



# **INVER GROVE HEIGHTS SOCCER ASSOCIATION**

## **BY-LAWS**

**Version: December 2015**

## **Article 1: Mission Statement and Philosophy**

### **Section 1: Mission Statement**

- The Mission of the Inver Grove Heights Soccer Association (the Association) is to provide the opportunities and competition of traveling soccer to the youth of our community.

### **Section 2: Objectives**

- To encourage and promote the active participation by the youth of our community in organized soccer.
- To assist young athletes develop fundamental soccer skills and to provide opportunities for them to play competitive (aka "traveling") soccer.
- To encourage active parental participation.
- To work harmoniously with the City of Inver Grove Heights, Independent School District 199, and other youth service and community groups in development of soccer programs that enhance the positive growth of our youth.

## **Article 2: General Membership and Voting**

**Section 1:** Membership in the Association shall consist of one adult representative per paid registration. A paid registration is one that has been paid in full by the family with or without financial aid. If the registered player is under 18 years of age, the Member for that paid registration shall be one parent or guardian of the player. If the registered player is 18 years of age or older, the Member for that paid registration is the player.

**Section 2:** The Association cannot do business with fewer than 15 members for any given year.

**Section 3:** All members of the Association are invited to attend monthly Board Meetings. All members in attendance can discuss and/or vote on all business before the general membership not specifically delineated as Board-only discussion and/or vote (see Article 3, Section 11). All motions are considered passed and adopted upon a simple majority of voters present at that meeting.

**Section 4:** Voting on the following items must occur at an Annual General Membership Meeting:

1. Annual Elections of Officers
2. Special Elections
3. Termination of Board Members
4. By-Laws Amendment
5. Appeal of Board of Directors ruling /decisions.

## **Article 3: Board of Directors**

### **Section 1: Organization**

Members of the Board of Directors (the Board) must be members of the Association or be appointed by a majority vote of the members present at any meeting.

The Association officers shall be elected by the members present at an Annual General Membership Meeting for a two (2) year term, with the President/Treasurer and Vice President/Secretary being elected during opposite years.

All Board Members are entitled to one membership vote, if not already eligible to vote based on a paid registration.

### **Section 2: Officers**

The officers of this organization shall consist of the President, Vice President, Secretary and Treasurer.

### **Section 3: Non-Officers**

The non-officer Board positions of the Association are listed and described in the Association's *Procedures, Policies & Guidelines* document.

### **Section 4: Duties**

Other than officers who are elected by the general membership, the remaining members of the Board shall be assigned duties at the discretion of the Board.

The duties of the elected officers are described in Article 5.

Member attendance will be reviewed at the November Board meeting, at which time the Board will determine any necessary actions.

### **Section 5: Responsibility**

The Board shall be responsible for carrying out the affairs of the Association as directed by these By-Laws, the Association's *Policies, Procedures & Guidelines*, and Chapter 317A, Minnesota Statutes.

### **Section 6: Conflict of Interest**

Any personal conflict of interest by any Board Member shall be fully disclosed to the Board for consideration prior to any Board action. Any Board Member with a conflict of interest should abstain from voting on any related matter.

### **Section 7: Financial Disclosure**

Any Board Member who may benefit financially from a transaction or relationship with the Association must fully disclose such information to the Board. That Board Member must abstain from voting on any action that may result in a personal financial benefit.

### **Section 8: Resignation**

A Board Member may resign at any time by giving written notice to the President and/or Secretary.

### **Section 9: Removal**

The proposed removal of any Board Member may be initiated by a simple majority vote of the members present at a Board Meeting, an Annual General Membership Meeting, or a Special Meeting of Members. In such case, a referendum shall be held, in which all members of the Association with voting rights are invited to participate.

### **Section 10: Vacancies**

A vacancy in any officer position because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board on a simple majority vote at the next meeting, and the elected officer will serve until the next Annual General Membership Meeting.

