

**Capital Area Soccer Association  
By-Laws  
Proposed Restated 7/1/2020**

**ARTICLE 1. Name and Purpose**

**Section 1. Name of the Corporation.** The name of the Corporation is Capital Area Soccer Association. hereinafter referred to as CASA.

**Section 2. Purpose of the Corporation.** The purpose of this corporation shall be to promote, improve and enhance youth soccer in central South Dakota. CASA shall be administered as a 501 (c)(3) nonprofit educational organization.

CASA shall maintain itself as a member in good standing of the South Dakota State Youth Soccer Association, and will comply with the constitution, by-laws, and rules and regulations of the United States Youth Soccer Association and the South Dakota State Soccer Association.

**ARTICLE 2. Membership**

**Section 1. Membership and Voting Rights.** The general membership of CASA shall consist of all adults, eighteen (18) years or older, who are actively participating in the CASA program. The membership shall include, but not limited to:

- a. Parents/guardians of registered players,
- b. Head coaches,
- c. Referees recognized for membership purposes, and
- d. Other adults recognized for membership purposes.

**Section 2. Membership Voting.** Each member of CASA in good standing shall have one vote on matters acted upon by the general membership.

**Section 3. Suspension of Members.** The Board of Directors, hereinafter referred to as Board, may suspend any of its members by a two-thirds majority vote.

**ARTICLE 3. Directors**

**Section 1. General Powers.** The business and affairs of the Corporation shall be managed by a Board, which shall exercise all the powers assigned to it as by law, the Articles of Incorporation or these bylaws. The Board shall be responsible for setting policy for the transaction of all business of CASA in accordance with the by-laws and shall be responsible for the declaration of the standing, good or bad, of the teams.

The Board of Directors shall, upon recommendation of the President or a duly appointed committee, approve additional rules and regulations for governing operation. The Board shall have power to make and adopt such policies, rules and regulations, not inconsistent with law or these By-Laws.

**Section 2. Qualifications.** No person shall be eligible to become or remain a Director of the Board who is not a member of CASA. Upon establishment of fact that a Director is holding office in violation of any of the foregoing provisions, the Board shall remove such Director from office.

Nothing contained in this section shall affect in any manner whatsoever the validity of any action taken at any meeting of the Board.

**Section 3. Number of Directors and Terms of Office.** There shall be seven Directors serving on the Board. Elections shall be held during the annual membership meeting. A Director shall serve a term of two years. The terms of office shall be staggered as closely as possible so that each year at least three of the Directors' terms shall expire in each year.

**Section 4. Removal of Directors.** In the event of the permanent absence of a Director due to illness, resignation, or other cause, the Board shall appoint a replacement, in an acting capacity, until a permanent replacement is named by the general membership in accordance with the voting procedures for elected officers. A Director absent from three successive meetings of the Board without explicit just cause may have the position declared vacant by the Board. Any or all the Directors may be removed for cause by a majority vote of all the remaining directors.

**Section 5. Voting.** Each Director of the Board shall have one vote at the regular meetings of the Board. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. A Director of the Board shall abstain from voting on issues explicitly concerning his or her own immediate family member.

**Section 6. Exempt Activities and Compensation.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by and organization except under Section 501(c)(3) of the Internal Revenue code. No compensation shall be paid to Directors for their services on the Board.

**Section 7. Written Action.** Any action required to be taken at a meeting of the Board, 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 so taken, shall be signed by a majority of the Directors entitled to vote with respect to the subject matter thereof.

#### **ARTICLE 4. Officers**

**Section 1. Election and Term of Office.** The elected officers of CASA shall be: President, Vice-President, Treasurer, Secretary. The officers will be elected for a term of one year by the Board. Each officer shall hold office until the successor shall be duly elected and qualified or until his or her death or until he or she shall resign or be removed in the manner hereinafter provided.

**Section 2. Removal.** Any officer or agent elected or appointed by the Board may be removed by the Board whenever, in its judgment, the best interest of the Corporation will be served thereby.

**Section 3. Duties of Officers** The elected officers of the club shall be President, Vice-President, Treasurer, and Secretary.

- a. President:** The President shall direct the officers, committees, and boards, and shall act as the presiding officer at all meetings of the Board of Directors and general membership. The President shall be responsible for conducting the business of the CASA for making rulings which interpret policy of the Board of Directors, for coordinating the activities of the CASA, for general administration, and for other duties as the Board of Directors may approve or direct. The President shall administer the affairs of CASA in accordance with the by-laws, rules and regulations, and execute the policies directed by the Board of Directors.
- b. Vice-President:** The Vice-President shall assume the duties of the President in the absence of the President. The Vice-President shall recommend long range projects and goals for the betterment and growth of CASA (i.e. facilities, equipment, etc.).
- c. Treasurer:** The Treasurer shall oversee the collection of all dues and fees, shall have charge of all monies, issue bills and receipts for dues and fees, and pay all bills due of CASA including payment of referees. The Treasurer shall maintain checking and savings accounts in a reputable bank in the name of CASA, with signature requiring two (2) of the following: President, Vice President, Treasurer, or Secretary. The Treasurer shall keep a detailed record of income and expenditure and submit a written detailed monthly report to the Board of Directors and a written general report at each annual general membership meeting.
- d. Secretary:** The Secretary shall record the minutes of all meetings and shall maintain and distribute meeting minutes, notice of all meetings, and a calendar of events. With input from the Board of Directors, the Secretary shall prepare for the

approval of the President, the calendar of events, including CASA and SDSSA deadlines and milestone, and shall update the calendar as necessary. The Secretary shall assist the Presiding officer at all meetings in determining and maintaining the agenda and shall perform other duties as directed by the President.

