



## **Boonville Soccer Academy By-Laws revised 7/1/2012**

### **Article 1 Name**

This organization shall be known as the **Boonville Soccer Academy** (hereinafter “BSA”)

### **Article 2 Purpose**

The BSA shall develop, promote, and administer a youth soccer club for players ages eight (8) to nineteen (19) residing primarily in Boone, Cooper, Howard, Moniteau, Pettis, and Saline Counties, Missouri (exceptions may be made by the BSA Board of Directors).

The mission of the BSA is to promote soccer in the Boonville area by providing a quality training environment for youth players, coaches, and referees to participate, develop, and enjoy the game of soccer at all levels and provide them with the necessary skills and values to succeed in life.

The mission is based on the philosophy of achieving excellence in the game of soccer by promoting the physical development, mental growth, and moral character of its participants while strengthening their love of soccer.

The BSA and its constituents will operate in cooperation with other youth soccer clubs and leagues in the mid-Missouri area in its mission of promoting soccer and sportsmanship.

### **Article 3 Offices**

The principal office of the BSA shall be located in the state of Missouri.

The address of the resident agent of the BSA required by the Missouri Not-For-Profit Corporation Act of said state may be, but need not be, identical with the principal office of the BSA. The address of the principal office and the designation of the resident agent may be changed from time to time as authorized by the Board of Directors.

### **Article 4 Seasonal Playing Year and Fiscal Year**

The seasonal year of the BSA shall begin on the first day of August in each year and end on the last day of July in the following year. The Board of Directors shall determine the fiscal year.

### **Article 5 Membership**

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

#### **5.1 Types of Members and Memberships**

Membership in the BSA is comprised of one (1) parent or guardian for each registered player and all persons who participate directly in the work of the BSA (Board members, coaches, and other employees). Example: if a single guardian has one player, that family has one Member; if two guardians have one player, that family has one Member; if two guardians have two players, that family has two Members; if two guardians have more than two players, that family has two Members. The number of Members per player family may not exceed two (2).

### 5.1-1 Adherence to Standards

Each Member of the BSA will adhere to the by-laws, policies, and codes of conduct of the BSA.

### 5.2 Voting Rights

Members who are in good standing with the BSA shall have the right to vote at the Annual General Meeting and any special meeting of the membership of the BSA. Each Member shall only have one (1) vote per item. Members must be in attendance at the meeting in order to vote.

### 5.3 Membership Meetings

#### 5.3-1 Annual General Meeting of Members

The BSA shall have an Annual General Meeting of its Members in the last quarter of the calendar year. The Board of Directors shall determine the date, time, and location of that meeting. Written notification by mail, e-mail, newsletter, and/or posting at the playing fields of the BSA to all Members shall be made at least thirty (30) days prior to the Annual General Meeting.

Business at the Annual General Meeting will include the election of representatives to the Board of Directors and any other business. Board Members will take office on January 1.

#### 5.3-2 Special Membership Meetings

The Board of Directors may call a special meeting of the membership at any such time as the Board of Directors deems necessary. Written notice of the meeting by mail, email, newsletter, and/or posting at the playing fields of the BSA must be attempted in good faith to all Members at least seven (7) days in advance of the special meeting.

#### 5.3-3 Quorum for Membership Meeting

A quorum shall consist of the smaller, fifty (50) Members or ten percent (10%) of the total number of Members in attendance.

#### 5.3-4 Vote Requirements

Action of the membership on general issues shall be by a simple majority of ballots cast, unless otherwise provided by the by-laws. Action of the membership on election of Board Members shall be by count of ballots cast with those nominees elected to the open Board of Directors seats determined by ranked number of votes. For example, if there are five nominees for three open Board seats, then only the three nominees with the highest vote counts shall be considered elected.

## **Article 6 Board of Directors**

### **6.1 General Authority**

The business, property, and affairs of the BSA shall be managed and controlled by a Board of Directors. All authority of the BSA shall be vested in a Board of Directors unless specified otherwise in these by-laws.

The Board of Directors is responsible for developing, reviewing, amending, and enforcing the by-laws, policies, and codes of conduct of the BSA, including, but not limited to, decisions affecting finance, membership status, and appeals procedures.