A vacancy in non-officer position because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board on a simple majority vote at the next Board Meeting.

**Section 11:**

The Board has the right to limit, at its discretion, discussion and voting on the following matters to Board Members only:

1. Approval of Team Rosters and Coaches
2. Control of the Agenda
3. Private & Sensitive Matters (e.g., financial aid requests, requests for refunds)

## **Article 4: Meetings**

### **Section 1: Board Meetings**

Board Meetings shall be held monthly on the second Sunday of each month starting at 6:00PM CT. Meetings shall be chaired by the Association President, or in his/her absence by the Vice President, Secretary or Treasurer. All members are encouraged to attend these meetings. Board Members are expected to attend these meetings. The business of the Association shall be decided at these meetings. If the meeting time or date is changed, notice shall be given on the web site at least 48 hours in advance of the new date or time.

Proxy voting is prohibited.

### **Section 2: Agenda**

A proposed agenda for the monthly Board Meetings will be posted on the Association's web site at least 24 hours before the meeting. The agenda will be discussed, modified and approved by a simple majority vote of those present at the beginning of the meeting.

### **Section 3: Annual General Membership Meeting**

The Annual General Membership Meeting of the Association's members will be held in November each year.

Article 2, Section 5 contains a list of items to be voted on.

Information pertaining to the list of items to be voted on will be posted on the Association's web site for a minimum of 14 days before the Annual General Membership Meeting.

Proxy voting is prohibited.

### **Section 4: Special Board Meetings**

A special Board Meeting may be called by an officer of the Association or a majority of the Association's members. Such meetings shall be restricted to dealing with the specific items for which the meeting was called. Notice including the agenda, of special meetings of members, must be posted on the web site at least two days before the date of the meeting and not more than 60 days before the date of the meeting.

### **Section 5: Special Meetings of All Members**

A special meeting of all members may be called upon the submission to an officer of the Association of a written and signed petition from a minimum of 10 members. Such meetings shall be restricted to dealing with the specific items for which the meeting was called. Notice including the agenda, of special meetings of members, must be posted on the web site at least two days before the date of the meeting and not more than 60 days before the date of the meeting.

### **Section 6: Committees**

The Board may establish such committees as it deems necessary or advisable in the best interests of the Association. The committees shall have the duties delegated to them by the Board.

## **Article 5: Duties of Officers**

### **Section 1: Duties of the President**

- Be the principal executive of the Association subject to the control of the Board and membership.
- Supervise all business and affairs of the Association.
- Preside at all meetings of the membership and the Board.
- Sign all official documents of the Association.
- Have the power to invite persons not members of the Association to attend the regular or special meetings of the Board.
- Ensure the correct copies of the By-Laws and Policies, Procedures & Guidelines of the Association are maintained on the Association's web site.
- Perform such other duties as are specifically provided in the Articles of Incorporation and the By-Laws and shall be imposed upon them by resolution of a majority of the Board.
- Ensure that an annual budget is presented to the general membership.
- Upon completion of the term of office, deliver all files, papers and reports to the new incumbent.

### **Section 2: Duties of the Vice President**

- Perform the duties of the President in the event of the inability of the President to act and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. In the event that there is a sudden vacancy in the President or Treasurer position because of death, resignation, removal, disqualification, or otherwise, the Vice President will with immediate effect serve as President or Treasurer until the next Board meeting, at which time the Board will elect a new President or Treasurer (see Article 3., Section 10).
- Perform such other duties as from time to time may be assigned by the President or the Board.
- Upon completion of the term of office, deliver all files, papers and reports to the new incumbent.

