**BY-LAWS**

**OF THE**

**EDINA SOCCER ASSOCIATION**

**ARTICLE I**

**BOARD MEMBERS**

1. Purpose:

The Edina Soccer Association (“ESA”) has been formed for the exclusive purpose of creating a recreational soccer program for the residents of the City of Edina and surrounding communities. The ESA Board and its Board Members will set all program rules, schedule and coordinate play, establish player fees, and will alone have authority to manage the affairs of the ESA. ESA is a privately held corporation as described in Attachment A below.

1. Qualification:

Any adult resident of the City of Edina, Minnesota, having a player actively participating in ESA, or any adult, regardless of residence, actively assisting in ESA, shall be eligible to be a member of the board (“Board Member”). To become a Board Member one must be nominated for membership by an existing Board Member, and confirmed by majority vote in favor of membership of all Board Members. ESA may prescribe procedures, forms, and dues to that are required to become Board Members. There shall be no classes or conditions of membership other than stated herein. The Board Members as a collective group (“The Board”) shall be limited in numbers to twenty two (22) Board Members.

1. Property. Voting and Other Rights of Members:

Board Members shall have no property rights in the assets of ESA. Each Board Member shall be entitled to one vote on each matter submitted to a vote by the Board. Board Members will not be permitted to vote by proxy. There shall be no cumulative voting. Membership shall terminate when the member fails to meet any qualifications as articulated in Section 2 of Article I, or any other requirements including the payment of dues, as may be determined from time to time, unless such member is actively serving in an Officer position for the Board, in which case membership will be deemed to continue until the end of such term.

**ARTICLE II**

**MEETING OF MEMBERS**

The Board shall meet once per month, at least ten months in each calendar year.

**ARTICLE III**

**BOARD MEMBER TERM, ELECTION, AND POWER AND DUTIES OF BOARD MEMBERS**

1. Election, Number and Term of Office:

The Board Members shall be elected by the members of the Board at a regularly scheduled meeting. The number of Board Members shall be no less than five (5), nor more than twenty two (22), as the members shall from time to time determine.

Board members shall serve three (3) consecutive years, unless, in the third year they are elected President (or Vice President), and in that event they may have a two (2)-year extension to serve in the capacity of President for one year, and one year as Immediate Past President. The Board shall have the authority to extend the status of any Board Member for one (1) year, by majority vote, for any reason whatsoever.

1. Vacancies and meeting attendance:

Vacancies occurring in the Board shall be filled by the Board using the same process as in Article I. Board Members, who miss three (3) or more meetings in any one (1) calendar year, without any communication to the ESA Coordinator or President, may be subject to removal from the Board.

3) Powers and Duties:

The business, property and affairs of ESA shall be managed by the Board.

4) Compensation:

Board Members shall serve without compensation, but may be reimbursed for any expenses approved by said Board, in advance, of the expenditure thereof.

5) Removal:

Any Board Member can be removed by a majority vote for just cause. As this is a volunteer organization, Board Members can withdraw from the Board on their own accord at any time.

6) Conflict of Interest:

Whenever a Board Member has a financial or personal interest in any matter coming before the Board, the affected person shall (a) fully disclose the nature of the interest; and (b) withdraw from the discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board Members determine that it is in the best interest of ESA to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

**ARTICLE IV**

**MEETING OF BOARD MEMBERS**

1. Time and Place of Meetings:

Meetings of the Board may be called by the President or by any five Board Members. Forthwith upon receipt of a proper call, the ESA Program Coordinator shall give or cause to be given notice to all Board Members of the time, place and purpose of any such meetings. Such notice shall be in writing or by electronic communication.

2) Quorum:

A majority of all Board Members present shall constitute a quorum, but in no event shall a quorum be less than one half of all Board Members then in office.