The Board of Directors may delegate responsibility for day-to-day operations associated with these activities.

### **6.2 Board Composition**

6.2-1 There shall be four (4) elected Directors of the BSA (President, Vice-President, Secretary, Treasurer), which number may from time to time be increased or decreased by resolution adopted by not less than a majority of the Board of Directors. All Members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations, and restrictions.

6.2-2 There shall be three (3) appointed Board Members:

A. The Board of Directors will have a representative appointed from the Boonville Parks and Recreation Department. This will be an annual appointment beginning on August 1.

Representatives may or may not be voting members at their organization's discretion.

B. The Board of Directors will have a representative from the Central Missouri Soccer Referee Association. This will be an annual appointment beginning on August 1. Representatives may or may not be voting members at their organization's discretion.

C. The Board of Directors will have a representative of a Team Manager from the BSA selected by the BSA Team Managers. This will be an annual appointment beginning on August 1.

### **6.3 Restrictions on Service on Board of Directors**

A. Members of the Board of Directors must be Members of the BSA and be at least 18 years of age.

B. No person convicted of a felony within the previous ten (10) years may serve as a member of the Board of Directors. Notwithstanding the previous sentence, in no event shall a person serve as a member of the Board of Directors if he or she has been convicted of a sex crime or a crime involving the abuse of a child. Any person who is charged with a criminal act shall be suspended from the Board of Directors pending outcome of the charges.

C. Any person missing four (4) regularly scheduled Board meetings in any preceding twelve (12) months shall be deemed to have immediately resigned as a member of the Board of Directors. Absences may be excused by the Board of Directors. Furthermore, the Board of Directors may remove or dismiss from office any appointed or elected member of the Board of Directors for reasonable cause by due process followed by a two-thirds (2/3), or greater, vote of the Board of Directors unless otherwise provided in these by-laws.

D. The authority to determine breaches of duties of care, loyalty, or candor shall rest with the Board of Directors. Generally, no Board member may financially gain as a result of any activity of the Board of Directors, or be associated with the company or organization contracting or doing business or potentially in conflict with the BSA in any form, unless the Board member has provided full disclosure and received authorization, approved or ratified by a majority of non-interested Members of the Board of Directors.

## 6.4 Meetings

### 6.4-1 Regular Board Meetings

The Board of Directors shall hold at least six (6) regular Board meetings over the calendar year, and may meet at other times, as directed by Board of Directors. The President shall determine the time and location of these meetings and give reasonable notice of the meetings. Reasonable notice as it relates to regular meetings shall mean not fewer than seven (7) business days. Such notice shall include but not be limited to the agenda, date, time, and place of the meeting. If the meeting is by a means other than in person, the notice shall also include the means by which the general membership may observe the meeting.

### 6.4-2 Special Board Meetings

Meetings for a special purpose may be called by the President or upon written application by at least one-third (1/3) of the Board of Directors. A minimum twenty-four-hour notice of meetings for a special purpose shall be given and this notice shall state the purpose.

### 6.4-3 Written Consents In Lieu Of Meetings

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if, prior to such action, a written consent thereto is signed by two-thirds (2/3) of the Members of the Board of Directors (either on a single document or in counterparts), and such written consent is filed with the minutes of the proceedings of the Board of Directors.

### 6.4-4 Teleconferencing and Other Electronic Meetings

A Board Member may participate in any meeting by, or conduct any meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

### 6.4-5 Meeting Minutes

Minutes of all meetings shall be maintained in the corporate minute books.

## 6.5 Quorum and Voting Requirements

### 6.5-1 Quorum

A quorum is a simple majority of the Board of Directors. A quorum must be present at all times during Board meetings in order to conduct business.

### 6.5-2 Votes

A member of the Board of Directors shall have one (1) vote.

### 6.5-3 Vote Required

A majority vote of the Board of Directors in attendance at a meeting shall be required for any action of the Board of Directors unless otherwise specified in these by-laws.