### **Section 3: Duties of the Treasurer**

- Perform all duties of the President in the absence of the President and Vice President.
- Shall have charge and custody of and be responsible for all funds of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association. Shall pay all bills of the Association as designated by the Board.
- Shall prepare, publish and distribute an annual report on receipts and expenditures for presentation to the Annual General Membership Meetings.
- Shall submit a detailed written financial statement for the year-to-date at each meeting of the Board.
- Shall in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board.
- Provide teams with the necessary funds to execute approved activities; obtain copies of receipts associated with the disbursement of funds to teams & individuals.
- Ensure that all contractual obligations are fulfilled prior to disbursing funds.
- Perform such other duties as from time to time may be assigned by the President or the Board.
- Upon completion of the term of office, deliver all files, papers, reports and monies, as well as transfer control of financial accounts, to the new incumbent.

#### **Section 4: Duties of the Secretary**

- Perform all duties of the President in the absence of the President, Vice President and Treasurer.
- Maintain and distribute the minutes of the meetings of the Association and of the Board.
- Shall perform all duties incident to the office of the Secretary, subject to the control of the Board, and as from time to time may be assigned by the President or Board.
- Shall maintain an official voting membership roster.
- Perform such other duties as from time to time may be assigned by the President or the Board.
- Upon completion of the term of office, deliver all files, papers and reports to the new incumbent.

## **Article 6: General**

### **Section 1: Amendments**

The power to adopt, amend, or repeal these By-Laws is vested in the General Membership of the Association. Proposed changes shall be posted by the Board a minimum of 14 days prior to the Annual General Membership Meeting. Provided that proposed changes were posted for the minimum 14 days, they may be voted on at the Annual General Membership Meeting.

### **Section 2: Prohibited Transactions**

The Association, its officers, Board Members, members and any persons acting in or on its behalf, shall take no actions which may adversely affect the Association's nonprofit and/or tax exempt status or which may otherwise violate any state or federal law.

### **Section 3: Contracts and Banking**

The Board, except as may otherwise be required by law, the Articles of Incorporation, or these By-Laws, may authorize by two-thirds vote the President to enter into any contract or to execute and deliver any instrument or document in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

### **Section 4: Acceptance of Gifts**

- a. The Board may accept on behalf of the Association any contribution, gift, bequest, or device for the general purpose or any special purpose of the Association.
- b. No Board Member shall be allowed any compensation except for pre-authorized expenses or documented expenses authorized by the Board. No Board Member shall accept any monetary or in-kind gift for services rendered on behalf of the Board or Association.

### **Section 5: Expenditures**

The general membership in the Association shall be responsible for the procurement of necessary or approved items. In no case can the Board place the Association in debt by borrowing money in the name of the Association.

### **Section 6: Fundraising Chairperson**

The fundraising chairperson must be a current Board Member and appointed by a majority of the current Board Members.

#### **Responsibilities of the Fundraising Chairperson:**

1. To organize fundraising activities that support and benefit the Inver Grove Heights Heat Soccer Association and its youth members.
2. To assemble a fundraising committee and to direct or delegate all volunteers in the planning of fundraising events and activities.
3. To create and present to the Board for approval, an annual budget request and the projected fundraising goals for the new calendar year general budget. This proposal will be presented at least 30 days prior to the Board's approval of the Association's annual general budget.
4. To encourage individual teams that wish to raise funds for specific team needs, by providing support and ideas for raising funds.
5. To report to the Board the progress and details of any fundraising activities each Board meeting

## **Article 7: Dissolution of the Association**

### **Section 1: Dissolution**

Any decision to dissolve the Association can only be made by a referendum in which all members of the Association with voting rights are invited to participate. The decision to hold such a referendum must be approved via a simple majority vote at a membership meeting. For a dissolution vote to be considered legitimate and binding, the votes cast must represent 10% or more of the then current members. The result of the vote will be based on a simple majority, defined as "at least 50% of all votes cast, plus one vote."

### **Section 2: Distribution of Assets**

Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the City of Inver Grove Heights Park and Recreation Department Youth Soccer Program, otherwise to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed by the District Court of Dakota County, exclusively for such purposes or to such organizations, as said court shall determine which are organized and operated for such purposes.