

Oahe FC

By-Laws



7/11/19

[First Reading 3/24/2020](#)  
[Second Reading 4/23/2020](#)

## Oahe FC By-Laws

### **ARTICLE 1. Name and Purpose**

**Section 1.** The name of the Corporation is Oahe FC, Inc. hereinafter referred to as Oahe FC.

**Section 2.** The purpose of this corporation shall be to promote, improve and enhance youth soccer in central South Dakota. The Oahe FC shall be administered as a 501 (c)(3) nonprofit educational organization.

The Oahe FC shall maintain itself as a member in good standing of the South Dakota State Youth Soccer Association, and will comply with the constitution, by-laws, and rules and regulations of the United States Youth Soccer Association and the South Dakota State Soccer Association.

### **ARTICLE 2. Membership**

**Section 1. Membership and Voting Rights.** The general membership of Oahe FC shall consist of all adults, eighteen (18) years or older, who are actively participating in the Oahe FC program. The membership shall include, but not limited to:

- a. Parents/guardians of registered players,
- b. Head coach of each team,
- c. Referees recognized by the Oahe FC Board of Directors for membership purposes, and
- d. Other adults recognized by the Oahe FC Board of Directors for membership purposes. Membership granted by recognition by the Board of Directors is renewable on August 1 of each year. Adults qualifying for membership are considered registered adults.

**Section 2. Membership Voting.** Each registered adult, head coach, and each officer of the Oahe FC in good standing shall have one vote on matters acted upon by the general membership.

**Section 3. Suspension of Members.** The Board of Directors may suspend any of its members by a two-thirds majority vote.

### **ARTICLE 3. Board of Directors**

**Section 1. General Powers.** The business and affairs of the Corporation shall be managed by a Board of Directors which shall exercise all of the powers assigned to it as by law, the Articles

Comment [KL1]: Added for clarification

of Incorporation or these bylaws. The Board of Directors shall be responsible for setting policy for the transaction of all business of the Oahe FC in accordance with the by-laws and shall be responsible for the declaration of the standing, good or bad, of the teams. The Board of Directors shall, upon recommendation of the President, approve additional rules and regulations for governing operation and competitions not explicitly covered by the rules and regulations. The Board of Directors shall have power to make and adopt such policies, rules and regulations, not inconsistent with law or these By-Laws. The Board of Directors shall further select and approve all coaches.

**Section 2. Qualifications.** No person shall be eligible to become or remain a Director who is not a member of Oahe FC or is an active coach for one or more of the teams. Upon establishment of fact that a Director is holding office in violation of any of the foregoing provisions, the Board of Directors shall remove such Director from office.

Nothing contained in this section shall affect in any manner whatsoever the validity of any action taken at any meeting of the Board of Directors.

**Section 3. Number of Directors and Terms of Office.** There shall be seven Directors serving on the Board of Directors. Elections shall be held during the annual membership meeting. A Director shall serve a term of two years. The terms of office shall be staggered as closely as possible so that each year approximately three of the Directors' terms shall expire. The Board of Directors shall vote to determine who will serve as **President, Vice President, Treasurer, Secretary,** [officers] Boys Director, Girls Director and the Parent Representative [crossed out PR] [added chair of coaching committee]. ~~The duties of these directors will be as follows:~~

- a. ~~**Boys Director:** This position will act as the representative for all boys teams and as a liaison between the coaching staff and the Board of Directors. They are responsible to resolve parent or coach complaint conflicts and provide information and views of the boy's teams that are registered in the club.~~
- b. ~~**Girls Director:** This position will act as the representative for all girls teams and as a liaison between the coaching staff and the Board of Directors. They are responsible to resolve parent or coach complaint conflicts and to provide information and views of the girl's teams that are registered in the club.~~
- c. ~~**Parent Representative:** There will one parent representative who will act as liaison, of the parents, to the Board of Directors. They are responsible to share the views of the parents in the club and to assist the Boys and Girls Directors in resolving parent complaints or issues.~~

**Section 4. Removal of Directors.** In the event of the permanent absence of an officer of the Oahe FC due to illness, resignation, or other cause, the Board of Directors shall appoint a

**Comment [KL2]:** Added for clarification

**Comment [KL3]:** JS proposed by-law changes [...] in grey

**Comment [KL4]:** Move duties to Article 4 Section 4

**Comment [KL5]:** JS proposed by-law changes [...] in grey a.-c. deleted also.

replacement in an acting capacity until a permanent replacement is named by the general membership in accordance with the voting procedures for elected officers. An officer absenting himself from three successive meetings of the Board of Directors without explicit just cause may have his office declared vacant by the Board. Any or all of the Directors may be removed for cause by a majority vote of all the remaining directors.

