

SDSSA Bylaws

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South Dakota State Soccer Association, Inc.

Corporate Bylaws

November, 2009

ARTICLE I - GENERAL CORPORATE MATTERS

A. Purpose of the Association

These bylaws clarify the Articles of Incorporation and the organizational structure of the South Dakota State Soccer Association, Inc. (SDSSA), a not-for-profit corporation, hereinafter referred to as the Corporation, the Association or SDSSA, incorporated under the laws of the state of South Dakota. Except as provided in the Constitution and the Rules of the United States Soccer Federation (USSF), and the Rules of the United States Youth Soccer Association the Corporation shall remain autonomous in the conduction of its affairs.

B. Headquarters

The headquarters of the corporation shall be located in the city where the current president resides. However, member meetings and Board meetings may be held at various locations in South Dakota.

C. Corporate Seal

The Board may adopt a seal which shall have inscribed thereon the name of the Corporation and the Words "Seal" and "South Dakota", which when adopted shall constitute the corporate seal of the Corporation.

D. Fiscal Year

The Board, by resolution, may adopt a fiscal year for the Corporation.

E. South Dakota Nonprofit Act

The corporation hereby elects to be subject to the provisions of the South Dakota Nonprofit Act.

F. Tax-exempt Status

The Corporation will maintain its tax-exempt status under the Internal Revenue Code.

G. Non-discrimination Mandate

The SDSSA will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

H. Geographic Division of the State

For logistical and administrative efficiency, the South Dakota will be divided into two areas: East River and West River. The West River Area, as that term is used herein, shall include that portion of the State of South Dakota lying west of the Missouri River. The East River Area shall include that portion of the State of South Dakota lying east of the Missouri River. The "At Large" designation shall be the State of South Dakota as a whole.

ARTICLE II - RELATIONSHIP WITH USSF

A. Priority of USSF Rules

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

B. Prohibition on Joining Conflicting Organization(s)

The Corporation will not join any organization that has requirements that conflict with the USSF's articles, bylaws, policies and requirements.

C. Registration of Players & Payment of Fees

The Corporation shall register all of its players, coaches, teams and administrators with the USSF at least once each year and timely pay all dues and fees of the USSF.

D. Interplay Requirements

The Corporation and its members will abide by the USSF's articles, bylaws, policies and requirements on interplay.

E. Review by USSF

The Corporation will allow the USSF to review the documents and procedures of the Corporation, on request of the USSF not less than once every four (4) years, to determine compliance with USSF's Bylaws.

ARTICLE III - ANNUAL GENERAL MEETING

A. Time of Meeting

The Annual General Meeting of Members of the Corporation (**AGM**) shall be held during the month of November at which meeting the election of Officers and appointment of District Commissioners shall be held.

B. Written Notice of Meeting

Written notice of the **AGM** shall:

1. Be sent to each Officer and to each Member Association or League at the last reported address.
2. Be sent twenty-one (21) days in advance of the AGM.
3. Include a proposed agenda according to Robert's Rules of Order for the meeting.
4. Include a proposed annual budget for the SDSSA.

C. Voting and Representation

A majority vote of the Members present (or by proxy) at the AGM or a Special Membership Meeting (SMM), shall decide all questions, including the election of General Officers and appointment of District Commissioners. The number of votes cast by member associations on behalf of their local members shall be based on the number of registered players since the last AGM, according to the following schedule:

0 - 99 players = 1 vote
100 - 499 players = 2 votes

500 - 999 players =	3 votes
1,000 - 1,499 players =	4 votes
1,500 - 1,999 players =	5 votes
2,000 - 2,499 players =	6 votes
2,500 - 2,999 players =	7 votes
3,000 - 3,499 players =	8 votes
3,500 - 3,999 players =	9 votes
4,000 + players =	10 votes

D. Proxy Vote

Proxy, as used in reference to the AGM or a SMM, shall be defined as a written and signed notice from the local association's Board of Directors assigning their voting rights to a person from their association for that specific meeting. Each attending individual at the AGM or a SMM may carry votes for only one Association.

E. Special Membership Meetings

1. The President may on his/her own accord or shall, at the request of a majority of the Members of the Corporation, call a Special Meeting of the Members of the Corporation (SMM).
2. Notice and the voting rules for such Meetings shall be as described for the AGM.