## 6.6 Officers

The officers of the BSA shall consist of the President, Vice President, Secretary, and Treasurer. Officers shall be elected by vote of the Board of Directors following the Annual General Meeting. The newly elected officers will take office January 1, and they will serve a two (2) year term. To assure continuity of leadership, the officer elections should be staggered as follows whenever possible; President and Secretary elected in even numbered years, Vice Presidents and Treasurer elected in odd numbered years.

### 6.6-1 President

The President shall have the following duties and responsibilities:

- A. To oversee and coordinate the activities of the BSA, the Board of Directors, and designee(s) of the Board of Directors.
- B. To preside at all Board and membership meetings.
- C. To appoint special or ad hoc committees, subject to Board of Directors approval.
- D. To appoint, subject to ratification by the Board of Directors, chairs and other Members of all standing committees except where otherwise provided.
- E. The President (or his delegate) will attend MYSA district/state meetings.
- F. Other duties as specified by the BSA job descriptions.

### 6.6-2 Vice President

The Vice President shall have the following duties and responsibilities:

- A. To assume the duties of the President in the case of the resignation of the President or during a temporary absence or during the inability of the President to perform the functions of that office.
- B. To sign money disbursements made in the name of the BSA.
- C. Other duties as specified by the BSA job descriptions.

### 6.6-3 Secretary

The Secretary of the BSA shall have the following duties and responsibilities:

- A. To oversee communication between the BSA and its Members to insure that all are kept informed of the activities of the BSA.
- B. To maintain the official records of the BSA.

- C. To be responsible for recording the minutes of all the BSA meetings including, but not limited to, the Board of Directors, Executive Committee, and membership meetings. The Secretary is not responsible for recording the minutes of committee meetings.
- D. To maintain the by-laws and meeting minutes and distribute them as needed.
- E. Will deliver by e-mail, mail, and/or hand the minutes of all meetings to the Board of Directors within two weeks after the meeting.
- F. For informing Members of meetings, handling correspondence of the BSA, and carrying out such other duties as shall be delegated.
- G. To sign money disbursements made in the name of the BSA.
- H. Other duties as specified by the BSA job descriptions.

#### 6.6-4 Treasurer

The Treasurer of the BSA shall have the following duties and responsibilities:

- A. To ensure the sound financial operation of the BSA.
- B. To oversee the financial (including budget process) policies and procedures for the BSA.
- C. To oversee the financial records, payment of bills, and the investments of assets.
- D. To prepare the annual budget.
- E. To sign money disbursements made in the name of the BSA.
- F. To present a statement of account at every regular meeting of the BSA of the Board of Directors and at other items when requested by the Board of Directors and make a full report at the Annual General Meeting.
- G. To serve as chair of the Finance Committee.
- H. Other duties as specified by the BSA job descriptions.

6.6-5 Other additional duties and responsibilities may be filled by Members of the Board of Directors or by designee(s) of the Board of Directors if desired.

#### 6.7 Executive Committee

The officers serve as the Members of the Executive Committee. The Board of Directors may authorize the Executive Committee to act on its behalf from time to time. In such cases, the executive committee will only retain such power and authority as specifically directed by the Board of Directors.

#### 6.8 Executive Director, Registrar, and other Staff

6.8-1 The Executive Director and Registrar are non-voting ex-officio Members of the Board of Directors. The Executive Director and Registrar are expected to attend all Board meetings exclusive of any meeting or portion of a meeting where they are the topic, unless the Board of Directors invites them to said meeting.

6.8-2 The Executive Director, Registrar, and other staff shall be hired, supervised, and reviewed annually by the Executive Committee. The duties and job descriptions of the Executive Director, Registrar, and other staff shall be specified in the BSA job descriptions.

6.8-3 The Board of Directors may designate the Executive Director to hire, supervise, and review all other staff by a two-thirds (2/3) majority vote.

## 6.9 Terms of Office

6.9-1 Directors of the BSA shall take office on January 1 after they are elected by the membership at the applicable Annual General Meeting, or immediately upon appointment by the Board of Directors in order to fill a vacancy.

