



# 2020 Annual General Meeting

We have sent this to what we feel is the best address for the Affiliate Member (e.g. club, league, BOD). Please forward to the appropriate person. This is your chance to support your State Soccer Association.

Attached to this email you will find the Notice of the Annual General Meeting, member credentials and voting ballot, along with the minutes from the last AGM. In the notice you will find detailed information about proposals to changes to the current bylaws. Please read the notice over carefully as it will detail all the changes we are proposing.

This year we will be hosting the **AGM virtually**. Once you submit your credentials letting us know who will be attending you will be sent the link to join the Virtual AGM.

Please click the below link to submit the **member credentials**, please fill this out to let us know who your voting representative is. The credential form is only for elections.

**SUBMIT  
MEMBER CREDENTIALS**

Please click the below link to submit **Solicitation of Ballots**, to be signed by your member representative. We are requesting these to be filled out whether or not you will be attending the AGM. The Solicitation of Ballots is to vote on approval of the 2019 AGM minutes and approval of updates/changes to the NSS Bylaws which are outlined in the below notice.

**SUBMIT  
MEMBER BALLOTS**

We ask that you invite all of your Board Members and any guests who wish to attend!

Interested in running, or know someone interested, for a NSSA leadership position? Email Casey Mann for more information, [executive@nebraskastatesoccer.org](mailto:executive@nebraskastatesoccer.org)



District Commissioner Positions up for election at the 2020 AGM: District 2, District 4, & District 6



If you are a voting affiliate member, you must be in good standing with the State Association to vote. In other words, you must be current on your account prior to the meeting. Invoices were sent out last week to all the registrars. Check with your registrar, get with your treasurer and send the payment to the state office. We want you to be a part of the event!

**MINUTES  
OF THE ANNUAL GENERAL MEETING  
OF THE MEMBERS  
OF THE NEBRASKA STATE SOCCER ASSOCIATION**

Pursuant to previous advance notice, the Annual General Meeting of the Members of the Nebraska State Soccer Association (“NSSA”) was held at 9:00 a.m. on November 9, 2019 at Creighton University, 602 N. 20<sup>th</sup> St., Omaha, NE 68154 (“AGM”).

Michael Doria presided at the meeting. Attending the meeting as guests were Mark Vogelsang and Hannah Fischer Frey.

**1. Call to Order and Announcements**

Michael Doria called the meeting to order at 9:16 a.m.

Michael introduced the guests in attendance.

Michael announced that a quorum of the members was present (in person or by proxy), and that the meeting having been duly convened, was ready to proceed with its business.

Michael announced the close of ballot voting on the adoption of the Amended and Restated Bylaws and the termination of the Constitution of the NSSA. He announced that the members had voted to adopt the Amended and Restated Bylaws and to terminate the Constitution.

Michael opened the floor to any questions on the Amended and Restated Bylaws. Harlan Milder, a member from District 1, asked about the shift in power away from the districts. Michael and Hannah explained [that there would not be any changes to the relationship between the Board of Directors and the members as a result of the adoption of the Amended and Restated Bylaws. The members present discussed and resolved this issue.

Michael announced that Dave Glatte had been named as the SYA; that Wayne Wilson would continue to serve as SRA; and, that Geoff Weller had been named as the NRDP representative.

**2. Approval of Minutes**

Upon motion made by Kerry and duly seconded by Rick Sedrel, the members voted to approve the minutes of the 2018 AGM at 9:34 a.m.

**3. Board Reports**

Michael presented to the members on behalf of the Board of Directors. He reported on a successful State Cup and President’s Cup, as well as planned improvements to the office space. Michael requested that members continue to reach out to staff with questions or concerns either through their District Commissioner Director or directly to staff.

Michael thanked Jon Eilers, Bruce and Mark, whose terms of service on the Board had expired, for their service to the Board. Michael announced that Jon would serve in the role of Past President Director.

#### 4. **Financial Reports**

Paula Sharpe reported on the financial operations of NSSA, reporting that NSSA had turned a profit that year.