F. Procedural Rules Applicable to all Meetings

The following rules shall apply to all meetings of the general membership including the AGM and a SMM, all meetings of the Board of Directors, and all meetings of association committees:

1. Meetings shall be conducted in accordance with "Robert's Rules of Order."
2. Individuals, representing themselves or a nonaffiliated group, may at the discretion of the Board be granted the privilege of being present and speaking at Meetings.
3. Quorum and voting rules shall be consistent with and shall be governed by the Articles in these Bylaws.
4. Presiding Officers: The President, or his/her successor in accordance with these bylaws, shall preside at all meetings of the General Membership and the Board of Directors. Committee chairpersons shall preside at their respective committee meetings.
5. Each presiding officer has the responsibility of maintaining order at the meeting over which he or she presides. If a disruptive situation develops, the presiding officer may close the meeting to all but those members of the AGM, SSM, Board or committee in question (members) and to those individuals the presiding officer or members wish to invite to remain at the meeting.

ARTICLE IV - SDSSA OFFICERS

A. SDSSA Officers Defined

The officers of the Association shall include the eleven elected general officers, the seven district commissioners and the various administrators, officials and officers appointed by the President or the Board as provided by these bylaws.

B. General Officers

The eleven elected general officers of the Association shall consist of the President, Executive Vice President, 1st Vice President, 2nd Vice President, 3rd Vice President, 4th Vice President, 5th Vice President, 6th Vice President, 7th Vice President, Secretary and Treasurer.

1. Election of General Officers

The General Officers shall be elected by majority vote of the members of the SDSSA present, or by proxy, at the Annual General Meeting of the Corporation. The vote shall be by secret ballot.

2. Terms of Office

Each Officer will be elected for a term of two (2) years. The President, Executive Vice President, 1st VP, 3rd VP, 5th VP, 7th VP, will have terms ending in odd years and the 2nd VP, 4th VP, 6th VP, Secretary and Treasurer would have terms ending in even years. The President, Secretary and the Treasurer will be filled with the most qualified candidate willing to serve without regard to District represented and will be "At Large" members of the Board.

C. District Commissioners

1. Commissioners Defined

The seven District Commissioners for the Association shall consist of a single Commissioner from each of the following seven Districts:

District 1 – West River: Rapid City and Pennington County,

District 2 – East River: Sioux Falls and Minnehaha County,

District 3 – West River north of I90,

District 4 – East River north of Highway 14,

District 5 – West River south of I90 excluding District 1,

District 6 – East River south of I90 excluding District 2,

District 7 – East River north of I90 and south of Highway 14.

3. Selection of District Commissioners

Each District Commissioner, and their alternate, shall be elected by their representative District for appointment to the board, for a term of one (1) year, by one of the following methods:

- (a) By General Membership vote of one vote per family per registered player residing within the District.
- (b) By vote of each local association located within the district with each association casting one (1) vote per two hundred (200) players with a maximum of five (5) votes per association.

D. Appointed Officials, Administrators and Officers

The appointed officials, administrators and officers of the association shall consist of the State Registrar, the State Referee Administrator, and all other officials and officers authorized by the State Board and appointed by the State President.

E. When Terms of Office Begin

The term of office for each association officer selected at the AGM or a SMM, shall commence at the conclusion of that meeting. The term of office of each association officer selected at a meeting of the Board of Directors will commence at the conclusion of that meeting.

F. Indemnification of Officers

Each Officer of the Corporation, as defined in these bylaws, shall be indemnified by the Corporation 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 of the Corporation, whether or not he/she is an Officer 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. The right of indemnification herein provided shall be in addition to, and not exclusive of, all other right to which such Officer may be entitled to and the right to indemnification herein provided shall inure to the benefit of the personal representatives of deceased Officer.

G. Vacancies

1. Filling Vacancies by Board Action

In the event an Elected General Office, other than the President, becomes vacant due to resignation, death or otherwise, the Board shall, by majority vote, elect a successor to the office. The vacancy shall be filled with a person who resides in the same area as the person vacating the office resided. The person elected shall serve until the next AGM. At the next AGM, the vacancy shall be filled by election for the remainder of the term of office, if any, in the same manner as if the term of office had expired. If a District Commissioner or Alternate position becomes vacant due to resignation, death or otherwise, a successor shall be elected by the same procedure used to elect a District Commissioner or Alternate. If the office of President becomes vacant due to resignation, death or otherwise, the Executive Vice President will become President until the next AGM.

