

# SDYSA Bylaws

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# South Dakota Youth Soccer Association, Inc.

## Corporate Bylaws

### November, 2014

#### 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 Youth Soccer Association, Inc. (SDYSA), a not-for-profit corporation, hereinafter referred to as the Corporation, the Association or SDYSA, 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 conduct of its affairs.

##### **B. Headquarters**

The headquarters of the corporation shall be located in the city where the corporate office exists. 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 SDYSA will not discriminate against any individual on the basis of race, color, religion, age, gender, 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 months of either February or March at which meeting the election of Officers and appointment of District Commissioners shall be held. This change would take place for the 2020 Annual General Meeting which will then be held in February or March of 2021.

#### **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 SDYSA.

#### **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 non-affiliated 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 - SDYSA OFFICERS**

### **A. SDYSA Officers Defined**

The Officers of the Corporation shall include the elected General Officers and the District Commissioners.

### **B. General Officers**

The elected General Officers of the Association shall consist of the President, Vice President of Districts, Representative from the Directors, Secretary and Treasurer.

1. **Recruitment for positions of General Officers.**

The Executive Director will appoint a Recruitment Committee of 3 to 5 persons, with not more than one person from any one affiliated organization. The Recruitment Committee will recruit candidates and accept nominations and/or applications for all open positions for the upcoming Annual General Meeting election.

- a. Candidates must submit their intent to run to the Recruitment Committee no later than 45 days prior to the Annual Meeting.
- b. The Recruitment Committee will submit to each member affiliate, at least 30 days prior to the election, a list of all candidates for a position along with any supporting documents provided by the candidates.
- c. Nominations for the position of the Representative from the Directors will be open to current directors of the operating committees only. If no candidates are interested then the nomination pool will be open to members of the operating committees.

2. **Nominations from the floor.**

Nominations from the floor are not allowed, unless there are no candidates for an office to be elected.

3. **Election of General Officers**

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

4. **Terms of Office**

Each Officer will be elected for a term of two (2) years. The President, Treasurer, and District Commissioners from the 1<sup>st</sup>, 3<sup>rd</sup>, and 5<sup>th</sup> Districts will have terms ending in odd years and the Secretary, and District Commissioners from the 2<sup>nd</sup>, 4<sup>th</sup>, and 6<sup>th</sup> Districts would have terms ending in even years. The four Officer positions (President, Representative from the Directors, Secretary and the Treasurer) will be filled with the most qualified candidate willing to serve without regard to District representation and will be "At Large" members of the Board.

### **C. District Commissioners**

1. **Commissioners Defined**

The District Commissioners for the Association shall consist of one Commissioner from each of the following six Districts:

Northeast District: McPherson, Brown, Campbell, Marshall, Day, Clark, Roberts, Grant, Deuel, Hamlin, and Codington counties.

West District: Harding, Butte, Lawrence, Meade, Perkins, Corson, Ziebach, Haakon, Stanley, Pennington (excluding City of Rapid City), Custer, Fall River, Shannon, Bennett, Jackson, Jones, Mellette, Todd, and Dewey counties.

West Central District: City of Rapid City.

Central District: Tripp, Lyman, Walworth, Edmunds, Faulk, Hyde, Hand, Buffalo, Brule, Gregory, Charles Mix, Douglas, Davison, Aurora, Jerald, Sanborn, Beadle, Potter, Sully, Hughes, and Spink counties.

Southeast District: Kingsbury, Brookings, Miner, Lake, Moody, Hanson, McCook, Hutchinson, Tuner, Lincoln, Bon Homme, Yankton, Clay, Union, and Minnehaha (excluding City of Sioux Falls) counties.

East District: City of Sioux Falls.

Clubs within each district:

1. **Northeast District:** Hub City Soccer Club (Aberdeen), Britton, Milbank-Grant County, Groton, Watertown, and Webster.
2. **West District:** Belle Fourche, Custer, Edgemont, Hill City, Hot Springs, Lead-Deadwood, Spearfish, and Sturgis.
3. **West Central District:** Black Hills Rapids (Rapid City).
4. **Southeast District:** Brandon, Brookings, Riverfront SC (Dell Rapids), SoccerMadison (Madison), Tea, Tempo SC (Tea), Vermillion, and Yankton.
5. **Central District:** Chamberlain, Ipswich, Mitchell, Parkston, Capital Area Soccer (Pierre), Oahe FC (Pierre), Redfield, Wessington Springs, and Woonsocket.
6. **East District:** Dakota Alliance Soccer (Sioux Falls).

## **2. Selection of District Commissioners**

One District Commissioner, and one 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.

## **3. Selection of the Vice President**

The six District Commissioners will select one commissioner to act as the Vice President of the Board of Directors and to sit on the Executive Committee. The Vice President position will be selected annually by the six commissioners at the AGM.

## **D. Appointed Officials, Administrators and Officers**

The appointed officials and administrators of the Organization shall consist of the Executive Director, Director of Player Development, State Administrator, the State Referee Administrator, the State Youth Referee Administrator as defined below.