#### 5. **Election of At-Large Directors**

The next item of business was the election of at-large directors. There were no nominations from the floor. Upon motion made by Harlan and duly seconded by Dave Clements, the members voted to elect the five previously-nominated at-large directors: Michael Doria, Jason Francois, Julie Karloff, Paula Sharpe, and Geoff Weller.

#### 6. **Election of District Commissioner Directors**

The districts broke out into groups for discussion before voting began. Districts 1, 3, and 5 presented nominations for their respective District Commissioner Directors. Andy Kuhn was elected District Commissioner Director for District 1 by the members of District 1. Jude Beller and Tom Worthington were elected District Commissioner Directors for District 3 by the members of District 3. Brett Sorenson was elected District Commissioner Director for District 5 by the members of District 5.

#### 7. **Report of Executive Director**

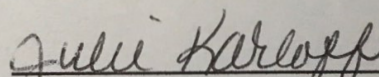
Casey Mann gave his report as executive director of NSSA.

#### 8. **Presentation by Michael Doria**

Michael gave a presentation entitled "For the Good of the Game."

#### 9. **Adjournment**

There being no further business to come before the meeting, upon motion duly made by Dave Clements and seconded by Amy Scott, the meeting was adjourned.

  
Julie Karloff, Secretary



**AMENDED AND RESTATED BYLAWS**  
**OF**  
**NEBRASKA STATE SOCCER ASSOCIATION**

**ARTICLE I**  
**NAME AND PURPOSE**

Section 1. Name. The name of the organization is Nebraska State Soccer Association (the "Association").

Section 2. Purpose. The purpose of this Association is to educate players and parents, coaches, referees, and administrators in the State of Nebraska in the rules and skills of soccer, to develop qualities of leadership, self-discipline and sportsmanship in youth and adults, to develop physical fitness through competently planned and conducted clinics and competition, and to resolve questions and controversies not resolved at and under the laws of the game of soccer established by the Federation Internationale De Football Association or the rules of soccer leagues affiliated with this Association.

Section 3. Powers. The Association shall exercise, through its governing bodies, all powers as may be necessary or requisite to fulfill its stated purposes, consistent with the Articles of Incorporation, these Bylaws, and laws of the State of Nebraska and the United States of America. These powers include, but are not limited to, procedures for the discipline and/or sanction of member clubs, leagues and associations, officials and players, supervision over scheduling and conduct of appropriate or United States Soccer Federation (USSF), the United States Youth Soccer Association (USYSA) and the United States Amateur Soccer Association (USASA) play within Nebraska, supervision of fields of play for Nebraska State Soccer and USSF/USYSA/USASA games or events, appeals of member organizations grievances, registration of players with affiliated organizations, administration and/or sanction of State tournaments and supervision of all forms of Nebraska State Soccer or USSF/USYSA/USASA sponsored special teams or clinics within Nebraska.

Section 4. Nondiscrimination. The Association will not discriminate against any individual on the basis of race, color, religion, national origin, citizenship, disability, age, sex, sexual orientation, gender identity, or veteran status.

Section 5. Fiscal Year. The fiscal year of the Association shall end on August 31 of each year hereafter.

**ARTICLE II**  
**MEMBERS**

Section 1. Membership. Membership in the Association shall be open to all Nebraska Soccer Clubs ("Clubs"), Nebraska Soccer Leagues ("Leagues"), Nebraska Soccer Associations ("Associations"), and Nebraska Referee Associations ("Referee Groups"), so long as they are in good standing with USSF, USYSA, and USASA, upon completion of the following:

- (a) Submission of an application to the Association; and

- (b) Approval of the application by the Board of Directors.

Notwithstanding the foregoing, if any Nebraska Soccer Club, Nebraska Soccer League, or Nebraska Soccer Association is affiliated with, or the parent organization to, another Nebraska Soccer Club, Nebraska Soccer League, or Nebraska Soccer Association (a "Subsidiary Organization"), such Subsidiary Organization must apply separately for its own Membership in order to be entitled to a separate vote.

Section 2. Dues. Membership dues may be imposed and changed by the Board of Directors from time to time.

