

SPEARFISH SOCCER ASSOCIATION, INC. BYLAWS

The mission of the Spearfish Soccer Association, Inc. (SSA) is to promote a quality youth soccer program that provides a safe, age appropriate, and inclusive environment. We are dedicated to helping youth develop a positive self-image, self-confidence, and soccer skills through their interest and participation in the game of soccer.

ARTICLE I: ADMINISTRATION

- A. SSA shall be administered as a 501(c)(3) non-profit, educational organization.
- B. SSA shall maintain itself as a member in good standing of the South Dakota Youth Soccer Association (SDYSA) and will comply with the Constitution, Bylaws and Rules and Regulations of the United States Youth Soccer Association (USSA).
- C. The policies and procedures of SSA shall be determined by the Board of Directors (the Board). The Board shall consist of: President, Vice President, Secretary, Treasurer and Members-at-Large. The order of succession as presiding officer is set forth in Article III. The Board will ensure the execution of the provisions, in all matters, of these Bylaws, the Policies and Procedures, and the Rules and Regulations in good conscience and be answerable only to the general membership of SSA.
- D. The President or Vice-President may on his/her own accord or shall, at the request of a majority of the Board, call a Special Meeting. A decision required of the Board which, in the judgment of the President or Vice-President cannot wait for a regularly scheduled meeting, shall be rendered by a majority vote, where one (1) of these three (3) must be either the President, Vice-President or Treasurer.
- E. Appointed positions of SSA shall be established as necessary by the Board of Directors and confirmed by a majority vote of the Board members present or if deemed necessary through electronic voting per Article IX. They will perform such functions set forth in a job description approved by the Board. An appointed position holder shall serve until he/she resigns or is replaced by the Board. These paid positions will not have a vote at any meeting. These positions include the registrar, assistant registrar, assistant tournament director & tournament director.
- F. The seasonal (fiscal) year of SSA shall begin on August 1 and end on July 31 of the current calendar year. These Bylaws and the Policies and Procedures are in effect during the twelve (12) months of the seasonal year.

ARTICLE II: OFFICERS

- A. Election of Officers: The officers will be elected by a majority vote of SSA board members present at the meeting or if deemed necessary through electronic voting via Article IX. Each Officer shall serve a two (2) year term, for a maximum of two (2) consecutive terms in office. The election of officers shall be staggered such that no more than two (2) officer positions are up for election in any given year.
- B. Eligibility for Office: Any member-at-large is eligible to be elected or re-elected to any office of SSA except where stipulated in Article III.
- C. Vacancies: In the event of any vacancy occurring in any office of SSA, the Board shall elect the successor to the office by a majority vote of the board members present at any regular or special meeting. The vacancy shall then be filled by election at the annual general meeting (AGM) for the remainder of the term of office.

ARTICLE III: BOARD OF DIRECTORS

DEFINITIONS:

For purposes of these Bylaws, the following definitions shall apply:

Board of Directors:

- The governing body of the Association consisting of elected Officers, Members at Large, and designated Ex-officio members.
- 1) To be eligible for election and to serve on the Board of Directors, an individual must:
 - 2) Being a member in good standing of the Association
 - 3) Have at least one child actively participating in the Association at the time of election

Officers:

- Officers are members of the Board of Directors elected by the Board to serve in leadership roles, including President, Vice President, Secretary, and Treasurer. Officers are responsible for the strategic direction, governance, and oversight of the Association.

Members at Large:

- Members at Large are elected members of the Board of Directors who serve as full voting participants and support the operations, initiatives, and priorities of the Association as assigned by the Board. Members at Large may serve on committees, lead initiatives, and are encouraged to pursue Officer roles.

Ex-officio Members:

- Ex-officio members are individuals designated to participate in Board discussions due to their role or affiliation but do not have voting rights unless otherwise specified by the Board.

Member in Good Standing:

- A member who is current on all financial obligations to the Association and in compliance with all policies, rules, and codes of conduct established by the Association.