**Section 5. Voting.** Each member of the Board of Directors shall have one vote at the regular meetings of the Board of Directors. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A member of the Board of Directors shall abstain from voting on issues explicitly concerning his or her own immediate family member.

**Section 6. Exempt Activities and Compensation.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by and organization except under Section 501(c)(3) of the Internal Revenue code. No compensation shall be paid to directors for their services on the Board of Directors.

**Section 7. Written Action.** Any action required to be taken at a meeting of the board of directors, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if consent, in writing, setting forth the action so taken, shall be signed by a majority of the Directors entitled to vote with respect to the subject matter thereof.

#### **ARTICLE 4. Officers/Directors**

**Comment [KL6]:** Added for clarification

**Section 1. Election and Term of Office.** The elected officers of the Oahe FC shall be: President, Vice-President, Treasurer, Secretary. The officers will be elected for a term of one (1) year by the Board of Directors. Each officer and board member shall hold office until the successor shall be duly elected and qualified or until his or her death or until he or she shall resign or be removed in the manner hereinafter provided.

**Section 2. Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby.

**Section 3. Duties of Officers -** ~~The elected officers of the club shall be President, Vice-President, Past President, Treasurer, and Secretary.~~

**Comment [KL7]:** This is redundant above Art 4 Sec 1

**Comment [KL8]:** Delete. Past president is not an elected position.

- a. President:** The President shall direct the officers, committees, and boards, and shall act as the presiding officer at all meetings of the Board of Directors and general membership. The President shall be responsible for conducting the business of the Oahe FC for making rulings which interpret policy of the Board of Directors, for coordinating the activities of the Oahe FC, for general administration, and for other

duties as the Board of Directors may approve or direct. The President shall administer the affairs of the Oahe FC in accordance with the by-laws, rules and regulations, and execute the policies directed by the Board of Directors.

- b. Vice-President:** The Vice-President shall assume the duties of the President in the absence of the President. The Vice-President shall recommend long range projects and goals for the betterment and growth of the Oahe FC (i.e. facilities, equipment, etc.).
- c. Treasurer:** The Treasurer shall oversee the collection of all dues and fee, shall have charge of all monies, issue bills and receipts for dues and fees, and pay all bills due of the Oahe FC including payment of referees. The Treasurer shall maintain checking and savings accounts in a reputable bank in the name of Oahe FC, with signature requiring two (2) of the following: President, Vice President, Treasurer, or Secretary. The Treasurer shall keep a detailed record of income and expenditure and submit a written detailed monthly report to the Board of Directors and a written general report at each annual general membership meetings.
- d. Secretary:** The Secretary shall record the minutes of all meetings and shall maintain and distribute meeting minutes, notice of all meetings, and a calendar of events. With input from the Board of Directors, the Secretary shall prepare for the approval of the President, the calendar of events, including Oahe FC and SDSSA deadlines and milestone, and shall update the calendar as necessary. The Secretary shall assist the Presiding officer at all meetings in determining and maintaining the agenda and shall perform other duties as directed by the President.

**Section 4. Duties of Directors – Directors not serving as officers will have the following duties.**

**Comment [KL9]:** Added for clarification

- e. Boys Director:** This position will act as the representative for all boys teams and as a liaison between the coaching staff and the Board of Directors. They are responsible to resolve parent or coach complaint conflicts and provide information and views of the boy's teams that are registered in the club.
- f. Girls Director:** This position will act as the representative for all girls teams and as a liaison between the coaching staff and the Board of Directors. They are responsible to resolve parent or coach complaint conflicts and to provide information and views of the girl's teams that are registered in the club.
- g. Parent Representative:** There will one parent representative who will act as liaison, of the parents, to the Board of Directors. They are responsible to share the

views of the parents in the club and to assist the Boys and Girls Directors in resolving parent complaints or issues.

### **Section 5. Duties of Past President –**

**Comment [KL10]:** Added for clarification

- h. Immediate Past President:** ~~This is an ex-officio position.~~ The outgoing President will automatically fill this position for a period of ~~two~~ one years or until the next president moves to this position. The past president will assist the incoming president with transition of duties and support the board of directors with historical knowledge of the organization. This is a non-voting title.

**Comment [KL11]:** Moved from c. (not part of the seven directors) to bottom of duty section. Added clarification of duties in this new format of the board of directors.

Removal of elected officers for cause may be done at any general membership meeting. A two-thirds majority of the votes cast is required for removal.

## **ARTICLE 4. Officers [JS]**

**Comment [KL12]:** JS proposed by-law changes for this section.

**Section 3. Duties of Officers.** The elected officers of the club shall be President, Vice President, Past President, Treasurer, and Secretary.