Section 3. Termination. Any Member may be terminated from Membership of the Association by a majority vote of the Directors pursuant to one of the following reasons for termination, provided that notice of such termination shall have been provided to all Directors at least ten (10) days prior to such vote:

(a) A Member may be terminated by recommendation of the District Commissioner of the District in which a Member resides.

(b) A Member may be terminated for failure to adhere to the requirements listed in Section 4 of this Article II.

(c) A Member may be terminated as a result of behavior such as, but not limited to: misrepresentation of the Association, unethical behavior when carrying out Association activities or duties, unprofessional behavior while representing the Association, criminal activity, misappropriation of Association funds, or for any reason the Board of Directors reasonably determines the Member's or Members' activities negatively impact the professionalism of the Association.

Section 4. Requirements.

(a) *All Members.* All Members must: (i) Timely pay dues; and (ii) Maintain accurate books and records, which shall be subject to inspection by the Association.

(b) *Clubs, Leagues, and Associations.* All Clubs, Leagues, and Associations that are Members must: (i) Obtain the consent of the Board prior to altering its District affiliation; (ii) Register all players and coaches prior to the start of seasonal play as directed by the Board; and, (iii) Either host a competition or register a team each seasonal year.

Section 5. Annual Meetings. A regular annual meeting of the Members shall be held each year, typically in the month of November.

Section 6. Special Meetings. Special meetings of the Members may be called by the President, by resolution of the Board of Directors or at the request of twenty-five percent (25%) of the Members eligible to vote. The person or persons authorized to call such special meetings may fix any time and place for such special meetings.

Section 7. Notice. Notice of any meeting shall be given at least thirty (30) days prior to such meeting by written notice delivered personally or sent by mail or electronic mail to each Member at the Member's address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed,

with postage thereon prepaid. If notice is given by electronic mail, such notice shall be deemed given upon delivery.

Section 8. Waiver. Any Member may waive notice of any meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Quorum. At all meetings of Members, a majority of the Members eligible to vote (calculated in the same manner as set forth in the second sentence of Article II, Section 12 of these Bylaws), present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, the Members present may adjourn the meeting from time to time without further notice. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 10. Meeting by Remote Communication. Members may participate in a regular or special meeting of the Members or conduct the meeting through the use of any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 11. Action by Written Ballot. Any action required or permitted to be taken by the members at a meeting may be taken without a meeting by written ballot pursuant to the provisions of Section 21-1958 of the Nebraska Nonprofit Corporation Act. Such ballots shall set forth each proposed action and provide an opportunity to vote for or against such proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (1) indicate the number of responses needed to meet the quorum requirements, (2) state the percentage of approvals necessary to approve each matter other than election of directors, and (3) specify the time by which a ballot must be received by the Association in order to be counted. A written ballot may not be revoked after submission. Such ballots may be delivered and cast by electronic means.

Section 12. Manner of Acting. Except as otherwise provided by statute or these Bylaws, the vote of a majority of the Members present at the time of a vote, if a quorum is present at such time, shall be the act of the Members. At any meeting of the Members, each Member in good standing present, in person or by proxy, shall be entitled to one (1) vote; provided, however, that each Club in good standing present, in person or by proxy, shall be entitled to one (1) additional vote for every one hundred (100) players registered therein; provided, further, that each Referee Association in good standing present, in person or by proxy, shall be entitled to one (1) additional vote for every one hundred (100) duly and properly registered USSF referees.

Section 13. Proxy. Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for such Member by proxy. Every proxy must be in writing and signed by the Member or the

Member's duly authorized officer, director, employee, or agent, or by email setting forth information from which it can be reasonably determined that the proxy was authorized by such Member. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary of the Association or, upon the absence of a Secretary, the presiding Member appointed to act as secretary of the meeting.

Section 14. Action Without a Meeting. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by eighty percent (80%) of the Members, and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

### **ARTICLE III DIRECTORS**

Section 1. General Powers. The business and affairs of the Association shall be managed by its Board of Directors.