6.9-2 Directors shall serve two-year staggered terms of office. Approximately one half (50%) of Directors, in order to provide for staggered terms, will be elected each year. An initial term schedule, approved by the Board of Directors, will be used to establish staggered terms. Directors may not serve more than three (3) consecutive full terms.

## 6.10 Vacancies

Vacancies during the term of any Director shall be filled by appointment by the President, subject to ratification by a majority vote by the Board of Directors. A vacancy in the office of the President shall be filled by appointment by the Board of Directors. Any person appointed to fill a Director vacancy shall serve for the balance of the term of the vacated Director.

## 6.11 Nominations and Elections

6.11-1 Each year, at the Annual General Meeting, all Directors positions needing to be filled will be elected in accordance with these by-laws. The Board of Directors shall present a list of proposed candidates for each position to the Members at least thirty (30) days prior to the Annual General Meeting. The Board of Directors shall prepare a ballot of Directors for consideration by the Members at the Annual General Meeting, which shall include at least one (1) name for each position to be filled.

6.11-2 Any Member in good standing may make additional nominations for each position from the floor.

## 6.12 Committees

The BSA shall have the following standing committees, and may establish additional special committees as desired. The Board of Directors President shall appoint all standing and special committee chairs, subject to Board of Directors approval, except that the Treasurer shall serve as the chair of the Finance Committee. The chair of the committee may select the other Members of the committee, which may be comprised of Members of the BSA. The chair of the committee serves at the pleasure of the President of the BSA.

### A. Finance Committee

The Treasurer is chair of the Finance Committee which includes at least two (2) other Members. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget with staff and other Board Members. The Board of Directors must approve the budget, and all expenditures must be within the budget. The Board of Directors must approve any major change in the budget.

Annual reports are required to be submitted to the Board of Directors showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board Members, and the public if requested. The Finance Committee will also recommend the selection of the outside auditor and oversee the relationship with the auditor, including responding to the auditor's recommendations.

#### **B. Nominating Committee**

The Nominating Committee will consist of at least two (2) Board Members and is responsible for the preparation of priorities for Board of Directors composition. The committee will meet with prospective Board Members, recommend candidates to the Board of Directors, recommend a slate for the Annual General Meeting to the Board of Directors, conduct orientation for new Board Members, and suggest non-Board Members for special committees formed by the Board of Directors.

#### **Article 7 Indemnification**

To the extent not inconsistent with the laws of the state of Missouri, every person (and the heirs, estate, executors, administrators, and personal representatives of such person) who is or was a Director of paid or volunteer staff of the BSA shall be indemnified by the BSA as provided in the act.

#### **Article 8 Parliamentary Authority**

"Robert's Rules of Order" may govern the BSA in all cases where they are not inconsistent with these by-laws or any special rules of the order the BSA may adopt, as well as state law.

#### **Article 9 Amendments to By-Laws**

9.1 Any proposed amendments of the BSA by-laws shall be submitted in writing to the Board of Directors at least sixty (60) days prior to the membership meeting at which the proposed amendments will be submitted for a vote.

9.2 Notice of any proposed by-law amendment must then be given to Members at least thirty (30) days prior to any Annual General Meeting called or held to consider such proposed amendment. In order to adopt the proposed by-law, two-thirds (2/3) of the votes cast at said meeting must vote in favor of the proposed modifications.

9.3 Any proposed by-law amendment that is approved in accordance these by-laws will become effective on the date specified by the Board of Directors in the notice given to Members, or at such later date as the Board of Directors may propose at the time of the vote (but not earlier) taken by the Members, or unless as otherwise adopted by amendment and approved at the time of the vote by the Members.



### **Article 10 Exempt Status**

Any and all assets of the BSA are permanently dedicated to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws). The BSA shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends to its Members, Directors, officers, or persons having a private interest in the activities of the BSA, except that the BSA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these by-laws.

No substantial part of the activities of the BSA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the BSA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. In the event the BSA is dissolved, the Board of Directors shall pay, satisfy, and discharge all liabilities and obligations of organizations engaged in activities substantially similar to those of the BSA and organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization under Section 501(c)(3) of Internal Revenue Code of 1986 (or corresponding provisions of future laws).