempt entity under Section 501 (c) of the Internal Revenue Code as it may be amended from time to time.

ARTICLE 9: AMENDMENT OF BYLAWS

9.101 Proposal to Amend

Any Member, director or committee of the New Ulm Area Youth Soccer Association may propose to amend these bylaws by delivering the proposal in writing to the Board of Directors not less than 120 days prior to the Annual Membership Meeting or a Special

Membership Meeting.

9.102 Review of the Proposed Amendment

The Board shall review the proposed amendment for form and for any conflict with the other existing Articles of Incorporation, bylaws, and rules of the New Ulm Area Youth Soccer Association, MYSA, USYS or USSF, and report its recommendation to the Membership.

9.103 Notification of Members

Members shall be given notice of the proposed amendment and the recommendation of the Board of Directors in writing no less than 60 days prior to the Annual Membership Meeting or Special Membership Meeting. The author of the bylaw amendment shall provide the New Ulm Area Youth Soccer Association sufficient copies to mail to all Members no less than 75 days prior to such a meeting.

9.104 Voting

Amendments to the bylaws may be made by the affirmative vote of two-thirds of the votes present at a Membership Meeting, a quorum being present.