**a. President:** The President shall direct the officers, committees, and boards, and shall act as the presiding officer at all meetings of the Board of Directors and general membership. The President shall be responsible for conducting the business of the Oahe FC for making rulings which interpret policy of the Board of Directors, for coordinating the activities of the Oahe FC, for general administration, and for other duties as the Board of Directors may approve or direct. The President shall administer the affairs of the Oahe FC in accordance with the by-laws, rules and regulations, and execute the policies directed by the Board of Directors.

**b. Vice-President:** The Vice-President shall assume the duties of the President in the absence of the President. The Vice-President shall recommend long range projects and goals for the betterment and growth of the Oahe FC (i.e. facilities, equipment, etc.).

**c. Immediate Past President:** This is an ex-officio position. The outgoing President will automatically fill this position for a period of two years.

**d. Treasurer:** The Treasurer shall oversee the collection of all dues and fee, shall have charge of all monies, issue bills and receipts for dues and fees, and pay all bills due of the Oahe FC including payment of referees. The Treasurer shall maintain checking and savings accounts in a reputable bank in the name of Oahe FC, with signature requiring two (2) of the following: President, Vice President, Treasurer, or Secretary. The Treasurer shall keep a detailed record of income and expenditure and submit a written detailed monthly report to the Board of Directors and a written general report at each annual general membership meetings.

**e. Secretary:** The Secretary shall record the minutes of all meetings and shall maintain and distribute meeting minutes, notice of all meetings, and a calendar of events. With input from the Board of Directors, the Secretary shall prepare for the approval of the President, the calendar of events, including Oahe FC and SDSSA deadlines and milestone, and shall update the calendar as necessary. The Secretary shall assist the Presiding officer at all meetings in determining and maintaining the agenda and shall perform other duties as directed by the President.

**Section 4. Duties of Officers.** The duties of these directors will be as follows:

a. **Boys Director:** This position will act as the representative for all boys teams and as a liaison between the membership the Board of Directors. They are responsible to address parent or coach conflicts and provide information and views of the boy's teams that are registered in the club. The Boys Director shall serve as co-chair of the Rules and Regulations Committee.

b. **Girls Director:** This position will act as the representative for all girls teams and as a liaison between the membership and the Board of Directors. They are responsible to address parent or coach conflicts and to provide information and views of the girl's teams that are registered in the club. The Girls Director shall serve as the co-chair of the Rules and Regulations Committee.

c. **Coaches Committee Chair.** This position will serve as the chair of the coaches committee and shall be responsible for convening the committee and providing the recommendations of the committee to the board for approval. The Coaches Committee Chair shall address any coach conflicts and provide any information and views of the coaches of club teams to the board.

Section 5. **Duties of Immediate Past President.** The immediate past president will automatically fill this position for a period of one year or until the next president is eligible for the position. The past president will assist the incoming president with transition of duties and support the board of directors. This is a non-voting title.

Removal of elected officers for cause may be done at any general membership meeting. A two thirds majority of the votes cast is required for removal. Article

## **Article 5. Committees**

**Section 1. Establishment of Committees.** Committees shall be established by the Board of Directors.

### **Section 2. Duties of the Committees**

- a. **Finance:** The finance committee shall be led by the Treasurer and shall include such other officer and members appointed by the President to establish an annual budget for the functions of the Oahe FC. The finance committee shall periodically review and report to the Board of Directors.
- b. **Fund Raising:** The fund-raising committee shall be responsible to carry out those revenue generating activities within the area, region and state for the support of the Oahe FC's activities, equipment, and facilities.
- c. **Rules & Regs:** The rules and regulations committee shall review the by-laws, rules and regulations in view of the conduct and competition and the operation of the Oahe FC and shall make recommendation for amendment and change. At least one report shall be submitted to the Board of Directors each seasonal year at the Board of Directors meeting prior to the annual general membership meeting.

- d. **Coaching Committee:** The coaching committee shall be made up of the current coaches and will make recommendations to the Board regarding the Girls and Boys Program to include training materials and criteria, practices, tournament, etc. The coaching Committee shall elect a chairperson. The chairperson of the Coaching Committee shall be an ex-officio member **and report to the board.**
- e. **Additional Committees:** Additional committees may be appointed by the President as necessary. They will be responsible to report to the Board of Directors as requested.