### **1. Executive Director**

This position is appointed by the Board of Directors. The Executive Director is responsible for managing the staff and operations of the association, and holds an ex officio position on the Board of Directors, Executive Board, and all committees of the association.

### **1. Director of Coaching**

This position is appointed by the Executive Director and confirmed by the Executive Board. The Director of Coaching is responsible for oversight of parent and coach education, player

development, ODP program, and membership support. The Director of Coaching serves as the state ODP Head Coach, and holds a non-voting position on the Board of Directors.

2. State Administrator

This position is appointed by the Executive Director and confirmed by the Executive Board. The State Administrator serves as the registrar, business manager, insurance administrator, technical support, and ODP administrator for the association. The State Administrator holds a non-voting position on the Board of Directors.

3. State ODP Coaches

These positions are appointed by the Director of Coaching. State ODP Coaches assist with player identification, training, and coaching for the ODP program.

4. State Referee Administrator

The State Referee Administrator (SRA) shall be jointly appointed by the Adult and Youth State Associations within the State. (A mutually acceptable nominee will be selected by the Referee Committee and the Board of Directors when the State Associations cannot agree.) The SRA shall be appointed for a specified two (2) year term and may be reappointed. An interim SRA may be appointed, as provided in US Soccer Policy 531-1, to fill a vacancy during the specified two (2) year term. The SRA shall work in cooperation with the State Referee Committee in implementing and administering all Federation programs for officials, instructors, assignors, and assessors within the State that they are registered and shall serve as liaison between the State Associations.

5. State Youth Referee Administrator

State Youth Referee Administrator (SYRA) shall be appointed by the Organization after consultation with the SRA. The SYRA shall be appointed for a specified two (2) year term. The SYRA may be reappointed. An interim SYRA may be appointed to fill a vacancy during the specified two (2) year term. At the discretion of the Organization, the SYRA, or designee if there is no SYRA available, will be responsible for implementing and administering Federation programs specifically for Grade 9 Referees. The SYRA or designee will also serve as registrar for this grade level.

6. Other Appointed Officials

The President, in consultation with the Executive Director, may appoint additional officials or administrators to support special projects or ongoing operations of the association.

### **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 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. In the event of a board resignation, notification will be sent to the board and to the member associations within 2 weeks of the effective date.

## **3. Vacancy Created by Lack of Attendance**

At any meeting of the Board called especially for that purpose, a General Officer or District Commissioner is expected to attend. If two (2), three (3) or four (4) meetings are held in a year (from AGM to AGM, a board member may miss no more than one (1) meeting without just cause, or he/she 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 ten (10) members. The six (6) District Commissioners will be the representative from their geographical district, and the four (4) General Officers shall be "At Large".

##### **Membership of the Board**

1. The ten members of the Board of Directors will consist of the four elected General Officers and the six District Commissioners, one representative from each district plus an alternate.
2. No two members of the same household may serve as Officers on the Board at the same time.
3. No district may be represented by more than (2) votes on the Board excluding the votes held by the district representatives.

#### **B. 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", the rulings of the "US Futsal Federation", 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, "US Futsal", 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 SDYSA for services rendered in either that position or as a member of the Board. Appointed Officials, Administrators or Officers may be compensated by SDYSA 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 and futsal 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 communicated to each member of the Board of Directors, Members and Associate Members, at their last known address within sixty (60) days after adoption.

**C. 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 affiliate at their last recorded physical or electronic address at least fifteen (15) days in advance of the Regular Meeting.

**D. 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.

**E. Quorum**

A quorum for any regular or special meeting of the Board is six (6) board members, two (2) of whom must be elected general officers, and three (3) of whom must be district commissioners. In addition, at least two (2) members must be from East River and two from West River.

**F. 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 two (2) votes on the Board excluding the votes held by the district commissioners.
- 4. An Alternate to the District Commissioner may represent that District and vote at any Board Meeting provided that:
  - (a) One of the District Commissioners 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.

## **G. Executive Board**

The Executive Board shall consist of five voting members: the President, Vice President of Districts, Representative from the Operating Directors, Secretary, and Treasurer. The Executive Director shall serve on the Executive Board as a non-voting member. The Executive Board shall have full authority to transact any and all business of the Board of Directors when the Board of Directors is not in session, provided the actions are in accordance with the policies established in these bylaws as well as any instructions expressly declared by the Board of Directors. In general, the Executive Board shall be immediately responsible for oversight of the regular operations of the Association, while the Board of Directors shall attend to the strategic direction and policies under which the Association operates. The Executive Board shall meet at least once per quarter at such time liabilities on behalf of the Corporation and action taken by the Executive Board must be regularly reported to the Board of Directors at scheduled meetings, and to the membership at the Annual General Meeting. Three voting members shall constitute a quorum.

## **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 two (2) District Commissioners 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-President**

The Vice-President 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. Representative from the Directors**

The Representative from the Directors will communicate the interests and bring all proposals from the operating committees along with the paid staff to the Board.

#### **D. 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.

#### **E. 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) Works with the Executive Director to present a proposed annual budget for approval by the membership.

