

BY LAWS OF NORTH METRO SOCCER ASSOCIATION ("NMSA")

ARTICLE 1

MISSION STATEMENT

North Metro Soccer Association Mission:

The mission of North Metro Soccer is to provide progressive, recreational and competitive soccer opportunities through a positive and diverse environment that maximizes participation and improves player's skills, while developing sportsmanship, teamwork and self confidence.

ARTICLE 2

MEMBERSHIP

Section 1. Membership in this Association will be open to the following as classified:

- A. **INDIVIDUAL MEMBERSHIP.** One member of each immediate family, 18 years or older, representing registered players of that family in the North Metro Soccer program. No one family will have more than one vote at the Annual Meeting.
- B. All Board of Directors ("Directors") members shall hold voting membership should they not be included in A.
- C. Directors retain the right by or majority vote to suspend voting privileges for members not in good standing.

ARTICLE 3

MEMBERSHIP MEETINGS

Section 1. **PLACE.** All meetings of the membership will be held at a place that is determined by the Directors and is adequate to serve the membership.

Section 2. **ANNUAL MEETINGS.** The annual meeting of the members will be held on the month of October each year.

Section 3. **SPECIAL MEETINGS.** Special meetings of the members, for any purposes, will be called by the President, or will be called by the President and Secretary at the request of a majority of the Directors, or at the request of, in writing, twenty (20) of the members entitled to vote at such meeting. Such a call will state the purpose or purposes of the meeting, and business transacted at all special meetings will be confined to the purposes stated in the call.

Section 4. **NOTICE OF ANNUAL OR SPECIAL MEETING..** Notice of the Annual General

Meeting shall be published on the front page of North Metro's web site at least 30 days before the meeting. Any special meetings shall be published at least 7 days prior to the date.

Section 5. QUORUM FOR ANNUAL OR SPECIAL MEETING. The presence of the Directors at the Annual meeting or special meeting in person of 50% +1 of Directors entitled to vote. 7% of the total general membership will constitute a quorum when considering new business.

Section 6. VOTING. At each meeting of the membership, individual members and members of the Directors will be entitled to one vote. There will be no voting by proxy except if a notarized proxy note has been received specifying how the vote is to be cast one week before the scheduled meeting. Upon demand of any member, the vote for directors, or the vote upon any question before the annual meeting, will be by ballot. All elections will be held and all questions decided by majority vote.

ARTICLE 4

BOARD MEETINGS

Section 1. ELECTION OF DIRECTORS.

- A. The management and business of this Corporation will be vested in the Directors consisting up to fifteen (15) but not fewer than eleven (11) members. Elections will be held at the annual meeting as described in these by-laws. 50% of +1 Director member will be elected in years ending in an even number. The remaining members will be elected in the years ending in an odd number. Each director so elected will serve for a term of two (2) years. Those positions up for election shall be posted on the website along with the name of any individual interested in said position. Results are to be determined by a simple majority vote. If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the directors then in office by majority of vote, may choose a successor or successors, who will hold office for the unexpired term where the vacancy occurred.
- B. A new Director member may not be the 3rd member representing from any single team.

Section 2. NOTICE OF ANNUAL MEETING. The regular annual meeting of the Directors will be held, without notice after the annual meeting in the month of November for the purpose of election of offices (president, vice-president, secretary and treasurer) for the ensuing year.

Section 3. NOTICE OF REGULAR MEETINGS. Regular meetings of the Directors will be held without notice to the general membership at such times as the majority of the members of the board may determine.

Section 4. NOTICE OF SPECIAL MEETING. Special meetings of the Directors may be called by the President at any time and will be called by him/her whenever requested to do so by at least three (3) members of the Directors. Notice of special meetings will be given at each director personally, by telephone, or by mail at least three (3) days prior to the meeting. A special meeting may be called without notice to the Directors if a full Board convenes and all

agree to the holding of the meeting at such time and place and waive all rights of notice thereof. Any section that might be taken at a meeting by the Directors may be taken without a meeting if done in writing, and signed by all the Directors. Any Board member that misses more than two (2) consecutive meetings even with an excuse will be subject to removal from office if a quorum of the remaining Board members so decide. A quorum of the Board has the right to remove a Board of Director.

