

BYLAWS  
OF  
MAPLE-BROOK SOCCER ASSOCIATION

Revised October 2011 (proposed)  
These bylaws replace in their entirety all previous versions.

ARTICLE 1 – PURPOSE AND OBJECTIVES

- 1.1) The name of this corporation is Maple-Brook Soccer Association (MBSA).
- 1.2) MBSA shall be organized and operated for the purpose of promoting, sponsoring, organizing and administering a well-organized youth soccer program.
- 1.3) MBSA shall adhere to the rules and bylaws of the Minnesota Youth Soccer Association (MYSA).
- 1.4) MBSA shall field competitive soccer teams annually for both boys and girls in the MYSA offered Competitive Divisions within the resources and the availability of quality players and coaches. Players in each age group shall have the opportunity to participate at a level commensurate with the developmental level attributed to that age group with dignity by all.
- 1.5) Girls and boys recreational teams may be fielded, either as part of MYSAs recreational division or as a community-based organization.
- 1.6) Instructional programs and camps for youth may be offered from time to time.
- 1.7) Indoor leagues may be formed from time to time.
- 1.8) Quality coaching shall be a prime guiding objective of MBSA. The highest possible level of instruction for its players will be secured within the resources available.

ARTICLE 2 – MEMBERSHIP

- 2.1) Membership in MBSA shall be open to any person, 18 years of age or older, who is in agreement with the purposes and objectives of MBSA, upon application.
- 2.2) No one shall be denied membership because of race, creed, color, sex or national origin.
- 2.3) Parents and/or guardians of each player selected to participate in programs administered by MBSA shall be members for the fiscal year of that player's participation.
- 2.4) All directors, officers, coaches, assistant coaches and team managers shall be members for the fiscal year(s) in which they are serving the organization. Parent/guardians who serve in any of these positions do not gain additional votes at the general meeting or any meeting where membership wide voting is occurring.
- 2.5) The term of all members shall expire at the end of the fiscal year of selection, unless herein otherwise provided.
- 2.6) All directors, officers, coaches, assistant coaches and team managers must be members in good standing.
- 2.7) To remain in good standing, a member of MBSA must be current in his or her financial obligations to MBSA and must be in compliance with all other requirements of the articles of incorporation, bylaws, policies and rules of MBSA.
- 2.8) A member not in good standing loses voting eligibility and is subject to all MBSA policies regarding additional penalties.
- 2.9) Any member who disregards the principles of sportsmanship, the purposes or objectives of MBSA, shall be subject to expulsion from membership and excluded from all activities of MBSA upon a hearing of the Board of Directors and upon approval of two-thirds of the Directors.
- 2.10) All members shall have at least one vote. Parents with player(s) playing in the club shall share a number of votes equal to the number of players.
- 2.11) A majority of the members present and voting, but in no event less than 10% of the total members in good standing shall constitute a quorum for the transaction of business.
- 2.12) The acts of a majority of the members present at any meeting of which there is a quorum shall be the act of the membership.

### ARTICLE 3 – DIRECTORS

- 3.1) The business and affairs of MBSA shall be managed by or under the direction of the Board of Directors. The Board of Directors shall establish policies, determine rules of conduct, adopt and approve uniforms, define methods of player and coaching selection, raise funds, make purchases of necessary supplies and materials, determine staffing requirements and fill open staff positions.
- 3.2) The Board of Directors shall consist of not less than nine (9) nor more than eighteen (18) persons. The Board of Directors may, at any time, increase the number of directors up to the maximum or decrease the number of directors to 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 limitations in this paragraph. The Board of Director's decision to create or abolish directorship(s) shall be effective upon the affirmative vote of the Affiliate Members at the Annual General Meeting.
- 3.3) Directors shall be elected by a majority of the members present and voting at the annual meeting.
- 3.4) Each director shall serve for a three (3) year term or until their successor shall have been duly elected and qualified.
- 3.5) No director shall serve for more than two (2) consecutive three (3) year terms, except when a member, after an affirmative vote by a majority of the remaining board members, is to fill a vacancy.
- 3.6) Any director may resign at any time by giving written notice thereof to the Secretary. Such resignation shall take effect at the time specified therein, but in no event earlier than the date of receipt by the secretary.
- 3.7) Any director may be removed, by a two-thirds vote of all other directors of the Board in attendance at any meeting for which notice of the removal has been provided at least five but not more than thirty days prior to the meeting.
- 3.8) Vacancies on the Board of Directors may be filled by the affirmative vote of a majority of the remaining members of the Board, though less than a quorum. A person so elected to fill a vacancy shall serve as a director for the remainder of the term of office of the director whose vacancy is being filled. No vacancy need be filled by the Board of Directors unless necessary to maintain the minimum number of directors required by these Bylaws.
- 3.9) A majority of the directors currently holding office shall constitute a quorum for the transaction of business. The acts of a majority of the directors present at any meeting of which there is a quorum shall be the act of the Board of Directors.