2. Resignation of an Officer

Any Elected General Officer or District Commissioner may resign at any time by giving written notice of such resignation to the President, Secretary or Treasurer, or if those offices are vacant or made vacant by such resignation, to any other Elected General Officer. The resignation is effective at the time the resignation is received by an officer as listed herein.

3. Vacancy Created by Lack of Attendance

At any meeting of the Board called especially for that purpose, a General Officer or District Commissioner, who has missed two (2) meetings in a row, without just cause, may be removed from office by majority vote of the Board and his/her position be declared vacant, provided the officer or commissioner in question is given due notice and an opportunity to be heard.

ARTICLE V - BOARD OF DIRECTORS

A. Geographic Representation

The Board of Directors of the corporation, hereinafter referred to as the "Board" shall be composed of eighteen (18) members. At least five (5) Directors shall be from a West River District, at least five (5) Directors shall be from an East River District, and three (3) General Officers shall be "At Large".

B. Membership of the Board

1. The eighteen members of the Board of Directors will consist of the eleven elected General Officers and the seven District Commissioners, one representative from each district.
2. No two members of the same household may serve as Officers on the Board at the same time.
3. No person may serve both as an Officer and District Commissioner at the same time.

C. Duties and Powers of the Board

1. The Board shall be responsible for the transaction of all business of the Corporation.
2. The Board shall have the power to enforce the "Laws of the Game", the rulings of the "USSF", and the rulings of the "US Youth Soccer."
3. The Board shall have the power to settle disputes, protests or appeals from decisions of affiliated subordinate organizations, and its decisions shall be final, subject only to appeal to the US Youth Soccer or "USSF".
4. The Board may elect the necessary number of delegates and alternates to the "US Youth Soccer" Council at the proper time of year. Financial assistance to such delegate(s) is dependent upon the condition of the Treasury.
5. At the AGM, the Board shall give a full report of its actions, policies and procedures adopted during the preceding year.
6. The Board has the power to defray the expenses of individuals incurred while performing or traveling to perform the business of the Corporation, using the funds of the Corporation.

7. No Elected General Officer or District Commissioner shall receive any compensation from SDSSA for services rendered in either that position or as a member of the Board. Appointed Officials, Administrators or Officers may be compensated by SDSSA in such manner and in such amounts as set by the Board.
8. The Board's Rule and Regulation Making Authority
 - (a) The Board shall adopt Rules and Regulations governing soccer within the territory as defined in the "Articles of Incorporation" of the Corporation.
 - (b) The Board shall have the authority to amend such Rules and Regulations from time to time as it deems necessary.
 - (c) The Board shall give at least fifteen (15) days notice to all Members of any meeting to adopt or amend such Rules and Regulations, which notice shall include copies of the proposed Rules and Regulations or amendments thereto.
 - (d) Adopted Rules, Regulations and Policies shall be mailed to each member of the Board of Directors, Members and Associate Members, at their last known address within sixty (60) days after adoption.

D. Regular Meetings of the Board

1. Regular meetings of the Board shall be held no less than twice, nor more than four (4) times during the year.
2. The Board shall conduct its business and make its decisions in accordance with the provisions of these bylaws.
3. Notice for the Regular Meetings shall be sent to all Board Members and each member league at their last recorded address at least fifteen (15) days in advance of the Regular Meeting.

E. Special Meetings of the Board

1. The President may, on his/her own accord, or shall at the request of a majority of the Officers and District Commissioners, call a Special Meeting of the Board.
2. Notice and the voting rules for such Meetings shall be as described for the Regular Meetings of the Board.
3. Such Meetings need not be open to the Members of the Corporation.
4. Such Meetings may be held by telephone conference, if necessary, with the Notice and voting rules to be the same as for any other Meeting.

F. Quorum

A quorum for any regular or special meeting of the Board is seven (7) board members, three (3) of whom must be elected general officers. In addition, at least two (2) members must be from East River and two from West River.

