

FORT DODGE SOCCER ASSOCIATION  
AMENDED BYLAWS

ARTICLE I      AUTHORITY

A certificate of incorporation bearing the seal of the State of Iowa and dated August 8, 1995 was duly issued by the Secretary of State of the State of Iowa for Fort Dodge Soccer Association hereafter known as the "Association." Except as may be hereinafter altered or amended, this corporation adopts for itself all provisions of Chapter 504A (Iowa Nonprofit Corporations) of the Code of Iowa.

ARTICLE II      PURPOSE

Section 2.1:    The purpose of this Association shall be to promote, foster and perpetuate the game of soccer on the youth level. Emphasis will be placed on fun, equal participation, and sportsmanship. This Association shall exercise sole control of the games which they sponsor except in matters reserved by the Iowa Soccer Association, the United States Youth Soccer Association and the United States Soccer Federation.

Section 2.2:    Funds: The Corporation may charge fees as set by the Board of Directors. The Corporation may also accept personal, corporate and governmental grants or gifts to secure the funds necessary to provide for programs, services and facilities in accordance with the Corporation's stated purpose.

Section 2.3:    Nonprofit Status: This Corporation is not organized for pecuniary profit, and it shall not have to issue certificates of stock or ownership certificates or declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer, or individual. The balance, if any, of all money received by the Corporation from its operations, after payment in full of all debts and obligations of the Corporation shall be held, accumulated, used and distributed exclusively for carrying out the stated purpose or purposes of the Corporation consistent with laws and regulations applicable to a tax exempt, nonprofit corporation governed by the provisions of Section 501c (3) of the Internal Revenue Code of 1954, as amended, and Chapter 504A, Iowa Code, as amended.

ARTICLE III      ORGANIZATION

Fort Dodge Soccer Association shall operate pursuant to the laws of the State of Iowa and the United States.

ARTICLE IV      AFFILIATION

Fort Dodge Soccer Association is an affiliate of, and shall comply with the authority of the Iowa Soccer Association (ISA), United States Youth Soccer Association (USYSA), and the United States Soccer Federation (USSF) referenced as "the Federation" herewith.

## ARTICLE V ADMINISTRATION

Section 5.1: The Corporation shall be governed by its Articles of Incorporation, Bylaws, and Rules and Policies except when these are superseded by those of ISA, USYSA, or the Federation.

Section 5.2: The Board of Directors shall set registration fees for players and coaches.

Section 5.3: The governing authority of this Corporation shall be vested with the Board of Directors selected through an open and democratic election process.

Section 5.4: The United States Soccer Federation's articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of the ISA and its members to the extent applicable under state law, and Iowa Soccer and its members will abide by those articles, bylaws, policies, and requirements.

Section 5.5: The Association will not join any organization that has requirements that conflict with Iowa Soccer's and the United States Soccer Federation's articles, bylaws, policies, and requirements.

Section 5.6: The Association will (A) provide to the Iowa Soccer Association amended copies of the Association's bylaws and other governing documents no later than ninety (90) days after adoption, and (C) make copies of those documents available to its members.

Section 5.7: The Association will allow the Iowa Soccer Association to review the documents and procedures of the Association, on request by ISA when requested to determine compliance with these bylaws.

## ARTICLE VI MEMBERSHIP

Section 6.1: The Corporation shall have members. Active volunteers or all adults with players involved in the Association shall be members. Each family shall have one (1) membership vote which can be exercised by either adult parent of a player or players in the family or the adult legal guardian of the player if no parent is in the community. Participation for purposes of determining membership and voting privileges shall be determined from the current calendar year.

Section 6.2: Players shall be members without a vote. Membership in the Association shall be open to any soccer players and coaches not subject to suspension under United States Soccer Federation (USSF) Bylaw 241, Section 4.

Section 6.3: No person shall be denied membership or participation in the activities of the club due to race, sex, religion or national origin.

Section 6.4: This Association shall consist of teams with players in good standing with the corporation. To be in good standing a player must be duly registered with required fees paid.

Section 6.5: Membership fees in this association shall be payable in advance at the time of registration.

Section 6.6: Failure of any player to pay the required fees as herein provided shall cause immediate forfeiture of membership without further board or Association activity or decision-making. Only in cases of financial hardship, with the approval of the Board of Directors, can the player continue membership without payment of fees.

Section 6.7: All Members shall abide by the Articles of Incorporation and Bylaws of the Corporation, all rules, and policies as set forth by the Board of Directors, and all applicable rules, and policies of any association with which the Association is affiliated

Section 6.8: The Association will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include that all grievances involving the right to participate and compete in activities sanctioned by Iowa Soccer and sponsored by the Federation and its members may be appealed to the Federation's Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.

