

# **Watertown Youth Soccer Association**

## **Bylaws**

### **ARTICLE I. NAME**

The name of this non-profit corporation is Watertown Youth Soccer Association (referred to herein as the Association or WYSA).

### **ARTICLE II. PURPOSE**

Our vision is to provide a professionally run soccer program that is fun for all ages by providing opportunities for developing and enhancing individual talents, teamwork, and sportsmanship.

Our mission is to provide the youth of Watertown and the surrounding area the opportunity to participate in recreational and competitive soccer leagues by teaching and demonstrating soccer skills, sportsmanship, honesty, respect, and fair play; to provide a safe environment where our youth not only can excel in their soccer skills but also learn the importance of physical fitness in their lives; and to provide an atmosphere where the player's emotional well-being will be nurtured as they learn the importance of teamwork, determination, persistence, and hard work. All members will work towards instilling in our youth the enjoyment and fun aspects of the beautiful game of soccer.

### **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. WORKING COMMITTEES**

Section 4.1 The affairs of the Association shall be carried out by at least two (2) working committees, each operating under the direction of the Board of Directors.

Section 4.2 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 4.3 WYSA's working committees shall include the Recreational Committee, Competitive Committee, Tournament Committee, Strategic Planning and Marketing/Fundraising Committee. In addition, other working committees may be established by action of the Association's Board of Directors.

## **ARTICLE V. BOARD OF DIRECTORS**

Section 5.1 The affairs of the Association shall be managed by its Board of Directors. The government and policy making responsibilities of WYSA shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct affairs.

Section 5.2 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 5.3 The Board of Directors shall be comprised of eight (8) directors. Each Director shall serve a term of three (3) years except the Officers which will serve a one (1) year term.

Section 5.4 All Directors shall hold office until their successors have been duly elected or appointed and qualified. No Director who has served two (2) full terms of three (3) years shall succeed him/herself until at least one (1) year has elapsed, but a Director appointed to fill a vacancy is eligible for election. 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.

Each year at its regular **June** meeting, the Board of Directors shall elect or re-elect Directors to fill the expiring terms of its Directors. A nominating committee of not less than three (3) Directors shall be appointed by the President at least thirty (30) days prior to the election, whose duty it shall be to recruit qualified candidates. Said committee will report the names to the Board of Directors for approval. All Directors will be elected by ballot, with candidates receiving the highest number of votes being elected. **Newly elected Directors will begin their term in July.**

Section 5.5 Regular meetings of the Board of Directors shall be held monthly on the 1<sup>st</sup> Monday of each 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 of 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 5.6 Annual membership meeting will be held each year in May.**

Section 5.7 Special meetings of the Board of Directors may be called by the President or by any three (3) directors and shall be at such place and time as may be designated in the notice for such meeting. Notice of any special meeting of the Board of Directors shall be given at least five (5) days' notice.

Section 5.8 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 South Dakota.

Section 5.9 Directors may be removed from office for malfeasance, misconduct, or neglect of duty by a majority of the voting Directors. Any of these officers are entitled to at least five (5) working days' notice in writing of the board meeting at which such removal is voted upon and is entitled to appear at such meeting. Upon such event, the position shall be filled in the manner as laid out under *Vacancies Section 6.4*.

Members of the Board who are unable to attend duly called meetings of the board shall notify the President and state the cause of their absence. If a Director is absent from three (3) consecutive regular meetings for reasons which the Board has failed to declare to be sufficient, his/her resignation shall be deemed to have been tendered and accepted.

## **ARTICLE VI. OFFICERS**

Section 6.1 The Association's officers shall be a President, Vice President, Treasurer, Secretary and such other officers as may be elected in accordance with the provisions of this Article. All elected from the Board of Directors.

The nominating committee of directors shall also nominate officers each year.

Section 6.2 **Election and Term:** Officers of the Association shall be elected annually by the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected.

Section 6.3 **Removal:** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 6.4 **Vacancies:** Should a vacancy occur in any office, the Nominating Committee or President shall make a recommendation, subject to the Board's approval for the unexpired term of the vacant office.

## **ARTICLE VII. OFFICERS' DUTIES**

Section 7.1 **President:** 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 and such other duties as may be prescribed by the Board of Directors from time to time. The President shall represent the Association at all SDSSA functions. The President shall with advice and counsel of the Vice President and the Executive Director, determine all committees; select all chairpersons; assist in the selection of committee personnel, subject to the approval of the Board of Directors. The President may be an ex-officio member of all committees. The president is entitled to one (1) vote at any Board meeting, but only in the event a tie-breaking vote is needed.

Section 7.2 **Vice President:** 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. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7.3 **Secretary:** The Secretary shall record minutes for all Board of Director meetings and other meetings as may be assigned from time to time by the Board of Directors. The Secretary shall coordinate the publication and distribution of the draft minutes to the Board of Directors prior to the Board of Directors meetings or any other meeting and be responsible for location and reminders for all meetings. The Secretary shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7.4 **Treasurer:** 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, along with the Executive Director, or other person approved by the Board of Directors 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 assist in the Association's annual budget prior to the Board of Directors' annual meeting. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Treasurer shall give all documentation needed by Accountant for the IRS.