**Comment [KL13]:** For clarification

## **Article 5. Committees [JS]**

**Comment [KL14]:** JS proposed by-law changes for this section.

### **Section 2. Duties of the Committees**

- a. **Finance:** The finance committee shall be ~~led~~ **chaired** by the Treasurer and shall include such other officer and members appointed by the President to establish an annual budget for the functions of the Oahe FC. The finance committee shall periodically review and report to the Board of Directors.
- b. **Fund Raising:** The fund-raising committee shall be **chaired by the Vice President and** responsible to carry out those revenue generating activities within the area, region and state for the support of the Oahe FC's activities, equipment, and facilities.
- c. **Rules & Regs:** The rules and regulations committee shall **be co-chaired by the Boys Director and the Girls Director and be responsible to** review the by-laws, rules and regulations in view of the conduct and competition and the operation of the Oahe FC, ~~and~~ **The committee** shall make recommendation for amendment and change **to any by-law, rule or regulation, as needed.** At least one report shall be submitted to the Board of Directors each seasonal year at the Board of Directors meeting prior to the annual general membership meeting.
- d. **Coaching Committee:** The coaching committee shall be made up of the ~~current board approved head~~ coaches and will make recommendations to the Board regarding the Girls and Boys Program to include training materials and criteria, practices, tournament, etc. ~~The coaching Committee shall elect a chairperson. The chairperson of the Coaching Committee shall be an ex-officio member of the board. The coaches committee shall be chaired by a member of the Board.~~
- e. **Additional Committees:** Additional committees may be appointed by the President as necessary. They will be responsible to report to the Board of Directors as requested.

## **Article 6. Meetings**

**Section. 1. Annual Meeting.** The annual meeting of members shall be held in July of each year on a date to be established by the board of directors, for the purpose of electing directors, pass upon reports for the previous year and transact such other business as may come before the meeting.



**Section 2. Special Meetings.** Special meetings of the general membership may be called for a particular purpose by petition of the head coaches of three or more teams or by the Board of Directors, who shall fix the time and place within the State of South Dakota and provide notice as required by these by-laws.

**Section 3. Board of Director Regular Meetings.** The Board of Directors shall meet as necessary for the purpose of reviewing the operations of the Oahe FC. The presiding officer shall, at each meeting, reserve a suitable portion of the time for the officers to meet as the Board of Directors to conduct appropriate business. Additional meetings shall be held as deemed necessary by the President.

**Section 4. Notice of Meetings.** Written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ~~10~~ **7** days before the date of meeting, either personally, by mail, or email to each active member of record and posted on the official website.

**Comment [KL15]:** Propose to change to 7 days instead of 10.

**Section 5. Presence of Others.** The general membership is welcome at any Board of Directors meetings, as nonvoting members, and may address business from the floor.

**Section 6. Meeting Procedure and Order of Business.** The order of business at all membership meetings, except special meetings, shall be:

- a. Meeting brought to order
- b. Roll call
- c. Recognition of guests and visitors
- d. Approval of minutes of previous meeting
- e. New business from the floor
- f. Board of Director's reports / Committee reports
- g. Unfinished business
- h. New Business
- i. Miscellaneous
- j. Adjournment
- k. Executive Session

**Section 7. Meetings by Electronic Communication.** The Board of Directors need not conduct a meeting at a geographic location, and may instead hold a meeting by any means of electronic communication which allows the members to read or hear the proceedings, vote on matters submitted to the members, pose questions and make comments.

## **Article 7. Administration**

**Section 1. Fiscal Year.** The seasonal/fiscal year of the Oahe FC shall begin August 1 and end July 31 each calendar year.

**Section 2. Dissolution.** The assets of the Oahe FC, in case of dissolution, will be turned over to a nonprofit organization determined by the Board of Directors and in accordance with state and federal law.

**Section 3. Amendments and Modifications.** Amendments and modifications to the by-laws may be made only at an annual meeting or a special membership meeting called for the particular purpose. A simple majority of votes cast is required to approve amendments to the bylaws.

Amendments and modifications to the rules and regulations may be made by a majority vote of the Board of Directors in attendance at any regularly scheduled meeting.

Amendments and modifications to the by-laws and rules and regulations shall take effect immediately but shall not be applied retroactively.

**Section 4 Contracts.** Except as those otherwise provided in these By-Laws, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 5 Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, and all notes, bonds or other evidences of indebtedness, issued in the name of the Corporation, shall be signed by such officer or officers, agents or agent, employee or employees of the Corporation, and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

**Section 6 Immunity.** No director is liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties and responsibilities of such director, unless the act or omission involved willful or wanton conduct, as provided for in South Dakota law.

**Section 7 Books and Records.** Oahe FC shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors; and shall keep at its principal office a record of the names and addresses of its members entitled to vote. The records required by this section may be kept in electronic format.

**Section 8 Rules of Procedure.** All business meetings of OFC shall be governed by the most recent version of Roberts Rules of Order.

**Section 9 Fees.** Fees will be determined based on club fees, tournament fees, state fees, uniform fees and any other costs of the club associated with the participation of the teams in the season. Player cards won't be signed and uniforms will not be distributed until fees are collected.