

NORTHFIELD SOCCER ASSOCIATION BYLAWS

I. Purpose

The purpose of the Northfield Soccer Association (the Association) is to plan, promote, and facilitate the organization and the activities related to the education **AND** development of amateur youth soccer in the Northfield area. The Association is the **PRIMARY ORGANIZATION** within the community for the development of soccer as a recreational and competitive sport.

II. Membership

A. Eligibility

Any adult interested in promoting amateur youth soccer in the Northfield area shall be eligible for membership in the Association. Membership shall lapse unless renewed annually.

B. Admission to Membership

Any adult may be admitted to membership upon payment of the annual dues to the Association. All parents or legal guardians who have children enrolled in the Association's summer programs are automatically members of the Association. Any adult by virtue of serving on the Board and/or a committee of the Association automatically becomes a member of the Association. Membership will lapse unless renewed annually either by payment of dues, having children enrolled in the program or being an active member of the Board or on a committee. The Board reserves the right to waive the annual dues for individuals.

C. Prerogatives

All members shall enjoy the same rights and privileges. Each member shall be entitled to vote on all questions at the annual meeting of the Association. Each member is eligible to serve as an officer or board member of the Association.

D. Classes of Members

There shall be no classes of members.

E. Dues.

The Association reserves the right to charge annual dues as may be appropriate to offset costs of operation.

F. Removal

Any member may be removed from the membership at any time by a two thirds majority vote of the membership present, in person, at an Annual Meeting or Special Meeting. The Secretary of the Association shall serve upon such member written notice of the removal and the reasons therefore at least thirty days before the Annual Meeting or Special Meeting. The member may within twenty-five days after such notice present to the Secretary a statement in opposition to the proposed action.

III. Meeting of Members

A. Annual Meeting

An Annual Meeting of the members shall be held in the Northfield area at a location to be designated by the Board on a date, between August 1 and **OCTOBER 1**, to be designated each year by the Board. The purpose of the Annual Meeting shall be the election of the Board of Directors, presentation of an Annual Report by the President, and such other business as may come before the meeting.

B. Special Meeting

Special meetings of the members may be called by the President on motion and must be called by the President AT the written request of the Board of one-fourth of the Association's members.

C. Notice of Meeting

Notice of the purpose, time and place of all Annual and Special Meetings shall be given by the Secretary to all members. Such notice shall be effected by publication in the Northfield News or such other publication of similar type and circulation as may be appropriate, not less than 10 days prior to the Annual Meeting and not less than five days prior to a Special Meeting.

D. Quorum

For an Annual Meeting or Special Meeting a quorum shall consist of such members of the Association present, in person, and entitled to vote at such meetings.

E. Voting

Each member having the right to vote shall be entitled to one vote. Except as otherwise provided by law or these Bylaws, a majority of the votes cast by the members at a meeting duly called shall be sufficient to take or authorize action upon any matter which may be properly before the meeting. Voting shall be conducted in person.

F. Authority

Except where inconsistent with these Bylaws or the laws of the State of Minnesota, Robert's Rules of Order (latest edition) shall govern the conduct of the meetings of the Association.

IV. OFFICERS

A. The officers of the Association shall be the President, the Vice-President, the Secretary and the Treasurer, each of whom shall be appointed by the Board from among the Board for a term of one year or until their successors are elected and qualified. The Vice President shall succeed to the office of President the following year.

B. President

The President shall be the Chief Executive of the Association and shall preside at all meetings of the Association and the Board. The President shall have responsibility for the activities of the Association and the powers and duties usually associated with the office of President and shall have such other powers and perform such duties as may be prescribed by the Bylaws. The President shall present a progress report of the year's activities at the Annual Meeting. The President shall be responsible for delegating the operational responsibilities of the association among the Board and among such committees as the Board may appoint.

C. Vice-President

The Vice-President shall assist the President in the performance of duties and shall assume such other duties as are assigned by the President and approved by the Board. In the absence of the President, the Vice-President shall preside at meetings of the Association and of the Board. The Vice-President shall preside at meetings of the Association and of the Board. The Vice-President shall conduct such correspondence as may be requested of him/her by the President of Board.

D. The Treasurer shall receive all revenue of the Association, shall deposit the same in the name of the Association in a bank approved by the Board, and shall issue the receipts of the Association. The Treasurer shall disburse funds by check on order of the President or in such manner as the Board may authorize. The Treasurer shall keep regular and accurate accounts of all funds, shall at all times have the accounts open for inspection by the Board, and shall perform such other duties related to the financial management of the Association as are specified by the Board. The Treasurer shall report in writing at the Annual Meeting on the state of the Association's finances and shall submit such other financial reports at such time as the Board may require.

E. Secretary

The Secretary shall keep accurate record of the proceedings of all meetings of the Association and of the Board. The Secretary shall be custodian of all books and records of the Association except those specifically assigned to others. The Secretary shall, at the

direction of the President, cause notices to be published of all meetings of the Association and give notice of the meetings of the Board. The Secretary shall conduct all correspondence as may be requested by the President or by the Board.

F. Vacancies

A vacancy in any office may exist for the following reasons:

- Death
- Resignation in writing
- Loss of membership status
- Physical inability to perform the duties of office
- Removal from office for cause.