Section 5. QUORUM. At all meetings of the Directors greater than 50% will be necessary and sufficient to constitute a quorum for the transaction of business and the acts of majority of Directors present at any meeting at which there is a quorum will be the acts of the Directors.

Section 6. ORDER OF BUSINESS. The Directors may determine the order of business at their meetings.

ARTICLE 5

POWERS OF DIRECTORS

Section 1. TRANSFER OF ASSETS TO CORPORATION. The Directors will have the authority to approve and accept all property and facilities to be turned over to the Corporation.

Section 2. EMPLOYEES. The Directors will have the power to appoint and remove, at pleasure, all agents and employees of the Corporation.

Section 3. COMMITTEES. Standing Committees include: Executive Committee (President, Vice President, Treasurer and Secretary), Recreational Committee and Competitive Committee. The Directors may establish committees, provide rules and regulations therefore, and appoint chairmen thereof as it may deem necessary.

Section 4. OTHER POWERS. In addition to the powers and authority conferred upon them by this and the other Articles of these bylaws, the Directors will have the power to do all lawful acts necessary and expedient to the conduct of the business of this Corporation, that are not conferred upon the members by these by-laws, by the Articles of Incorporation or by statute.

Section 5. REGISTRATION FEES. The registration fee of the individual members will be covered as part of the individual program registration. The dollar amount of the fees will be set by the Board each season based on the fund balance at the end of the previous soccer year and the projected costs of the program for the upcoming year.

ARTICLE 6

EXECUTIVE OFFICERS

Section 1. PRESIDENT. The President will be the Chief Executive Officer of the Corporation. He/she will preside at all meetings of the membership and the Directors. The President is responsible for the enforcement of all laws, rules and regulations of the Corporation. In

addition, the President will appoint, and if necessary, change the personnel of, any adhoc committees. The President will also appoint the chairpersons of any special committees with the approval of the Board. The President will have the power to invite persons not members of the Board to regular or special meetings of the Corporation. The President will perform all duties specified in the Articles and by-laws of the Corporation and shall be imposed by the resolution of the Directors. The President, along with the Vice-President, will sign all written contracts and obligations of the Corporation. The President shall not cast a vote unless it is a tie vote and his/her vote shall be the deciding vote.

Section 2. VICE PRESIDENT. The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as the Directors will prescribe.

Section 3. SECRETARY. The Secretary will attend all sessions of the Directors and all meetings of the members and record all votes and the minutes of all proceedings in a book kept for that purpose. The Secretary will give or cause to be given, notice of all meetings of the members and the Directors. The Secretary will keep in safe custody the seal of the Corporation, and when authorized by the Board, affix the same to any instruction requiring it.

Section 4. TREASURER. The Treasurer shall oversee the financial accounts of North Metro Soccer. This includes overseeing the work of the Operations Treasurer and ensuring an accurate account of receipts, deposits and disbursements and other valuable effects in the name and to the credit of the Corporation, in such depositories as may be designated by the Board of Directors. The Treasurer will ensure the accurate disbursement funds of the Corporation as may be ordered by the Board. The Treasurer will work with the Operations Treasurer to ensure the proper use of vouchers to account for disbursements, and will give to the President and the Directors, at the regular meeting of the Board, or whenever they may require it, an account of any or all transactions and of the financial condition of the Corporation. The Treasurer will give the Corporation a bond, if required, by a majority of the Board of Directors, in such amount as they determine, and with honor or more sureties satisfactory to the Board, for the faithful performance of the duties of his/her office, and for the restoration of the Corporation, in case of his/her death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her control, belonging to the Corporation. Such bonding will be paid for by corporate funds.

Section 5. VACANCIES. If the position of any Executive Office becomes vacant, by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the Directors then in office, by a majority vote, may choose a successor or successors, who will hold office for the unexpired term in respect of which such vacancy, occurred.