- A. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Members at Large, and Ex-officio members. The structure and composition of the Board may be adjusted at the discretion of the Board of Directors as deemed necessary to meet the operational needs of the Association. There shall be a maximum of six (6) Members at Large unless otherwise approved by the Board.

ARTICLE IV: ELECTION OF BOARD MEMBERS

- Members at Large, shall be elected by a majority vote of SSA general members present at the Annual General Meeting (AGM) or participating through approved electronic voting methods in accordance with Article IX of these Bylaws, or through a process deemed necessary by the Board of Directors to fill a vacancy created during an unexpired term or to fill the necessary positions required to conduct SSA business. Such action may be taken during a regular monthly meeting or a special meeting of the Board of Directors.
- Each family member in good standing shall be entitled to one (1) vote.
- The term of office for each Board member elected at the AGM shall commence at the conclusion of that meeting.

Election of Officers

Officers of the Association shall be elected by a majority vote of the sitting Board of Directors from among the current Board members, as outlined in Article II.

A: Removal of board members:

- Board Members may be removed for cause by a two-third (2/3) majority vote of members present at a general membership meeting or special meeting called for that purpose.
- A Board Member may also be removed, with or without cause, by a two-third (2/3) majority vote of the Board of Directors whenever, in its judgment, the best interests of the Association are served.
- If any board member fails to attend three (3) successive board meetings without an excuse acceptable to the Board, the position may be declared vacant.
- Any board member may resign at any time by giving written notice to any officer of the Board. Acceptance of such resignation shall not be necessary to make it valid.
- Board members shall disclose any potential conflicts of interest and recuse themselves from decisions about where such conflicts exist.

B. To be eligible for election and to serve as a board member, an individual must:

- Be a member in good standing of the Association
- Be at least eighteen (18) years of age
- Have at least one child actively participating in the Association at the time of election
- Loss of Eligibility

C. If at any time during a director's term the individual no longer meets the eligibility requirements set forth above, the Board of Directors may:

- Allow the Director to complete their current term by majority vote of the Board, or
- Declare the position vacant by majority vote of the Board

- C. Indemnification of Director and Officers: Each Officer or Director of SSA, as defined in these bylaws, shall be indemnified by SSA against all expenses, penalties and liabilities, including attorney's fees reasonably incurred by or imposed upon him/her in connection with any claim, demand, action, or proceeding, whether civil or criminal, or in connection with any settlement thereof, to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been an Officer or Director of SSA, whether or not he/she is an Officer or Director at the time of such expenses, penalties or liabilities are incurred, except in cases where he/she shall be finally adjudged in such action or proceeding to be liable for willful misconduct in the performance of his/her duties as an Officer or Director. The right of indemnification provided shall be in addition to, and not exclusive of, all other rights to which such Officer or Director may be entitled to and the right to indemnification provided shall ensure to the benefit of the personal representatives of deceased Officer or Director.
- D. Voting Rules for Board Members:
- 1) Each member of the Board shall have one (1) vote, except for the President who may only vote in the event of a tie.
 - 2) A simple voting majority of affirmative votes are needed to decide any issue that comes before the board.
 - 3) A quorum for any regular or special meetings of the Board is five (5) voting board members, two (2) of whom must be elected officers. If vacancies or multiple resignations reduce the number of active Board members below the required quorum, a majority of the remaining Board members shall constitute a temporary quorum for the sole purpose of filling vacancies and restoring full Board composition. Once vacancies are filled, standard quorum requirements shall resume.
 - 4) Ex-officio members shall participate in board meetings and discussions but have no voting or other rights of the members of the Board.

