

# **BYLAWS OF THE NORTH EAST SOCCER ASSOCIATION**

## *ARTICLE I*

### *NAME*

**Section 1** – The name of this organization shall be North East Soccer Association, hereinafter referred to as the Association

## *ARTICLE II*

### *PURPOSE*

**Section 1** – The purpose of the Association shall be to promote soccer in the north east metropolitan area of the twin cities. The registered office of the Corporation shall be located at 2649 17<sup>th</sup> Avenue East in the City of North Saint Paul, MN 55109.

## *ARTICLE III*

### *MEMBERS*

**Section 1** – The corporation is organized exclusively for charitable and educational purposes as described in section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any future federal tax code.

**Section 2** – In furtherance of these purposes the organization's activities may include organizing youth soccer teams and leagues, providing necessary referrers and other officials, providing training for players, coaches and others involved in youth sports and other activities in furtherance of your soccer that are consistent with Article III, section 3.1.

**Section 3** – Annual dues shall be established by the Board of Directors. The Board may waive membership dues for persons who contribute of their time and effort to the Association and its activities. The status of the members in areas in dues shall be handled as prescribed by procedures by the Board of Directors.

**Section 4** – No assessments shall be made on any members.

## *ARTICLE IV*

### *BOARD OF DIRECTORS*

**Section 1** – The directors, including officers, shall constitute the Board of Directors, hereinafter referred to as the Board.

**Section 2** – The directors shall serve for two years or until their successors are elected, and their term of office shall begin at the end of the meeting of their election. These two – year terms shall be staggered such that six directors will be elected in any given year.

**Section 3** – Notwithstanding any of the provision of these articles, the corporation shall not carry on any other activates not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) on the Internal Revenue Code, or corresponding sections of any future federal tax code; or (b) by a corporation, contributions to which are tax deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 4** – Election of directors shall be by secret ballot of the members of the Association at the Annual General Meeting.

**Section 5** – The Board shall govern the affairs of the Association, fix the hour and place of its meetings, and inform the members of the Association’s plans and programs.

**Section 6** – All meetings of the Board shall be open to all members of the Association. Participation in discussions by such members shall be at the discretion of the officer conduction the Board meeting. The time and place of such meetings shall, whenever possible, be well publicized through out the area.

**Section 7** – Unless otherwise ordered by the Board, regular meetings of the Board shall be held monthly. Special meetings of the Board can be called by the President, or on agreement of a quorum of the directors. Every effort shall be made to notify all of the directors of the time and place of such special meetings. Notification may be by telephone.

**Section 8** – A majority of the total current membership of the Board that includes at least one officer shall constitute a quorum of the board.

**Section 9** – A representative may be selected by the recreation department for appropriate athletic association of each community in which the association operates. Such representative(s) shall serve in an advisor capacity to the Board of Directors.

**Section 10** – A director may be removed from the Board if 75% of the Board members vote in favor of the removal. Prior to a Board action to remove a Board member, the Board member shall be notified by registered letter one week prior to the subject meeting.

## *ARTICLE V*

### *OFFICERS*

**Section 1** – The officers of the Association shall consist of a President, a Vice President, a Secretary, and a Treasurer.

**Section 2** – The President, Vice President, Secretary, and Treasurer shall serve for one year or until their successors are elected, and their term of office shall begin on October 1 following their election.

**Section 3** – Mid-term vacancy of the President position will be filled by the Vice President. Other mid-term vacancies shall be filled thru appointment of the President with approval of the Directors. Appointees shall only serve until the annual election of directors.

**Section 4** – No member shall serve as President, Vice President, Secretary, or Treasurer for more than two consecutive terms in the same office.

The provision of Section 4 may be waived by a 2/3 vote of the members at the meeting to elect officers as prescribed in Section 4 of Article IV

#### *ARTICLE VI*

#### *MEETINGS*

**Section 1** – An Annual General Membership Meeting shall be held during the month of August for the purpose of electing directors, and officers, for receiving reports of officers and committees, and for any other business that may arise. Time and location of the Annual General Membership Meeting shall be well publicized throughout the area at least two weeks prior to the meeting.

#### *ARTICLE VII*

#### *COMMITTEES*

**Section 1** – An Executive Committee composed of the President, Vice President, Secretary, and Treasurer shall, within such limits as the Board may establish, carry-out any and all duties and responsibilities of the Association not expressly assigned by the Board to other member and/or committees.

**Section 2** – There shall be no less than four and no more than sixteen directors at all times.

**Section 3** – An Auditing Committee of three members, at least one of whom is not an officer or director, shall be appointed by the President at the September Board meeting, whose duty it shall be to audit the Treasurer's accounts to date and report at the annual meeting.

**Section 4** – Such other committees, standing or ad hoc, shall be appointed by the President as the Board shall from time to time deem necessary to carry out the work of the Associations. The President shall be an ex officio member of all committees except the Nominating Committee. The Vice President shall act as the coordinator for and

monitor of all standing and ad hoc committees with the exception of the Executive Committee, and shall facilitate the timely and appropriate reporting of committee activities to the Board.

*ARTICLE VIII*

*PARLIAMENTARY PROCEDURE*

**Section 1** – The rules contained in the current edition of Roberts Rules of Order, Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

*ARTICLE IX*

*AMENDMENT OF BYLAWS*

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to any state or local government, for a public purpose. Any assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is located, exclusively for such purpose or, to such organizations as the Court shall determine, which are organized exclusively for such purposes.

In witness whereof, the principal officers of the corporation have signed below:

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice President

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Treasurer