Section 6.9: The Association shall register with Iowa Soccer at least once each seasonal year the names and addresses of its players and coaches and timely pay all dues and fees of Iowa Soccer.

Section 6.10: Annual Meeting. The annual meeting of the Association shall be held not later than the last day of December in each year for the purpose of electing members to the Board of Directors, and the transaction of other business as may come before the meeting. The Board shall publicize notice of the annual meeting of the Association at least ten days prior to the meeting.

Section 6.11: Special Meetings. Special meetings of the membership may be called by the President, a majority of the Directors, or on petition of twenty-five (25) membership votes. Notice of a special meeting shall be given at least five days before the meeting.

## ARTICLE VII Board of Directors

Section 7.1: Composition. Members of the Board of Directors may or may not be members of the Corporation. No two members of a household may jointly serve on the Board of Directors. The Registration Commissioner and the Grounds Equipment and Grounds Commissioner must serve on the Board of Directors.

Section 7.2: General Powers. The business and affairs of the Corporation including the control and disposition of its property and funds shall be managed by its Board of Directors.

The Board shall have sole authority to establish methods of contributions, accept or reject contributions or to provide for any other restrictions, qualifications or levels relating to contributions which it in its sole discretion deems necessary, subject to applicable legal requirements.

Section 7.3: Number and Tenure. The number of directors of the Corporation shall be nine (9) and their tenure shall be staggered, three serving a term of 1 year, three serving a term of 2 years and three serving a term of 3 years. Thereafter, all Directors will serve three year terms. No Director shall serve more than 2 consecutive 3 year terms. Those initially serving 1 year and 2 year terms may thereafter serve 2 full 3 year terms if they are selected and so desire.

Section 7.4: The Nominating Committee selected by the Board will compile a slate of nominees for Board positions. The slate of nominees must be presented to the Board of Directors for approval at the Board meeting immediately prior to the Annual General Meeting (AGM) of the Membership and not less than one month prior to the AGM.

Section 7.5: Regular Meetings. Regular meetings of the Board of Directors will be held at least quarterly at a place and time to be set by the Directors.

Section 7.6: Special and Emergency Meetings. Special and emergency meetings may be called by or at the request of the President or a majority of the Directors. The Secretary may fix any place within the State of Iowa as the place to hold any special meeting.

Section 7.7: Notice. Notice of a regular meeting shall be given at least ten (10) days prior to the scheduled meeting. Notice of a special meeting shall be given at least five (5) days prior to the scheduled meeting. Notice of an emergency meeting shall be given at least one (1) hour prior to the scheduled meeting. Written notice may be delivered by email or by mail to each Director at his/her personal or business address. A notice shall be considered delivered when the email is replied to, or the letter deposited in the United States mail so addressed, with postage thereon prepaid.

Section 7.8: Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business.

Section 7.9: Vacancies. Any vacancy created by departure or addition of a new member occurring in the Board of Directors may be filled by selection or election of the then current Board of Directors. A director so elected will then serve the unexpired term of his/her predecessor or a full term, as the case may be.

Section 7.10: Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action unless his/her dissent shall be recorded in the minutes of the meeting.

Section 7.11: Informal Action by Directors. Any action required to be taken at a meeting of the Directors or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all directors. Email signatures shall be adequate to show consent.

Section 7.12: Resignation and Removal. Any director may at any time resign by serving notice to the remaining Directors. A Director may be removed with or without cause by a majority vote of the remaining Directors.

Section 7.13: Compensation. Directors shall serve without compensation except reasonable reimbursable expenses may be paid. However, to the extent deemed necessary by the Corporation, the Corporation may retain services of a Director other than in his/her capacity as a Director and that Director may be compensated for services rendered as the Board of Directors may from time to time deem appropriate.

Section 7.14: The Board of Directors shall adopt a conflict of interest policy.

#### ARTICLE XIII OFFICERS

Section 8.1: Elections/selections. The officers of the Corporation shall be a President, Secretary, and Treasurer. The officers of the Corporation shall be elected/selected by the Board of Directors annually following the Annual General Meeting of the membership.

Section 8.2: Vacancies. Vacancies shall be filled as per Section 9.1 of these Bylaws.

Section 8.3: Duties of Officers

8.3.1: President

- A. Serve as official representative of the Association.
- B. Preside at meetings of the Board and at all meetings of the Association.
- C. Appoint all necessary agents & assistants subject to approval of the Board.
- D. Review and approve all non-routine bills over \$250 presented to the Association for payment.
- E. Co-sign all non-routine checks over \$250 prepared by the Treasurer, for payment.
- F. Along with the Registration commissioner, act as the sole liaison with the Iowa Soccer Association.