ARTICLE V: DUTIES OF BOARD OF DIRECTORS

- A. Duties and Powers of the Board: The Board shall be responsible for the transaction of all SSA business.
- 1) It shall have the power to enforce the "Laws of the Game", rules of USSA and adopted state or local rules. It shall have the power to settle disputes, and protest appeals from decisions of affiliated subordinate organizations. Its decision shall be final, subject only to appeal to SDYSA or USSA.
 - 2) The Board may elect the necessary number of delegates and alternates to the State Board at the proper time of the year. Reimbursement of expenses to such delegate(s) is dependent upon the condition of the treasury.
 - 3) At the AGM, the Board shall give a full report of its activities during the preceding year.
- B. Each board member shall perform specific duties within the SSA structure as follows:

1. President: The President of SSA shall serve for a maximum of (2) consecutive terms in office. Upon leaving office, the President shall serve for one (1) year in a consultant capacity for the new President.

2. The President shall:

- 1) Presiding at all meetings
- 2) Pass upon all bills against SSA
- 3) May be an ex-officio member of all executive committees
- 4) Be entitled to one (1) vote at all meetings in the event a tie-breaking vote is needed

2. Vice-President: The Vice-President shall succeed to the powers of the President in his/her absence and shall have additional duties as designated by the Board. The executive committee chairs will report to the Vice President.

Secretary: The Secretary shall:

- 1) Be responsible for all correspondence of SSA
- 2) Keep records of minutes of the meetings
- 3) Maintain and update the bylaws, policies and procedures, and rules and regulations of the game

3. Treasurer: The Treasurer shall oversee the financial affairs of SSA. The Board of Directors may, at its discretion, engage an external agency, accounting firm, bookkeeper, or other qualified third party to perform some or all financial duties traditionally assigned to the Treasurer if such arrangement better serves the operational needs of the Association. In all cases, the Board of Directors shall retain oversight and fiduciary responsibility for all financial activities.

4. If the Treasurer role remains active, the Treasurer shall:

- 1) Be responsible for and have charge over all property of SSA, including all finances
- 2) Be responsible for the collection of all income and the payment of all Board approved expenses
- 3) Report on the condition of the finances at regular meetings, and at any time upon request of the Board
- 4) Submit a full report at the Annual General Meeting (AGM) of the financial transactions for the past year and balance then on hand

5. Member-at-Large: There shall be a maximum of six (6) Members-at-Large. Members at-Large are encouraged to pursue future Board of Director officer roles within SSA. Members-at-Large shall support the growth and operations of SSA through active participation in tournaments, field

setup, concessions, volunteer coordination, and other administrative or operational tasks as assigned or agreed upon by the Board of Directors.

6. Ex-officio members: The Spearfish high school varsity coaching positions will be designated as ex-officio positions. They shall participate in board meetings and discussions but have no voting or other rights of the members of the Board.
- C. Each presiding officer has the responsibility of maintaining order at the meeting over which he/she presides. If a disruptive situation develops, the presiding officer may close the meeting to all but those members of the Board or committee in question and to those individuals the presiding officer or members wish to remain at the meeting.

ARTICLE VI: MEETINGS

- A. General monthly membership meetings of SSA shall be held on the first Monday of every month at a location to be determined by the Board. A majority of the Board members present shall decide all questions and matters except as otherwise specified in the Bylaws, Policies and Procedures, and the Articles of Incorporation. Regular meetings shall be open to all members of SSA.
- B. An annual general meeting (AGM) of SSA shall be held in Spearfish, South Dakota each year in June. Written notice of the annual meeting shall be given no less than seven (7) days in advance of the meeting. The election of Members at Large and any necessary appointment of Officers shall be held at this meeting. The Board shall also give a full report of its activities during the preceding year if applicable.
- C. If, in any year, the election of board members is not held at the AGM or an adjournment of the meeting, the Board shall call a special meeting as soon thereafter as reasonably possible for the purpose of holding the election and transacting such other business as may properly be brought before the meeting.
- D. Any SSA meeting, general, annual or special, may be adjourned by the affirmative vote of the majority vote of the board members present.
- E. Special Meetings: The President or Vice President may, upon their own accord, or at the request of a majority of the board members, call a special meeting of the Board. The voting rules for such meetings shall be described as regular meetings of the Board, but the meeting need not be open to the general members of SSA.
- F. Rules applicable to all meetings:
 - 1) Meetings shall be conducted in accordance with "Robert's Rules of Order".
 - 2) Individuals, representing themselves or a non-affiliate group, may, at the direction of the Board of Directors, be granted the privilege of being present and speaking at the meetings.
 - 3) Quorum and voting rules shall be consistent with Article III and may include participation through electronic means as defined in Article IX.
 - 4) The voting members shall be as defined in Article III of these Bylaws.