Section 2. Specific Powers. The Board of Directors shall have the power to redistrict as the Board of Directors, in its sole discretion, deems necessary or prudent. For purposes of this Section 2, "redistrict" means to increase or decrease the number of Districts, re-draw District lines, appoint additional or fewer Directors to each District, etc.

Section 3. Composition and Number. The Board of Directors shall be comprised of five (5) At-Large Directors, seven (7) District Commissioner Directors, and one (1) Past President Director. Each Director shall be entitled to one (1) vote on matters presented to the Directors.

Section 4. Elections of Directors; Removal; Resignation.

(a) *At-Large Directors.* To become an At-Large Director, a person shall be nominated by the Nominating Committee and elected at a meeting of Members by a majority vote thereof. The Members, by a majority vote of the Members at any meeting, may remove from office any At-Large Director, provided that notice of such removal shall have been provided to all Members at least thirty (30) days prior to such meeting. The Board of Directors, by a majority vote of the Directors, may remove from office any At-Large Director that has missed three (3) consecutive, unexcused meetings.

(b) *District Commissioner Directors.* Except as otherwise provided herein, there shall be seven (7) District Commissioner Directors. The Members shall elect one (1) District Commissioner Director for each of the six (6) Districts of the Association, provided that two (2) District Commissioner Directors shall be elected for District 3, provided, further, that each District Commissioner Director shall be designated by the Members residing or located within such District. Each District shall designate its District Commissioner Director and notify the Board of Directors at least thirty (30) days prior to the annual meeting of the Members, effective at the annual meeting of the Members. The District Commissioner Directors for Districts 2, 4, and 6 shall be elected in even-numbered years; the District Commissioner Directors for Districts 1, 3, and 5 shall be elected in odd-numbered years. If the election of District Commissioner Directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. The Members of a particular District may, by a

two-thirds (2/3) vote of the voting Members of such District, remove any District Commissioner Director, provided, however, that such District Commissioner Director first be granted a hearing with the Members of their District.

(c) *Past President Director.* Upon the expiration of the term of the President, or his or her voluntary resignation with mutual consent of the Board, such person shall automatically be elected to serve as the Past President Director and shall automatically be appointed to serve in the office of Past President. The other Directors, by a majority vote of the other Directors, may remove the Past President Director from the officer or director position, or both, provided that notice of such removal shall have been provided to all Directors at least thirty (30) days prior to such meeting.

Section 5. Term of Office. Directors shall hold office for a term of two (2) years and each shall serve for such term and until the election and qualification of a successor, or until such Director's death, resignation, or removal. Directors may serve a maximum of two (2) consecutive terms.

Section 6. Regular Meetings. At least four (4) regular meetings of the Board of Directors shall be held each calendar year.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the President or upon the request of three (3) Directors. The person or persons authorized to call such special meetings may fix any time and place for such special meetings.

Section 8. Notice. Except as otherwise provided herein, regular meetings of the Board of Directors may be held without notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior to such meeting by written notice delivered personally or sent by mail or electronic mail to each Director at the Director's address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon paid. If notice is given by electronic mail, such notice shall be deemed given upon delivery. Such notice of special meeting must state the date, time, and place of the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 9. Waiver. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 10. Quorum. No less than one-half of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 11. Meetings by Remote Communication. Directors may participate in a regular or special meeting of the Board of Directors or conduct the meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.



Section 12. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 13. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and shall serve until the next meeting of the Members or until such Director's successor is elected or appointed and qualified.

Section 14. Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors. No such payment shall preclude any Director from serving the Association in any other capacity and receiving compensation therefor.

Section 15. Action Without a Meeting. Whenever the vote of the Board of Directors at a meeting thereof is required to be taken in connection with any corporate action, the meeting of Directors may be dispensed with and the corporate action may be carried forward if each Director consents in writing to such action and if all such consents are filed with the Secretary.

#### **ARTICLE IV OFFICERS**

Section 1. Number. The officers of the Association shall be a President, Vice President, Secretary, Treasurer, and Adult Commissioner, each appointed by the Board of Directors. No person may hold more than one office. The office of Past President shall be filled automatically by the Past President Director, provided, however, that if such person has been removed from office they shall not be eligible for an officer position.