8.3.2: Secretary

- A. To record the minutes of the Association and Board meetings and distribute Board minutes no later than 30 days from the completion of the meeting.
- B. To assist in the preparation of agendas for Association and Board meetings.
- C. To maintain and oversee Association and Board communications.

8.3.3: Treasurer

- A. To collect all monies of the Association and keep a detailed account of income and disbursements.

- B. To pay bills presented for and approved by the Board.
- C. To prepare a detailed Treasurer's Report for Board meetings.
- D. Assist the Board in preparing an annual budget.
- E. File all state and federal compliance reports and forms.

Section 8.4: Resignation. Any officer may at anytime resign by serving notice to the remaining Board of Directors.

#### ARTICLE IX INDEMNIFICATION

Section 9.1: The Corporation shall indemnify a director, officer, employee, agent, volunteer or member of this Corporation to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his conduct as a director, officer, employee, agent, volunteer or member, except that the mandatory indemnification required by this sentence shall not apply: (i) to a breach of such person's duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; (iii) for a transaction from which such person derived an improper personal benefit; or (iv) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such person shall be adjudged liable to the Corporation.

Section 9.2: The Board of Directors may indemnify those of the Corporation's employees, agents, members or volunteers who are not directors in all instances - including those which are excluded from mandatory indemnification under paragraph 1 - as it deems appropriate, so long as such indemnification is not inconsistent with law. Such indemnification may be provided by general or specific resolution, or by contract approved by the Board.

Section 9.3: No amendment to or repeal of this Article IX shall apply to or have any effect on the indemnifications hereunder of any director, officer, employee, agent, volunteer or member of the Corporation for or with respect to any acts or omissions of such person occurring prior to such amendment or repeal.

#### ARTICLE X CONTRACTS, LOANS, CHECKS, DEPOSITS

Section 10.1: Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to negotiate any contract. Final approval of the Board of Directors shall be required before execution and delivery of any instrument in the name of and on behalf of the Corporation.

Section 10.2: Loans. No loans may be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. The Corporation shall make no loan to any director of the Corporation.

Section 10.3: Checks, Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer or such other Director or Directors, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Non-routine checks or drafts over \$250 will be co-signed by the President.

Section 10.4: Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

#### ARTICLE XI WAIVER OF NOTICE

Whenever any notice is required to be given to any member or Director of the Corporation under the provisions of the Articles of Incorporation or under the provisions of the Iowa Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice. For purposes hereof, email signatures shall be adequate to show consent for such waiver.

#### ARTICLE XII FISCAL YEAR

The fiscal year of the Corporation shall run from January 1 through December 31 each year.

#### ARTICLE XIII AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of members at any regular or special meeting of the members provided that a minimum of thirty (30) days notice in writing of the character of the proposed alteration, amendment or repeal is given to the members and the Board of Directors.

#### ARTICLE XIV COMMITTEES AND COMMISSIONS

Section 14.1: General. The Board of Directors may establish and appoint standing, special committees, and commissioners as deemed desirable for the good of the Corporation. A standing committee, special committee or commissioner shall limit its activities to those tasks for which it was appointed and shall have no powers except those specifically conferred by action of the Board of Directors.

Section 14.2: Membership. Persons who are not Directors of the Corporation may be appointed to serve on standing committees, special committees or as commissioners. All standing committee members, special committee members or commissioners shall serve at the pleasure of the Board of Directors.

Section 14.3: Reports. All committees and commissioners shall maintain written minutes of

their meetings or notes of activities, which shall be available to the Board of Directors and the membership. Each commissioner will also be required to present an annual report to the Board of Directors at the Annual Meeting. These annual reports will be available to all upon request.

#### Section 14.4: Commissioners

##### Section 14.4.1: Referee Commissioner

- A. Recruiting & Training/Certification of referees.
- B. Scheduling & Supervision of referees.
- C. Report to the Board the activities of the Referee Committee
- D. Prepare an annual report for the Annual Meeting

##### Section 14.4.2: Grounds Equipment and Grounds Commissioner

- A. Oversee maintenance of all equipment owned by the Association.
- B. Oversee inventory control of all equipment owned by the Association.
- C. Oversee maintenance of all fields, parking lots and any other areas
- D. Report to the Board the activities of the Grounds Equipment and Grounds Committee.
- E. Serve of the Board of Directors
- F. Prepare an annual report for the Annual Meeting

##### Section 14.4.3: Marketing and Recruitment Commissioner

- A. Provide and maintain website development and updates
- B. Arrange advertising for the Association
- C. Operate as a liaison and maintain current sponsorship contacts.
- D. Provide proper recognition for sponsors.
- E. Coordinate special fundraising projects as required.
- F. Promote the Association as necessary in the community.
- G. Coordinate for players and teams once per year.
- H. Report to the Board the activities of the Marketing & Recruitment Committee.
- I. Prepare an annual report for the Annual Meeting