1. Majority:

An act of the majority of the Board present at a meeting at which a quorum is present is the act of the Board. Any action that could be taken at a meeting of the Board may be taken without a meeting by any means of electronic communication when authorized in writing and signed by the Board Members. In the event of a tie on any vote, the President shall have the sole authority to determine the outcome of the vote by casting one additional vote.

**ARTICLE V**

**OFFICERS**

1) Election, Appointment:

The Officers shall be elected at a regularly scheduled meeting (typically the October meeting) of the Board Members, and shall be elected for a period of one year beginning on Jan 1 of the following year through December 31. The time of Election and the term start shall be used for transition planning purposes.

1. Officers:

The officers of ESA shall consist of a President, one or more Vice Presidents, and a Treasurer, withand such other officers who shall have such duties, as shall be specified by the Board Members. The same person shall not hold more than one office at the same time.

3) Executive Committee:

The Executive Committee shall comprise of the elected Officers of the Board Members.

4) Qualifications:

Officers shall be chosen from existing Board Members.

5) President:

The President shall be the chief executive officer of ESA. When present, the President shall preside at all meetings of Board Members, shall be an ex-officio member of all standing committees. Subject to the Board, the President shall have general charge and supervision over the business affairs of ESA. Following the President’s term he or she shall remain on the Board as a Board Member for one additional year, in the role of Immediate Past President. In the case that the President steps down from his or her post during the term, the Vice President shall automatically assume the role of President to finish out the term, and a new Vice President shall be voted in by the board.

1. Vice President:

The Vice President or President-Elect shall act as aid to the President and shall perform the duties of the President in the absence or inability of the President. The Vice President normally serves as the President the following year, but this does not always have to be the case if another Board member is interested in running for President.

1. ESA Coordinator:

The Board, at its discretion may employ a full time Coordinator to perform such duties as the Board deems necessary and appropriate between scheduled meetings. The hiring of the ESA Coordinator will require a Majority vote, following a search and hiring recommendation made by a special hiring committee as appointed by the President.

1. Treasurer:

The Treasurer shall have the custody of all funds of ESA; shall keep an accurate record of receipts and expenditures; and shall work with the Corporation's accountants to ensure that ESA is in compliance with accounting rules and tax filing requirements.

**ARTICLE VI**

**FISCAL**

1. Player Fees:

Player Fees for each season or session shall be in an amount as determined from time to time by the Board.

1. Fiscal Year:

The fiscal year of ESA shall be from January 1 – December 31.

1. Annual Budget:

An Annual Budget for ESA will be presented in the December board meeting for the succeeding fiscal year, for approval by the Board.

1. Bank Statements:

Bank statements should be reconciled monthly to ensure an accurate accounting of all revenue and expenses. A summary of ESA’s current cash position and all related revenue and expenses should be reported monthly at the regularly scheduled board meeting. An electronic copy of the monthly bank statement should also be uploaded to the enterprise file-sharing platform that ESA is using at the time (for example: Egnyte) for the President and Vice-President to verify. Monthly statements should be signed in accordance with the Finance Committee’s guidelines for audit procedures. The Treasurer, President, and Vice-President should be included as co-signors on bank checking account(s). A record of approvals should be kept on file for audit purposes.

1. Payment Approvals:

The following shall be followed when making payments on behalf of ESA:

* + A) No payment for any service or cost shall be made not set forth in the approved Annual Budget.
  + B) No Payment for any service or cost shall be made for any line item in the approved Annual Budget if when added to all prior advances or payments under that line item would exceed the lesser of 10% of the approved budgeted line item, 5% of the total Approved Annual Budget or $2,000
  + C) No Payment for any service or cost shall be made for any line item that would result in exceeding the Approved Annual Budget by the lesser of 5% or $2,000.
  + D) Payments for approved budgeted line items greater than $10,000 require approvals of the President and Treasurer. Such payments must be within an approved line item on the approval Annual Budget.
  + E) Payments for approved budgeted line items between $2,000 - $10,000 require approval of Treasurer and Sub-Committee Chair.
  + F) Personal expenses of Treasurer >$50 requires approval of President
  + G) Unless these payments will result in a substantial change in program, experience, operations, or service providers of ESA.