The Board may, by a majority vote of all members of the Board, vacate any office for cause or whenever the Board shall determine that the incumbent is physically incapable of performing the duties of such office. The Officer affected shall be given written notice of any such proposed action of the Board together with a detailed statement of the reasons therefore at least thirty days before removal action by the Board. The Officer shall have the right to respond to such notice within twenty days after receipt of such notice. A vacancy in any office may be filled for the unexpired term by designation of the Board.

V. DIRECTORS

A. Composition

There shall be a Board of Directors (referred to in these Bylaws as the "Board") which shall consist of at least nine and not more than **THIRTEEN** persons, elected by the membership at the Annual Meeting for two-year terms. Initially four of the Board members shall have one year terms.

B. Powers

The Board shall be the governing body of the Association. The Board shall have all lawful powers necessary to carry out the purpose of , and to conduct the business of, the Association. The Board shall have no power to amend the Articles of Incorporation of the Bylaws except at the direction of the members of the Association pursuant to Section IX of these Bylaws.

C. Vacancies

In the event an elected Director dies, resigns in writing, loses membership in the Association, becomes physically unable to carry on his/her duties, or is removed for cause, the Board shall by majority vote, select a successor to serve until the next Annual Meeting.

D. Removal

A Director may be found physically unable to carry on his/her duties or be removed for cause in the manner and subject to the noted requirements established for removal of Officers in Section IV., Paragraph F, of these Bylaws.

E. Meetings

The Board shall meet at least four times annually. Board meetings must be called by the president or at the written request of five members of the Board stating the reason and purpose thereof.

F. Notice of Meetings

Notice of meetings shall be given to each member of the Board at least seven days prior to any meeting. Notice may be oral or written.

G. Quorum

More than half **OF THE ELECTED** Board shall constitute a quorum

H. Except as otherwise provided in these Bylaws, all action of the Board shall be taken by majority vote of the Board present.

I. Board Action Without a Meeting

Any action that could be taken at a meeting of the Board shall be taken without a meeting when authorized in writing signed by all of the Directors. **VOTES MAY BE CAST THROUGH ELECTRONIC MAIL OR TELECOMMUNICATIONS WHEN NECESSARY THEN RATIFIED IN PERSON AT THE NEXT BOARD MEETING.**

J. Financial Responsibilities

The Board is responsible to prepare an annual budget for the Association and has the authority to set dues, fees, and provide for fund raising to cover the costs of the program.

IV. COMMITTEES

The Board shall designate such other committees and their membership as it determines necessary to achieve the purposes of the Association. There shall be one standing committee which shall be the Nominating Committee. Any member of the Association is eligible for a committee position.

A. Standing Committees

1. Nominating Committee

A Nominating Committee of three members of the Association, one of whom is on the Board shall be appointed by the President for a term of one year. The Committee shall nominate one or more persons for each Board position to be filled and shall secure consent of each candidate to serve if elected.

VII. ADVISORY BOARDS

An Advisory Board may be appointed by the President with the advice and approval of the Board. The Advisory Board need not be members of the corporation. The Advisory Board shall have no administrative authority **UNLESS SPECIFICALLY DIRECTED**.

VIII. ADMINISTRATION

A. Compensation of Officers and Board

Officers and Board shall not receive any salary or other compensation for services in their capacity as Officers or Board. An Officer or Director may receive compensation for services in a capacity other than that of an Officer or Director provided such compensation is approved by the Board.

B. Appointments or Employees

The Board, bearing in mind the activities and the financial resources of the Association, may, whenever in its judgment such action is deemed desirable in order to promote achievement of the purpose of the Association as set forth in the Articles of Incorporation and the Bylaws, authorize the appointment or employment of persons to carry out designated duties for the Association on a compensated basis. The rate of compensation of such persons as well as the period of their appointment shall be determined by the Board. Such persons shall perform their duties under the direction of the President and the Board.

C. Acts of the Association

No Person shall act in the name of the Association except as authorized in these Bylaws or by the Board or the President. No person shall, without the approval of the President or the Board, send any letter, notice or written communication in the name of the Association to the members of the Association or to any other person including any association, public body, or public official.

D. Fiscal Year

The fiscal year of the Association shall commence the first day of **OCTOBER** and end the **THIRTIETH day of SEPTEMBER** the following year.

E. Grievances

Any member may submit a grievance in writing to the Board **PRESIDENT**. The member in the grievance may request a private meeting with the Board. The Board shall act upon such requests within 15 days of receipt of the grievance. Otherwise, the Board shall act upon the grievance at the next scheduled meeting of the Board.

IX. AMENDMENTS

1. (a) Proposal/notice. A proposal to alter, amend, repeal or adopt any bylaws or provision of the Articles of Incorporation may be made to the Board through majority vote or by one-quarter of the members jointly. Any such proposal shall be transmitted to the Secretary who shall provide notice thereof to all members. No such proposal will be considered at any meeting unless at least thirty days prior thereto, notice, as set forth in Section III, Paragraph 3 of such proposal has been provided to all members of the Association.

1. (b) Requirements. At any Annual or Special Meeting of the members of the Association at which a quorum is present, in person, the members may BY a two-thirds majority vote of the members present at the meeting, alter, amend, or repeal these Bylaws, adopt new Bylaws, or direct the Board to cause any provision of the Articles of Incorporation to be altered, amended, repealed, or adopted, by a two-thirds majority vote of the Board; provided, however, that no provisions of the Bylaws or the Articles of Incorporation may be amended, repealed, or adopted where the effect of such action is consistent with the Association's status as a non-profit charitable corporation under the laws of the State of Minnesota.