G. Voting Rules for Board Members

1. Each member of the Board shall have one (1) vote. In addition, a member may also vote the proxy of another member of the Board as provided herein.
2. A simple voting majority of affirmative votes are needed to decide any issue that comes before the board. A Board Member may cast his or her vote by telephone during any Special Meeting held by telephone conference call.
3. No district may be represented by more than three (3) votes on the Board, excluding the vote of the District Commissioners, except when a member votes the proxy of another member.
4. An Alternate to the District Commissioner may represent that District and vote at any Board Meeting provided that:
 - (a) The District Commissioner is absent.
 - (b) The Alternate is the "Alternate of Record" and has been previously recognized by the Board.

- (c) The Alternate's primary affiliation is within the District represented.
 - (d) The Alternate has been selected by the represented District in accordance with these bylaws.
5. An Elected General Officer, who is unable to attend a Board meeting, may give his or her written proxy to either another member of the Board or to another member of the Association. The person holding the written proxy must file it with the Secretary or President before exercising the proxy. This rule also applies to District Commissioners who have no Alternate available to vote in their absence.

H. Emergency Committee

When, in the view of the President, the corporation is faced with a matter demanding the immediate attention of the Board and it is impractical to call a Special Meeting of the Board, the President may appoint an Emergency Committee, comprised of at least three (3) Elected General Officers in addition to the President, to meet and decide the emergency matter. The Emergency Committee, however, shall have no authority to incur debts or liabilities on behalf of the Corporation and actions taken by the Emergency Committee must be immediately reported to the Board.

ARTICLE VI - DUTIES OF OFFICERS & COMMITTEES

A. President

The President of the Association shall:

1. Be the chief executive officer of the association
2. Shall preside at all meetings.
3. May pass upon all bills and claims against the corporation and may countersign all checks.
4. May be an ex-officio member of all committees.
5. Shall make all committee appointments, subject to Board approval.
6. Shall be entitled to one (1) vote at any Board meeting, but only in the event a tie-breaking vote is needed.

B. Vice-Presidents

The Vice-Presidents, beginning with the Executive Vice President and then the remainder in order of their rank, shall succeed to the powers of the President in his/her absence and shall have such additional duties as designated by the President or the Board.

C. Secretary

The Secretary shall be responsible for keeping all correspondence of the Corporation and will keep all necessary records, including minutes of the meetings of the Board, AGM and SMM.

D. Treasurer

The Treasurer shall:

1. Shall have charge over all property of the Corporation.
2. Have charge of the finances of the Corporation and report on the condition of the finances as requested by the Corporation.
3. Submit a full report to the AGM concerning the financial transactions for the past year, including:
 - (a) The fund balances then on hand.
 - (b) A current bank statement from the financial institution(s) in which the funds of the Corporation are held.
 - (c) A proposed annual budget for approval by the membership.

4. Sign all checks (except Referee Fund checks) which must be countersigned by at least one other person as may be designated by the Board.

E. District Commissioners

District Commissioners will provide communication between the local associations and leagues in his or her district and the state association and the state association and his or her local associations and leagues. District Commissioners will also perform those duties assigned from time to time by the Board or the President.

F. State Director or Operations / State Registrar

1. Appointment and Evaluation

The State Registrar shall be appointed by the Board to serve at the pleasure of the Board and shall have no voting privileges. The performance of the Registrar shall be reviewed by the Board each odd-numbered year.

2. Duties and Authority

The duties and authority of the State Registrar include the following:

- (a) Those specifically designated in the Rules and Regulations of the SDSSA or as otherwise be established by the Board.
- (b) The Registrar will attend all Board meetings unless otherwise excused by the Board.
- (c) May appoint as many assistants as may be necessary to insure that the duties of the position are properly conducted, provided, however, that at least one such assistant shall be appointed from the Area in which the Registrar does not reside.
- (d) Will assure that players are registered and rostered in compliance with the Rules and Regulations of US Youth Soccer and USSF.
- (e) May propose to the Board various Registration Rules, as needed, to serve the needs of the SDSSA and to assure compliance with US Youth Soccer and USSF.
- (f) Will supervise the registration/rostering of players in regard to the State "A" and "B" tournaments and of the Challenge Cup.
- (g) Will provide to the Secretary General of the USSF an annual report on the activities of the Association and the most current annual financial statements within 90 days after the start of the USSF's seasonal year.
- (h) The Registrar will provide to the USSF information and documents as follows:
 1. Provide annually to the USSF copies of the Corporation's constitution, bylaws and other governing documents.
 2. Submit changes to those documents to the USSF for approval not later than 90 days after adoption.
 3. Copies of these documents will be made available to all members at their request.