##### Section 14.4.4: Registration Commissioner

- A. Along with the President, act as the sole registration liaison with the Iowa Soccer Association.
- B. Develop and coordinate registration forms and periods
- C. Register youth for soccer and soccer-related activities.
- D. Maintain the list of youth who are members as defined by Article III.
- E. Review and require compliance of state, national or international registration rules and policies as required by membership in those organizations referenced in Article V of these Bylaws.
- F. Ensure completion of risk management disclosures for all volunteers.
- G. Qualify and recruit coaches with the Coaching Commissioner.



- H. Report to the Board the activities of the Registration Committee.
- I. Serve on the Board of Directors
- J. Prepare an annual report for the Annual Meeting

Section 14.4.5: Concessions Commissioner

- A. Oversee and coordinate all activities for the concessions stand.
  - a. Food and drink
  - b. Equipment
  - c. Inventory
  - d. Volunteers
  - e. Pricing, accounting and money management
  - f. Cleanliness and condition of concession stand and adjoined bathrooms
- B. Report to the Board the activities of the Concessions Committee.
- C. Prepare an annual report for the Annual Meeting

Section 14.4.6: Player Equipment Commissioner

- A. Procure and maintain all team and players equipment
  - a. Uniforms
  - b. Nets for all goals
  - c. Goals
  - d. Cones
  - e. Soccer Balls
  - f. Goalie Shirts
- B. Inventory and order team medals. Provide medals to coaches at the beginning of each season.
- C. Organize all used equipment and coordinate an exchange of used equipment at least once per season.
- D. Report to the Board the activities of the Player Equipment Committee.
- E. Prepare an annual report for the Annual Meeting

Section 14.4.7: Coaching Commissioner

- A. Qualify and recruit coaches with Registration Commissioner
- B. Provide on-going support, resources and training to all coaches of the Association
- C. Organize a coaching clinic prior to the beginning of each season
- D. Evaluate, oversee and encourage coaches.
- E. Report to the Board the activities of the Coaching Committee.
- F. Prepare an annual report for the Annual Meeting

ARTICLE XV DISSOLUTION

Section 15.1: Assets. In the event of termination, dissolution or liquidation of the assets of this Corporation, its assets shall be applied and distributed, consistent with Article X of the Articles of Incorporation, as follows:

- 15.1.1: All liabilities of the Corporation shall be paid and discharged, or adequate provisions shall be made therefore;
- 15.1.2: Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such instruments governing the establishment of such requirements; and
- 15.1.3: Any remaining assets shall be transferred or conveyed exclusively for the purposes of the Corporation or to such organization or organizations operated exclusively for recreational, charitable, educational or other nonprofit purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954, as it may be amended, in such manner as the Board of Directors shall determine.

ARTICLE XVI OFFICES

Section 16.1: Principal Office. The principal office of the Corporation in the State of Iowa shall be located in the City of Fort Dodge, County of Webster, Iowa. The Corporation may have such other offices, either within or without the State of Iowa as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 16.2: Registered Office. The registered office of the Corporation required by the Iowa Nonprofit Corporation Act, Chapter 504A, Code of Iowa, to be maintained in the State of Iowa may be, but need not be, identical with the Principal Office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directors.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2012.

FORT DODGE SOCCER ASSOCIATION

Print: \_\_\_\_\_

By: \_\_\_\_\_

As \_\_\_\_\_ of the Fort Dodge Soccer Association

By: \_\_\_\_\_

As \_\_\_\_\_ of the Fort Dodge Soccer Association

By: \_\_\_\_\_  
As \_\_\_\_\_ of the Fort Dodge  
Soccer Association

By: \_\_\_\_\_  
As \_\_\_\_\_ of the Fort Dodge  
Soccer Association

By: \_\_\_\_\_  
As \_\_\_\_\_ of the Fort Dodge  
Soccer Association

By: \_\_\_\_\_  
As \_\_\_\_\_ of the Fort Dodge  
Soccer Association

By: \_\_\_\_\_  
As \_\_\_\_\_ of the Fort Dodge  
Soccer Association

By: \_\_\_\_\_  
As \_\_\_\_\_ of the Fort Dodge  
Soccer Association

By: \_\_\_\_\_  
As \_\_\_\_\_ of the Fort Dodge  
Soccer Association

By: \_\_\_\_\_  
As \_\_\_\_\_ of the Fort Dodge  
Soccer Association

By: \_\_\_\_\_  
As \_\_\_\_\_ of the Fort Dodge  
Soccer Association