ARTICLE 7

CORPORATION RECORDS

Section 1. RECORDS. The Directors will keep a complete record of all of their minutes and acts, and of the proceedings of the member, and present a full statement at the regular annual meeting of the members, showing in detail all assets and liabilities of the Corporation.

ARTICLE 8

FINANCES

Section 1. **DISBURSEMENTS.** Disbursements of the Association will be made by check and signed by up to two Directors, one of which must be an Officer of the Corporation. The Board will designate and approve up to four (4) Board members, one being the Treasurer, as signers. Up to two (2) staff members may sign checks in case of an emergency.

Section 2.

- A. **APPROVAL AUTHORITY.** The Board must approve all financial plans and their accompanying operating plans prior to execution of individual programs. The Board must approve individual purchases exceeding \$500. A Board designated and approved appointee will negotiate contracts or agreements with local suppliers to enable those agents named by him/her to charge expendable and miscellaneous items of \$500 or less required to operate individual programs on a day-to-day basis.
- B. **CHARGE ACCOUNT(S).** Authorization to use such charge accounts must be limited to two (2) individuals per program and only for the duration of the program. Bills from such supplies must be reviewed and approved by the Directors prior to payment.

Section 3. **LEGAL DOCUMENTS.** The President and Treasurer of the Association will sign all legal documents as evidence of indebtedness of the Association with a signed copy being kept by the Secretary.

Section 4. **FISCAL YEAR.** The fiscal year of the Association will begin on January 1st and terminate on December 31st of each year.

ARTICLE 9

STANDARD OF CAUSE

Section 1.

- A. It is the responsibility of each officer and director of this Corporation to discharge his/her duties as a director in good faith, in a manner the person reasonably believes to be in the best interests of the Corporation, and with the care of ordinarily prudent person in alike position would exercise under similar circumstance.
- B. All Directors are required to sign NMSA Interest policy and disclose all potential conflicts. A Director has material/financial interest in each organization in which the director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.

Section 2. A contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and an organization in or of which one or more of this

Corporations' directors, officers or legal representatives or have a material financial interest, is not void or voidable because of the director or directors of other organizations are parties or because of the director or directors are present at the meeting of the Directors or a committee at which the contract or transaction is authorized, approved or ratified, if:

- A. The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the content or transaction was, fair and reasonable as to the Corporation at the time it was authorized, approved or ratified:
- B. The material facts as to the contract or transaction as to the directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

ARTICLE 10

INDEMNIFICATION

Section 1. To the full extent permitted by the Minneapolis non-profit Corporation act, as amended from time to time or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and whomsoever brought , including any such proceeding, by or in the right of the Corporation), whatever civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member, director or officer of the Corporation, or he or she is or was serving at the specific request of the Directors of the Corporation as a directors, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation by the affirmative vote of a majority of the directors present at a duly held meetings of the Directors for which notice stating such purpose has been given against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; Provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person in not indemnified by such other Corporation, partnership, joint venture, trust or other enterprise.

Section 2. The indemnification provided by the Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

ARTICLE 11

MISCELLANEOUS

Section 1. AMMENDMENTS TO THE BY-LAWS. The By-laws may only be amended when a formal, written request is made and only when two-thirds (2/3rds) of the Directors vote for the change.

This is to certify that the foregoing By-laws have been duly adopted by the Corporation this 10th day of September, 2017.

_____	_____
_____	_____
David Tarleton	Tony Brown
_____	_____
_____	_____
Lisa McDaniel	Nichole Schroeder
_____	_____
_____	_____
Dan Stocke	Lisa Langsdorf
_____	_____
_____	_____
Antoine Ziegler	Ryan Schroeder
_____	_____
_____	_____
Matt Hauptert	Julie Owens
_____	_____
_____	_____
Kara Dahl	Lori Jorgenson
_____	_____
_____	_____
Fred Guenther	Sara Chartier

David LaFlamme