G. State Referee Administrator

A State Referee Administrator (**SRA**) shall be nominated by the Board for appointment by the USSF. The SRA shall have no voting privileges on the Board. The duties of the SRA shall include:

1. Those specifically designated in the Rules and Regulations of the SDSSA and the USSF.
2. As may otherwise be established by the Board.
3. Attend all Board meetings unless otherwise excused by the Board.
4. Appoint as many assistants as may be necessary to ensure that the duties of his/her position are properly conducted, provided however, that at least one such assistant shall be appointed from the Area in which the SRA does not reside.

5. The SRA shall sign all checks on the Referee Fund account, which shall be countersigned by one other person as designated by the SDSSA Board of Directors.
6. The performance of the SRA shall be reviewed by the Board in each odd-numbered year.
7. The SRA shall make a full report of the financial condition of the Referee Fund to the Board at each annual meeting or as often as requested by the President.

H. Standing Committees

The President shall have the right to appoint committees subject to Board approval to assist him/her and the Board in the administration of the corporation. Committee Chairpersons are to attend all Board meetings to report on the activities of the committee. They are non-voting members. Such committees may include, but not be limited to the following:

1. **Competitive Soccer Committee** - Shall plan, organize, administer and govern the state club soccer program, including matters affecting State Championship and all Regional qualifying play, under the supervision and direction of the SDSSA Board of Directors.
2. **State High School Committee** – Shall plan, organize, administer and govern the state high school soccer program under the supervision and direction of the SDSSA Board of Directors.
3. **Recreational Soccer Committee** – Shall plan, organize, administer and govern the state recreational soccer program, including the state recreational tournament, under the supervision and direction of the SDSSA Board of Directors. The committee shall consider and decide all requests for exceptions to the state recreational tournament rules and the rules governing rostering teams eligible to participate in the state recreational tournament.
4. **Risk Management Committee** – Shall assist the Director of Risk Management in the planning and administration of SDSSA's risk management program, under the supervision and direction of the SDSSA Board of Directors.
5. **Nominations Committee** – Will recruit, review and nominate candidates at the AGM for election to the SDSSA Board of Directors.
6. **Audit Committee** - an audit shall be required at least every two years or more often as determined by the Board.
7. **Olympic Development Committee** – Shall plan, organize, administer and govern the state olympic development program under the supervision and direction of the SDSSA board of Directors.

ARTICLE VII - MEMBERS OF SDSSA

A. Membership Eligibility

The South Dakota State Soccer Association is a member of the United States Youth Soccer Association (US Youth Soccer), and a member of the United State Soccer Federation (USSF). The SDSSA and its members are open to all soccer organizations. The SDSSA and its member organizations shall provide an equal opportunity to all soccer players, coaches, trainers, managers, administrators and officials, without discrimination on the basis of race, color, religion, age, sex or national origin to participate. An organization or individual subject to suspension under Section 4 of USSF Bylaw 241 is ineligible.

Any league/club association including any amateur soccer organization within South Dakota or an individual who is a player, coach, trainer, manager or administrator not subject to suspension under section 4 of Bylaw 241 of the USSF is a member of SDSSA through that individual's membership or association with a league/club as an elected officer or member of the board of directors or if the individual occupies an unpaid administrative position. These members must be willing to play or conduct the game of soccer football under the "Laws of the Game" as promulgated by the USSF and the USYSA with headquarters within the territory as defined in the "Articles of Incorporation" and abide by the Bylaws and Rules and Regulations of the Corporation.

B. Affiliated Member Organizations

An Affiliated Member Organization is an organization of four (4) or more teams (of any type) which is a youth soccer organization headquartered in South Dakota, is a charitable organization, is recognized by the IRS as being a 501.c.3 organization and is registered with South Dakota State Soccer Association, and which supports and actively promotes the purpose and activities of the SDSSA by having soccer playing and educational opportunities for its members. Subject to adherence to all other SDSSA guidelines, organizations not recognized as IRS 501.c.3 organizations or organizations of three (3) or fewer teams may be considered for membership with approval of the SDSSA Board of Directors.