1. Record Keeping:

Copies of invoices and check requests should be kept on hand to support all ESA payments for at least 24 months. These records should be made available to the ESA board at any time. All invoices shall be uploaded to the enterprise file-sharing platform that ESA is using at the time (for example: Egnyte) for any board to view at any time.

1. Tax Filings:

Annual Charitable Organization Reporting (Form 990) must be completed and submitted within the legally required due date. As a Charitable organization these reports are due May 15. ESA’s Federal Tax ID is 41-1284041. In addition, 1099 forms must be completed by Feb 1 for all individuals to which ESA paid more than the threshold amount as specified by law to over the past year. This includes Referees, Instructors, and Referee Coordinators. Social Security numbers are required of all of these individuals.

**ARTICLE VII**

**COMMITTEES**

The Board shall have the sole authority to establish, maintain and abolish standing committees, composed of such persons as the President shall appoint, with the approval of the Board. Committees may include those outlined in Attachment B. By unanimous action the Board may appoint an Executive Committee of three or more from its members which, in the interval between meetings of the Board and subject to its control and direction, shall have and exercise such powers and responsibilities as shall be delegated to it by the Board.

**ARTICLE VIII**

**EXECUTION OF INSTRUMENTS**

1. Checks, etc:

All checks, drafts, and orders for payment of money shall be signed in the name of ESA and may be countersigned by such officers or agents as the Board shall from time to time designate for that purpose.

1. Contracts, Conveyances, etc.:

When the execution of any contract, conveyance or other instrument would result in a substantial change in ESA programs, operations, services and experience a majority of the Board must authorize it. When the contract, conveyance or other instrument has otherwise been authorized without the specification of the executing officers, the President, the Vice President, or Treasurer may execute the same in the name and behalf of ESA. The Board shall have the power to designate the officers and agents who shall have authority to execute any instrument in behalf of ESA and the payment terms as specified in Article VI (Fiscal).

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**ARTICLE IX**

**RULES OF ORDER**

Roberts Rules of Order, Newly Revised, shall govern the proceedings of all meetings of ESA and its constituent parts, except as provided in these By-Laws.

**ARTICLE X**

**INDEMNIFICATION**

ESA shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as Board Member or employee of ESA against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of ESA; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Board Members who are not at that time parties to the proceeding.

**ARTICLE XI**

**SUSPENSION OF BY-LAWS**

These Bylaws may be suspended by a unanimous vote of the members present at a duly constituted meeting.

**ARTICLE XII**

**AUDIT**

The Board shall designate or employ a competent person to audit ESA’s books on an annual basis or prior to the transfer of the books of account to the new Treasurer.

**ARTICLE XIII**

**LAWS APPLICABLE**

Minnesota Statues, Chapter 317A, shall be applicable as to any matters or in any respects not otherwise covered by these By-Laws.

**ARTICLE XIV**

**AMENDMENTS**

These By-Laws or any section thereof may be amended or repealed by the majority vote of the members of the Board in any respect not inconsistent with the Articles of Amendment of Articles of Incorporation of Edina Soccer Association.

**ARTICLE XV**

**CERTIFICATION**

The foregoing By-Laws of the EDINA SOCCER ASSOCIATION were duly adopted as the By-Laws of ESA, by the unanimous vote of the members thereof at a general meeting of such members duly held on the 6th day of February, 2017.