## F. 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.

## G. Executive Director

### 1. Appointment and Evaluation

The Executive Director shall be appointed by the President subject to Board approval to serve at the pleasure of the Board and shall have no voting privileges. The performance of the ED shall be reviewed by the Executive Board each odd-numbered year.

### 4. Duties and Authority

**Responsibilities:** *The Executive Director (ED) leads and manages South Dakota Youth Soccer Association and all programs offered under the guidance and vision established by the Board of Directors.*

*The ED is responsible for playing a vibrant and creative leading role in the implementation of South Dakota State Soccer's strategic plan. The ED must ensure that the long range strategy achieves SDYSA's mission, and that consistent and timely progress toward that goal is achieved by continuously evaluating effectiveness and viability of existing programs and suggesting potential changes.*

Specific Objectives and Areas of Development for the ED:

- (a) Oversee and guide the philosophy and pathways for the development of players at all levels of the game by administering directives from the SDYSA Board of Directors
- (b) Integrate US Soccer, US Youth Soccer, US Futsal, and USYS Region II philosophies and pathway to guide all programs, practices and decision making laid out into a SDYSA strategic plan and/or business plan as approved by the SDYSA Board of Directors
- (c) Administers programs, tournament, and event development in conjunction with the SDYSA Board of Directors and the membership

### SDYSA Executive Director Duties:

- (d) Maintain procedures for monitoring and evaluating the progress of the Technical Development Plan
- (e) Maintain partnership with US Soccer, US Futsal, and US Youth Soccer as well as developing new partnerships that will contribute to the SDYSA Player Development plan
- (f) Facilitate clubs, leagues and affiliations by providing resources and guidance
- (g) Responsible for creating a budget with the Treasurer, President, and/or a finance committee.
- (h) Handles all grievances, mediations, league issues, insurance issues and regional/national matters on behalf of SDYSA.
- (i) Serves as a point of contact or ex officio on all SDYSA Board appointed committees.
- (j) Serves as a point of contact at Regional and National events and meetings as a representative for SDYSA.
- (k) Manages the SDYSA State Office, employees and contract labor individuals.
- (l) The ED shall give a full report of their actions during the period between board meetings and annually to the membership at the AGM.
- (m) 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.
- (n) The ED 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.

#### **H. State Referee Administrator and the State Youth Referee Administrator**

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

1. Those specifically designated in the Rules and Regulations of the SDYSA 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 or SYRA 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 SDYSA Board of Directors.
6. The performance of the SRA and the SYRA shall be reviewed by the Board in each odd-numbered year.
7. The SRA and the SYRA 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.

#### **I. Standing Committees**

1. 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:
  - (a) **Nominations Committee** – Will recruit, review and nominate candidates at the AGM for election to the SDYSA Board of Directors.
  - (b) **Audit Committee** - an audit shall be required at least every two years or more often as determined by the Board.
2. The Executive Director shall have the right to appoint committees, subject to Board approval to assist him/her and the Board in the operations of the corporation. Each committee will have an SDYSA staff member appointed to represent the Board, and an appointed Director will act as the chairperson of each committee. Quarterly reports of each committee will be submitted to the Board detailing the activities of the operating group.

### **ARTICLE VII – MEMBERS OF SDYSA**

#### **A. Membership Eligibility**

The South Dakota Youth 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 SDYSA and its members are open to all soccer organizations. The SDYSA 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, gender, 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 SDYSA 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 Youth Soccer Association, and which supports and actively promotes the purpose and activities of the SDYSA by having soccer playing and educational opportunities for its members. Subject to adherence to all other SDYSA 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 SDYSA Board of Directors.

## **C. Good Standing**

A member in good standing is one whose current SDYSA fees are paid and who complies with the provisions of the USSF Articles of Incorporation, Bylaws, policies and SDYSA 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 SDYSA 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 participate in the SDYSA Risk Management Program.

## **E. New Member Organizations**

Any Application for Membership into the South Dakota Youth 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 Youth Soccer Association" in the amount of \$100.

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

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. The SDYSA 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, or if the potential Affiliated Member Organization offers programming that is not significantly similar to the already existing Affiliate. Then the SDYSA would consider a new Affiliated Member Organization for membership. The new club/organization will be provisionally recognized for a one (1) year probationary period. After one year, a second year probationary period may be put in place. No later than two years after the initial acceptance of the application, with evidence the organization has adhered to South Dakota Youth Soccer Association bylaws and rules, the organization will be submitted for final approval and full membership status.

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

## **F. Authority of the Board Over SDYSA Members**

### **SDYSA BYLAWS**

#### **Page 14 of 15**

As Amended by the AGM on 11-16-2019

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 SDYSA 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 to 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 SDYSA:

#### **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 SDYSA), 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 SDYSA. No Member Association, no SDYSA registered player, and no SDYSA 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 precedence over USYSA's requirements. The SDYSA 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 SDYSA 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 SDYSA 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 SDYSA. For violation of this bylaw, the offending party shall be liable to the SDYSA and the applicable local league/club for all expenses incurred by the SDYSA 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 SDYSA 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 communicated to each member of the Board of Directors, Member and Associate Member, at last known email at least twenty-one (21) days in advance of the meeting date.

##### **C. Notice of Adopted Amendments**

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