C. Good Standing

A member in good standing is one whose current SDSSA fees are paid and who complies with the provisions of the USSF Articles of Incorporation, Bylaws, policies and SDSSA Bylaws and standing rules. The Board of Directors may review the status of any affiliated member organization. If any affiliated member organization fails to meet member organization qualifications, the board of directors may recommend deactivation of its membership.

D. Member Responsibilities

Each SDSSA Affiliated Member Organization will annually submit its membership fee, membership reports, and copies of current bylaws, policies and procedures. It will have a board of directors of at least four (4) officers who are distinct and different individuals. It will register every soccer player on a team which is sponsored, financed, coached or administered by the Affiliate Member Organization with the SDSSA. It will participate in the SDSSA Risk Management Program.

E. New Member Organizations

Any Application for Membership into the South Dakota State Soccer Association requires completion of the "Application for a New Club" and submission of all required documentation which includes:

1. A letter outlining the general purpose of the organization, the area it will serve, and a request to be considered for membership.
2. Articles of Incorporation
3. Constitution and/or Bylaws
4. Operating Rules
5. A list of organization officers
6. Documentation showing the application for or the granting of 501.c.3 status with the Internal Revenue Service
7. A check made payable to "South Dakota State Soccer Association" in the amount of \$25.

The new club must declare its affiliation to the South Dakota State Soccer Association, the United States Youth Soccer Association, the United States Soccer Federation and FIFA.

The SDSSA will not sanction a new Affiliated Member Organization in any given area/district/city that already has a member that is in good standing with SDSSA. The SDSSA will allow a new Affiliated Member Organization that is already served in an area/district/city if the current Affiliated Member Organization does not provide a specific program, i.e. an Affiliated Member Organization provides recreational soccer but not competitive. Then the SDSSA would possibly allow a new Affiliated Member Organization to start a competitive program but not a recreational program.

The application and approval process may take 4-6 weeks. Once the application has been approved, a letter of notification will be sent to the listed club president. Applications for new clubs are accepted at any time during the year however clubs will only be granted a franchise status to begin operations no earlier than August 1 of the coming registration year.

Membership Fees: Members of the Corporation may be required to pay affiliation/member fees to SDSSA in an amount determined by the Board.

F. Authority of the Board Over SDSSA Members

The Board shall have the sole authority and right:

1. To determine if qualifications for membership are met.
2. To require Affiliated Member Organizations to meet all of the requirements of this Article
3. To determine the length and conditions of any trial period or suspension, if any.
4. To enforce any other deadlines or requirements as may be defined in the "Articles of Incorporation," these Bylaws or the Rules and Regulations of the Corporation.
5. After affording due process, to impose sanctions on any member Association that habitually violates the provisions of this Article.

G. Associate Members

Associate Members or Associates of the Corporation are those who do not fulfill the criterion for membership outlined in these bylaws. Associate Members shall include but are not be limited to

Private and Public School Teams
Soccer Booster Clubs
Referee Associations
Coaches Associations
Other organizations supporting soccer

Associate Members of the Corporation may be required to pay affiliate/member fees to SDSSA in an amount determined by the Board.

H. Membership Voting Provisions

The Corporation Membership shall be divided into two classes, Voting and non-Voting.

Voting members are defined as those Members who fulfill the criteria for membership outlined in these bylaws

Member Associations are entitled to cast votes at the Annual General Meeting or any Special Meeting of the Membership based on the number of their registered players as provided in these bylaws.

For each AGM or SMM, each Member Association shall appoint, in writing, a delegate(s) and assign to that delegate(s) the number of votes he or she can exercise up to the total allowed the Member Association in these bylaws. A Delegate's appointment must be filed with the President or Secretary before the start of the meeting.

ARTICLE VIII - REGISTRATION OF PLAYERS

Member Associations must comply with the following rules when registering players with the SDSSA:

A. General Requirements

Written copies of the registration/rosters for each season must comply with the Registration Rules and must be filed with the State Registrar by the registration deadline established by the Board.