### ARTICLE 4 – OFFICERS

- 4.1) The Board of Directors present and in good standing shall determine and select the officers of MBSA, including the President, Vice-President, Secretary, Treasurer, and any such other officer which it shall deem necessary and appropriate. The term of each officer shall be for two (2) years.
- 4.2) The officers of MBSA shall be selected at the next meeting of the Board of Directors following the Annual General Meeting. Each officer shall hold office until his or her successor is elected and has qualified, or until he or she has been removed in the manner hereinafter provided.
- 4.3) Any officer may be removed, with or without cause, by the Board of Directors whenever in its judgment the best interests of MBSA would be served thereby. Such removal shall be without prejudice to the membership rights, if any, of such officer.
- 4.4) Any officer may resign at any time by giving written notice to the Board of Directors.
- 4.5) If a vacancy occurs in any office, such vacancy may be filled for the unexpired term by the Board of Directors.
- 4.6) The President shall (a) preside at all meetings of the members and directors; (b) have general active management of the business of MBSA; (c) see that all orders and resolutions of the Board of Directors are carried into effect; and (d) perform all duties

- incident to the office of president, and such other duties as may from time to time be prescribed by the Board.
- 4.7) The Vice President shall have the powers and perform the duties of the President during the absence or inability of the President to act, and this person shall have such additional powers and perform such other duties as may from time to time be prescribed by the Board.
  - 4.8) The Secretary shall attend all meetings of the Board of Directors and the executive committee; the Secretary or his/her designate shall keep in the minute book proper minutes of the proceedings of all such meetings; give all required notices; have custody of the corporate record; and perform such other duties as may from time to time be prescribed by the Board.
  - 4.9) The Treasurer or his/her designate shall keep accurate financial records for MBSA; deposit all monies, drafts and checks in the name of an to the credit of MBSA in such banks and depositories as the Board of Directors shall designate from time to time; endorse for deposit all notes, checks and drafts received by MBSA as ordered by the Board, making proper vouchers therefore; disburse corporate funds and issue checks and drafts in the name of MBSA, as ordered by the Board; The treasurer shall, render to the president and the Board of Directors, whenever requested, an accounting of all of his or her transactions as treasurer or those of his/her designate and of the financial condition of MBSA; and perform such other duties as may from time to time be prescribed by the Board.
  - 4.10) If the Treasurer exercises his/her check signing authority, then a non-signing qualified person shall reconcile the accounts of the club.

#### ARTICLE 5 – COMMITTEES

- 5.1) An executive committee may be formed and will consist of the officers of MBSA, which shall have and exercise the authority of the Board of Directors in the management of the business of MBSA. The executive committee shall act in the intervals between meetings of the Board and shall at all times be subject to the control and direction of the Board. A majority of the executive committee shall constitute a quorum for the transaction of any business.
- 5.2) The Board of Directors shall establish such committees as it deems necessary to carry out the activities of MBSA. At least one director shall be a member of each committee who shall report to the Board of Directors on the activities of the committee. The Board of Directors shall determine the size, duration and responsibility of each committee. Committee chairpersons may be appointed by the President.