## **ARTICLE VIII. APPOINTED ADMINISTRATORS AND CHAIRPERSON**

Section 8.1 **Executive Director:** The Executive Director shall receive a fixed salary and other consideration of employment. The Executive Director shall be the chief administrative officer and will report to the Board of Directors. The Executive Director shall be responsible for attending all meetings unless otherwise excused by the Board of Directors. The Executive Director may appoint as many assistants as may be necessary to ensure that the duties of the position are properly conducted. The Executive Director will supervise/oversee the registration and rostering of players, risk management, publicity/marketing/communication, fundraising, and concession stand. The Executive Director is a non-voting position underneath the WYSA Board of Directors to be reviewed annually.

Section 8.2 **Registrar:** The Registrar shall receive a fixed salary and other consideration of employment. The Registrar shall report to the Board of Directors. The registrar shall be responsible for attending all meetings unless otherwise excused by the Board of Directors. The Registrar may appoint as many assistants as may be necessary to ensure that the duties of the position are properly conducted. The Registrar will ensure that players are registered and rosters are in compliance with **the Rules and Regulations of SDSSA, US Youth Soccer, US Club Soccer, and United States Soccer Federation (USSF)**. The Registrar is a non-voting position underneath the WYSA Board of Directors to be reviewed annually.

Section 8.3 **Technical Director (TD)/Director of Coaching (DOC) – (If applicable):** The TD/DOC shall receive a fixed salary and other consideration of employment. The TD/DOC will report to the Board of Directors. The TD/DOC shall be responsible for attending all meetings unless otherwise excused by the Board of Directors. The TD/DOC may appoint as many assistants as may be necessary to ensure that the duties of the position are properly conducted. The TD/DOC shall be responsible for coaches' development and player development within WYSA. Player Development decisions include but are not limited to: coaching assignments, playing or training up, and tournament options. Additionally, the TD/DOC is responsible parent education. The TD/DOC will share duties with the referee assignor, the facilities, purchasing of all equipment, recruiting of coaches (excluding High School), scheduling of games, tournaments/events and other duties appointed to him/her by the Board of Directors. The TD/DOC is a non-voting position underneath the WYSA Board of Directors to be reviewed annually.

Section 8.4 **Concessions Manager:** The Concessions Manager shall receive a fixed salary and other consideration of employment and will report to the Board of Directors. The Concessions Manger shall be responsible for attending all meetings unless otherwise excused by the Board of Directors. The Concessions Manager may appoint as many assistants as may be necessary to ensure that the duties of the position are properly conducted.

**Section 8.5 Recreational Committee Chairperson:** The Recreational Programming Committee Chairperson is a designated Board Member Liaison. The Chairperson of Recreational Programming will meet with the Rec Committee. The Chairperson of the Rec Committee will relay Committee planning activities, program marketing, player recruitment, assist with coach recruitment, events and other activities to the Board for review each month in our monthly Board meetings.

**Section 8.6 Competitive Committee Chairperson:** The Competitive Committee Chairperson is a designated Board Member Liaison. The Chairperson of Competitive Programming will meet with the Competitive Committee. The Chairperson of Competitive Committee will relay Committee planning activities, program marketing, player recruitment, assist with coach recruitment, events and other activities to the Board for review each month in our monthly Board meetings.

**Section 8.7 Facilities and Special Events Chairperson:** The Facilities and Special Events Chairperson is a designated Board Member Liaison. The Chairperson of Facilities & Special Events will work with specially formed committees throughout the year to collect and provide feedback to the Board. Chairperson of Facilities & Special Events will organize and help these committees with planning activities, program marketing, events, ANZA or indoor scheduling, and maintenance. Chairperson of Facilities will communicate such activities back to the Board for review each month in our monthly Board meetings.

**Section 8.8 Fundraising and Marketing Chairperson:** The Fundraising and Marketing Chairperson is a designated Board Member Liaison. The Chairperson of Fundraising and Marketing will work with specially formed committees throughout the year to design and implement social media and programs to raise funds and enhance customer experience and retention. Chairperson of Fundraising and Marketing will communicate such activities back to the Board for review each month in our monthly Board meetings.

## **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/her 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 South 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, AND BOOKS/RECORDS**

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 depositaries 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 by the Treasurer and/or the Executive Director or other person(s) approved by Board of Directors. Endorsements for deposit to the credit of the Association in any of its duly authorized depositaries may be made without countersignature, by the Treasurer or Executive Director, 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.

Section 10.6 The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors. All books and records of the Association may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time. A financial audit will be conducted on an annual basis.

## **ARTICLE XI. AMENDMENTS**

Section 11.1 These Bylaws may be amended or repealed, or new Bylaws may be 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 June 30th.

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.

Section 12.5 The Association shall follow all policies and procedures as defined by the South Dakota Youth Soccer Association (SDYSA).