B. Permanent / Yearly Deadline May Be Set by Board

The Board may either establish a permanent spring and fall registration deadline date, to apply to all future seasons, or the Board may establish, on a yearly basis, deadlines for that year only.

C. Deadline for Board to Act

If the Board elects to establish registration deadlines on a yearly basis, the Board must decide the spring deadline by March 1, and the fall deadline by July 1, for the year in question.

D. Default Deadline if Board Fails to Act

If the Board fails to set a registration deadline by the date set forth above (either on a permanent or yearly basis), the registration deadline, by default, will be the second Monday in April for the spring season and the second Monday in September for the fall season.

E. Notification of Deadline Set

All Associations will be promptly notified of the deadlines set, whether by action of the Board or by default.

F. How Rosters Filed

Registration/rosters will be deemed filed with the Registrar when they are actually received by the Registrar or postmarked by the US Postal Service, whichever is earlier. The Registrar will promptly acknowledge receipt of all registration/rosters.

G. Roster Changes After Filing

Any roster changes or additions, made after the filing date, must be filed with the Registrar within seven (7) days of the change.

H. Failure to File

If any Member Association fails to file its registrations/rosters by the established deadline (for all players intended to be registered with SDSSA), that Member Association will be automatically considered in bad standing. An Association will automatically return to good standing once its registration/rosters have been filed, provided this is done before any final deadline set by the Board as provided herein.

I. Bad Standing

No member, player or team of an Association in bad standing may participate in any soccer game, practice or other activity sanctioned by SDSSA. No Member Association, no SDSSA registered player, and no SDSSA rostered team may participate in any sanctioned activity with any player or team from an Association in bad standing.

J. Final Deadline

At the time the registration deadlines are set, the Board may also set a final deadline after which no further changes or additions to registrations/rosters will be accepted and no late filing of registrations/rosters by Associations in bad standing will be allowed.

K. Notification of Associations in Bad Standing

The President will promptly notify all Member Associations of any Association considered in bad standing under these rules and of any Association which has returned to good standing by compliance with these rules.

L. Emergency Extension of Time

Under extraordinary circumstances, the President may extend an Association's registration deadline beyond that set by the Board of by these bylaws.

M. Mailing List Based on Registrations

The mailing list comprised of such roster/registration information will be the property of the Corporation.

N. Dispute Resolution

Any dispute arising under this section will be resolved under Dispute Resolution provisions of these bylaws and the procedures adopted by the Board thereunder.

ARTICLE IX - DISPUTE RESOLUTION

A. Dispute Resolution Procedure Required

The Board of Directors will adopt an appeal and protest procedure that is consistent and not contrary to the policies and procedures required by the USSF and USYSA. All USSF's policies and procedures will take precedent over USYSA's requirements. The SDSSA will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. These policies and procedures shall include a statement that all grievances involving the right to participate and compete in activities sponsored by the USSF and SDSSA and its members may be appealed to the USSF's Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.

B. Exhaustion of Remedies Before Legal Action

No league, club or other association, official, team, coach, player or any other member of the SDSSA or their representative, may invoke the aid of the Courts of any State or of the United States without first exhausting all available remedies within the appropriate soccer organizations as required by their bylaws, policies and procedures as well as the SDSSA. For violation of this bylaw, the offending party shall be liable to the SDSSA and the applicable local league/club for all expenses incurred by the SDSSA and its officers, and the applicable league/club and its officers, as appropriate, in defending each court action, including but not limited to the following: court costs, attorneys fees, reasonable compensation for time spent by SDSSA and the applicable league/club and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances, travel expenses and expenses for holding special board of directors meetings necessitated by court action.

ARTICLE X - AMENDMENTS

A. Requirements to Amend Bylaws

These Bylaws may be amended at any AGM or SMM by a two-thirds (2/3) majority vote of the members present.

B. Notice of Proposed Amendments

Copies of proposed amendments shall be mailed to each member of the Board of Directors, Member and Associate Member, at last known address, at least twenty-one (21) days in advance of the meeting date.

C. Notice of Adopted Amendments

Adopted amendments shall be mailed to each member of the Board of Directors, Member and Associate Member, at last known address, within sixty (60) days after adoption.