Removal of elected officers for cause may be done at any general membership meeting. A two- thirds majority of the votes cast is required for removal.

The immediate past president, if not otherwise an elected Director, may serve as an ex-officio officer of the Board. The immediate past president is a non-voting officer of the Board and not counted for purposes of determining a quorum of the Board. The immediate past president may serve in this position for a period of no more than two years.

## **ARTICLE 5. Committees**

**Section 1. Establishment of Committees.** Committees shall be established by the Board and appointed by the President.

**Section 2. Duties of Standing Committees.** The following standing committees shall have the stated duties:

- a. **Executive Committee:** The executive committee shall be comprised of President, Vice President, Secretary and Treasurer and shall act on behalf of CASA to carry out the necessary administrative work necessary to effectuate the objectives and priorities of CASA.
- b. **Finance:** The finance committee shall be led by the Treasurer and shall include such other officers and members appointed by the President to establish an annual budget for the functions of the CASA. The finance committee shall periodically review and report to the Board of Directors.
- c. **Fund Raising:** The fund-raising committee shall include members appointed by the President shall be responsible for recommending and carrying out those revenue generating activities within the area, region and state for the support of CASA's activities, equipment, and facilities approved by the Board of Directors.
- d. **Rules & Regulations:** The rules and regulations committee shall include members appointed by the President. The rules and regulations committee shall review the by-laws, rules and regulations in view of the conduct and competition and the operation of CASA and shall make recommendation for amendment and

change. At least one report shall be submitted to the Board of Directors each seasonal year at the Board of Directors meeting prior to the annual general membership meeting.

- e. **Coaching Committee:** The coaching committee shall be led by the Coaches Coordinator, appointed by the President, and shall include the current coaches of CASA. The coaching committee may make recommendations to the Board of Directors to include training materials and criteria, practices, tournament, and other items related to the coaching of teams.
- f. **Organizing Committee:** The organizing committee shall include members appointed by the President to provide for the organization of teams, registrations referees, and facilities. The organizing committee shall identify a registrar, referee coordinator, and field coordinator to oversee the registration of players, coordination and scheduling of referees, and oversight of playing fields and facilities. The committee is responsible to make recommendations to the Board of Directors for the organization of each season.
- g. **Additional Committees:** Additional committees may be appointed by the President, as necessary. Such committees will be responsible to report to the Board as requested.

## **ARTICLE 6. Meetings**

**Section. 1. Annual Meeting.** The annual meeting of CASA members shall be held by August 1st of each year on a date to be established by the Board, for the purpose of electing directors, pass upon reports for the previous year and transact such other business as may come before the membership.

**Section 2. Special Meetings.** Special meetings of the CASA membership may be called for a particular purpose by petition of five or more members or by the Board, who shall fix the time and place within the State of South Dakota and provide notice as required by these By-laws.

**Section 3. Board of Director Regular Meetings.** The Board shall meet as necessary for the purpose of reviewing the operations and conducting the business of CASA. The presiding officer shall, at each meeting, reserve a suitable portion of the time for the Board to conduct appropriate business. Additional meetings shall be held as deemed necessary by the President.

**Section 4. Notice of Meetings.** Written or printed notice stating the place, day and hour of

the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 days before the date of meeting, either personally, by mail, or email to each active member of record and posted on the official website.

**Section 5. Presence of Others.** The general membership is welcome at any Board meetings, as nonvoting members, and may address business from the floor.

**Section 6. Meeting Procedure and Order of Business.** The order of business at all membership meetings, except special meetings, shall be:

- a. Meeting brought to order
- b. Roll call
- c. Recognition of guests and visitors
- d. Approval of minutes of previous meeting
- e. New business from the floor
- f. Board of Director's reports / Committee reports
- g. Unfinished business
- h. New Business
- i. Miscellaneous
- j. Adjournment
- k. Executive Session

**Section 7. Meetings by Electronic Communication.** The Board need not conduct a meeting at a geographic location, and may instead hold a meeting by any means of electronic communication which allows the members to read or hear the proceedings, vote on matters submitted to the members, pose questions and make comments.

## **ARTICLE 7. Administration**

**Section 1. Fiscal Year.** The fiscal year of CASA shall begin July 1 and end June 30 each calendar year.

**Section 2. Dissolution.** The assets of CASA, in case of dissolution, will be turned over to a nonprofit organization determined by the Board and in accordance with state and federal law.

**Section 3. Amendments and Modifications.** Amendments and modifications to the By-laws may be made only at an annual meeting or a special membership meeting called for the particular purpose. A simple majority of votes cast is required to approve amendments to the bylaws.

Amendments and modifications to the rules and regulations may be made by a majority vote

of the Board in attendance at any regularly scheduled meeting.

Amendments and modifications to the By-laws and rules and regulations shall take effect immediately but shall not be applied retroactively.

**Section 4. Contracts.** Except as otherwise provided in these By-Laws, the Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 5. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, and all notes, bonds or other evidences of indebtedness, issued in the name of the Corporation, shall be signed by such officer or officers, agents or agent, employee or employees of the Corporation, and in such manner as shall, from time to time, be determined by resolution of the Board.

**Section 6. Immunity.** No director is liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties and responsibilities of such director, unless the act or omission involved willful or wanton conduct, as provided for in South Dakota law.

**Section 7. Books and Records.** CASA shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board, and committees having any authority of the Board; and shall keep at its principal office a record of the names and addresses of its members entitled to vote. The records required by this section may be kept in electronic format.

**Section 8. Rules of Procedure.** All business meetings of CASA shall be governed by the most recent version of Roberts Rules of Order.