ARTICLE VI: AMENDMENTS AND MODIFICATIONS

- A. Proposed amendments and modifications to the Bylaws must first be presented in writing to the Secretary at a general monthly meeting or a special meeting. The Secretary or his/her designee must read the proposal aloud and place the proposal in the minutes of the monthly meeting.
- B. Adoption of amendments and modifications to the Bylaws shall be made only after each requirement stated above has been satisfied and only at a special meeting called for that particular purpose or at the next monthly general meeting of SSA. Such a meeting must not be held less than seven (7) days after the proposal for amendment and/or modification was made. A two-third (2/3) majority of votes cast by the Board of Directors present is required to adopt such amendment or modification.
- C. Amendments and modifications to the SSA Bylaws shall take effect immediately, unless otherwise specified.

ARTICLE VII: ELECTRONIC COMMUNICATION AND VOTING

A. Electronic Communication

The Association may utilize electronic communication as an official method of communication.

Electronic communication includes, but is not limited to:

- Email
- TeamSnap or similar team management platforms
- Text messaging
- Other digital platforms approved by the Board of Directors
 - 1) Any notice required under these bylaws may be delivered electronically to the last known contact information provided by a member or Director and shall be deemed effective upon transmission.
 - 2) Members and Directors are responsible for maintaining accurate and current contact information with the Association.
 - 3) The Board of Directors may designate one or more official communication platforms. Communications distributed through such platforms shall be considered official Association communications.

B. Electronic Meetings

- Meetings of the Board of Directors and meetings of the members may be conducted in whole or in part by electronic means, including video conferencing or teleconferencing platforms, provided that all participants can hear one another simultaneously and participate in the proceedings.
- Participation through electronic means shall constitute presence in person for purposes of quorum and voting.

C. Electronic Voting by Directors

1. The Board of Directors may act without a meeting through electronic voting, including email or other approved digital platforms, provided that:

- 1) All Directors receive notice of the matter to be voted upon
- 2) A reasonable timeframe for response is established
- 3) A quorum of Directors participates in the vote
- 4) The required voting threshold is met
- 5) All electronic votes shall be documented and included in the official records of the Association.

D. Electronic Voting by Members:

The Board of Directors may permit members to vote electronically on matters requiring member approval, including elections and other official business, provided that:

- 1) The method used reasonably verifies the identity and eligibility of each member
 - 2) Members receive notice of the vote along with clear instructions
 - 3) Voting remains open for a defined and communicated period
 - 4) Votes are securely collected and accurately tabulated
 - 5) Electronic voting platforms must be approved by the Board of Directors.
 - 6) Recordkeeping
1. All actions taken through electronic communication, electronic meetings, or electronic voting shall be documented and retained as part of the official records of the Association.
 2. Such records shall have the same force and effect as records of in person meetings and votes.

ARTICLE VIII: RULES AND REGULATIONS

- A. The Board shall adopt rules and regulations governing the playing of soccer within the jurisdiction of SSA. The Board shall have the authority to amend such rules and regulations from time to time as it deems necessary. The Board shall give no less than fourteen (14) days' notice to all members of any meeting to adopt or amend such rules and regulations. Notice must include copies of the proposed rules and regulations or amendments.
- B. The rules of play shall be the "Laws of the Game" as published by FIFA, except those modified for the benefit of youth soccer by the USSF, USSA, SDYSA and/or SSA.

ARTICLE IX: VOLUNTEER POLICY

It is the intent of the Volunteer Policy to provide communication, direction, and accountability to the Member Families of SSA. Each Family will be required to work a minimum number of hours each year, and the number of hours will be set by the Board of Directors.