ATTEST:

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President

Revised, May, 1991

Revised, August, 1995

Revised, November, 2001

Revised, October 2009

Revised, February 2017

**ATTACHMENT A**

**ARTICLES OF INCORPORATION**

**ATTACHMENT B**

**BOARD COMMITTEES (attach new committee listing here)**

1. Coaches meeting:

* Plan logistics (site & date), set agenda
* Develop all Coaches Communication
* Manager all “Day of” activity

1. Photo Day:

* Work with Photographer on logistics
* Secure location and alternate location
* Develop communication materials
* Schedule volunteers to work event

1. Apparel Committee

* Select uniform kits and other apparel to be offered with registration
* Choose Items to be included during registration
* Work with vendor(s) to determine distribution instructions

1. Awards & Trophies:

* Select awards, trophies, suppliers
* Develop communication regarding distribution for coaches

1. New Members:

* Develop communication tools for potential new members
* Work with existing board member to recruit 2-4 new board members every year
* Invite potential new members to Fall Board Meetings

1. Instructors:

* Work with paid training coordinators to develop training curriculum for all ages
* Ensure instructors are interviewed, hired, and expectations set.
* Ensure that instructors are trained and that they are paid on a timely basis

1. Referee Training/Assignor Liaison:

* Work with Ref coordinator to ensure that all referees have adequate training and meet the necessary requirements
* Ensure that any referee issues are escalated to the board

1. Super Soccer Saturdays

* Coordinate marketing
* Ensure logistics are taken care of (location, bathrooms, tents, lunch for instructors, coffee and water for adults)
* Determine coaches training opportunities

1. Equipment/Storage:

* Identify equipment and storage needs
* Procure necessary equipment
* Coordinate delivery with City and other vendor(s)

1. Finance: Must include Treasurer, President and Vice President

* Present Annual Budget Proposal at December Board Meeting
* Ensure books are accurate and updates with all invoices paid
* Reconcile all accounts with bank account statements on a regular basis
* Coordinate tax filings with external consultant to ensure timely filings
* Ensure Excess funds are being appropriately invested, managed
* Conduct and oversee annual audit

1. Fall Season

* Coordinate all details and planning for Fall Season
* Includes assigning age group coordinators (building teams, jersey ordering, calendar development, and fields)

1. Edina Soccer Club (ESC) Liaison: ESA Vice President

* Foster and maintain relationship with ESC
* Attend ESC meetings as requested
* Report ESC activity to ESA Board

1. Coach Resources/Tools

* Development of coach cards/training resources. Potential for 9 cards for 9 weeks of season schedule – Grades 3 and Older
* Development of coach deck – warmup drills for coaches to implement
* Resource videos as potential resource

1. Edina Cup Tournament

* Plan 2017 Date and field reservation (it was July 11 & 12 for 2015 – Garden Park)
* Determine Eligible Grades (it was 3rd grade only for 2015)
* Create Schedule and format
* Create communications plan for informing parents, players and referees of format and schedule

1. Community

* ESA Scholarship (via Edina Education Fund) – Select annual recipients
* Attend the Annual Scholarship Breakfast in May – present the award winner at the podium
* Review other events as information becomes available for ESA participation (i.e. Edina Open Street Event)
* Work in partnership with EHS programs including varsity game day themes
* Attend any meetings pertaining to issues within the community such as fields (i.e. turf safety), chemicals or other

1. Edina Parade

* Register ESA to be a parade participant
* Write communications to be emailed to the membership about date and time
* Need banner to have kids carry down the route
* Purchase 40 large Costco bags of candy
* Recruit wagons and buckets to carry candy down route
* Obtain truck to store candy during route for kids to refill

1. Website Committee

* Work with SPORT NGIN to redesign the theme of the website including photos, graphics and content
* Develop organizational matrix for content posting

1. Bylaws and Legal Process

* Rewrite the ESA By-laws for 2017 – add additional content about Executive Committee roles and timing of transition
* Review Insurance Documents and ensure adequate coverages
* Review website for required content including Code of Conducts, liability waivers, refunds, confidential personal data, background checks
* Determine best practices for posting teams and coach personal information (email, cell phone)

1. Team Building Process

* Propose best strategy for building teams each season
* Assist board members by creating data streamlines shortening the time to build teams by each age director
* Propose financial estimates for outsourcing agency or individual to assist with data mining and templates