#### ARTICLE 6 – MEETINGS

- 6.1) The Annual General Meeting of the members of MBSA shall be held after the conclusion of the summer soccer season, but in no event later than November 15 of each year.
- 6.2) Regular meetings of the Board of Directors will be held as needed, but no less than once per quarter at a time and place designated by the President in advance of said meeting. Special meetings may be called by the President from time to time.
- 6.3) Members of the Board of Directors are expected to be in attendance at regular Board meetings. Directors who have two unexcused absences in a row (excused by notifying the President or Secretary before the meeting) or misses more than 25% of all meetings scheduled in a year (between Annual Meetings) shall be considered non-attentive and may, after investigation by the President, be removed from the Board. Violation and removal will not require a written notice.
- 6.4) 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 as the proposal to which the director has consented or objected.
- 6.5) A conference among directors or among members of any committee designated by the Board of Directors by any means of communication through which the participants may simultaneously communicate with each other, constitutes a meeting of the Board or committee. Participation in a meeting by such means constitutes personal presence at the meeting.
- 6.6) Minutes shall be kept at every membership, Board of Directors and committee meeting.

#### ARTICLE 7 – EXECUTION OF CONTRACTS

- 7.1) The Board of Directors may authorize any two officers or agents to enter into any contract or agreement on behalf of MBSA. Such authority may be general or confined to specific instances. Except as otherwise provided in these Bylaws and except as from time to time authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind MBSA by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

#### ARTICLE 8 – CONFLICT OF INTEREST

- 8.1) Any director, officer or key employee who has an interest in a contract or other transaction presented to the Board of Directors or committee thereof for authorization, approval or ratification shall make a prompt and full disclosure of his or her interest to the Board of Directors or committee prior to the Board acting on such contract or transaction. Such disclosure shall include any relevant or material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the corporation's interest.
- 8.2) The body which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions and deliberations in respect to such contract or transaction. Such person may be counted in determining whether a quorum is present, but may not be counted when the Board of Directors or committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the votes thereon, the abstention from voting and participation

#### ARTICLE 9 – INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES and AGENTS

- 9.1) To the full extent permitted by Minnesota Statutes, the corporation shall indemnify each member of the Board of Directors, officers, employees, or agent of the corporation, and any person serving at the request of the corporation as a member of the Board of Directors, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her to the fullest extent to which officers and members of the Board of Directors may be indemnified under the terms and conditions of the Minnesota Non-Profit Corporation Act, or any amendments thereto or substitutions therefore.
- 9.2) The corporation may purchase and maintain insurance on behalf of any person who may be indemnified to the extent of his right to indemnity under this Article.

#### ARTICLE 10– BOOKS AND RECORDS

- 10.1) Any member of MBSA shall be permitted to inspect the books of MBSA at reasonable times, provided written request to do so is given to the President and to the Treasurer.
- 10.2) The Board of Directors shall designate a competent person or firm to audit MBSA's books once every three years or as otherwise deemed necessary by the Board. Such audit shall

conform to generally accepted accounting principles and shall be reported to the membership at the annual meeting.

ARTICLE 11 – AMMENDMENT OF ARTICLES AND BYLAWS

- 11.1) The Articles of Incorporation may be amended or altered by a majority of the members of any annual meeting, provided notice of such proposed amendment shall have been given in the notice of such meeting, which notice shall be prepared and issued by the Secretary or his/her designate upon direction from the Board of Directors. Any such change shall have first received approval of at least two-thirds of the Board of Directors.
- 11.2) The Bylaws may be amended or altered by a two-thirds majority of the members at any general membership meeting provided notice of such proposed change shall have been given in the notice of such a meeting, which notice shall be prepared and issued by the Secretary or his/her designate upon direction from the Board of Directors. Any such change shall have first received approval of at least two-thirds of the Board of Directors.

ARTICLE 12 – FISCAL YEAR

- 12.1) The fiscal year of MBSA shall be from September 1 to August 31 of each year.

The undersigned, Scott Gardner, Secretary of Maple-Brook Soccer Association hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of MBSA by the First Board of Directors of said corporation on (date to be filled in).

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Secretary