Section 2. Term of Office. Each officer shall hold office for two (2) years and until their successor shall have been duly elected and shall have qualified or until their death or until they shall resign or shall have been removed in the manner hereinafter provided. Officers may serve a maximum of two (2) consecutive terms.

Section 3. Removal; Resignation. The Board of Directors, by a majority vote of the Directors at any meeting, may remove from office any officer of the Association, and at any meeting may accept the resignation of any officer of the Association. The removal of an officer from an office does not automatically terminate their service as a Director.

Section 4. Vacancies. Any vacancies occurring in the office of President, Vice President, Secretary, Treasurer, or Adult Commissioner by death, resignation, removal, or otherwise may be filled for the unexpired portion of the term by the Board of Directors at a special meeting called for such purpose, but such vacancies need not be filled until the first annual meeting of the Board of Directors subsequent to the vacation of the office if the Board of Directors does not deem it advisable to fill the vacancy prior to that meeting.

Section 5. Salaries. The salaries of the officers, if any, of the Association shall be fixed from time to time by the Board of Directors. The Board of Directors may delegate to any officer the authority to fix the salary or other compensation of subordinate officers. No officer or subordinate officer shall be prevented from receiving such salary by reason of the fact that they also are a Director of the Association. The Board of Directors may make provision for

continuance, for a reasonable period, of a reasonable portion of the salary of any officer who may become disabled during the term of their office.

Section 6. President. The President shall preside over the Board of Directors and shall preside at all meetings of the Board of Directors. The President shall sign all contracts and documents of the Association with the Secretary when the same are duly authorized by the Board and shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to them by these Bylaws or the Board of Directors.

Section 7. Vice President. A Vice President shall preside at meetings of the Board of Directors in the President's absence. A Vice President shall do and perform such other duties and responsibilities as are usually incident to the President's office when the President is unable to perform such duties or as may from time to time be assigned by the Board of Directors or as may be provided in these Bylaws.

Section 8. Secretary. It shall be the duty of the Secretary to keep an accurate record of accounts and proceedings of all Directors' and Members' meetings; give all notices required by law, by the Board of Directors, by the Articles of Incorporation, or by these Bylaws; and assist in keeping the books of account of the Association and its correspondence. The Secretary shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to them by these Bylaws, the Board of Directors, or the President.

Section 9. Treasurer. The Treasurer shall have custody of the Association's funds; keep full and accurate accounts of all receipts and disbursements of the Association, an inventory of assets, and a record of the liabilities of the Association; deposit all money and other securities in such depositories as may be designated by the Board of Directors, disburse the funds of the Association as ordered by the President or the Board of Directors, taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the President, or by the Board of Directors. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned to them by these Bylaws, the Board of Directors, or the President.

Section 10. Adult Commissioner. The Adult Commissioner shall supervise the activities and general sport of soccer for players over age 19.

Section 11. Assistant Officers. In addition to the officers elected above, the Board of Directors may appoint assistant officers from time to time, which may include the Youth Commissioner – Competitive, Youth Commissioner – Recreational, and Special Needs Commissioner and each of which assistant officers may have the power, authority, and duties granted or assigned to them by the Board of Directors from time to time.

## **ARTICLE V COMMITTEES**

Section 1. Standing Committees.

(a) *Dispute Resolution Committee.* The President shall appoint, from time to time, five (5) Members of the Association to serve on the Dispute Resolution Committee. The

Dispute Resolution Committee shall mediate disputes among the Members and shall report its decisions to the Board.

(b) *Nominating Committee.* The Nominating Committee shall be comprised of the Past President, who shall serve as the chair of the committee, and two other Members, who shall be appointed by the Board of Directors. The Nominating Committee shall present a slate of nominations for At-Large Directors to the Members in advance of the meeting at which Directors will be elected. The Nominating Committee may accept nominations made at the meeting of the Members ~~if twenty five (25) votes are cast in favor of placing such nominating person on the ballot.~~

(c) *State Referee Committee.* Pursuant to Policy 531-1, Section 4, the Board of Directors of the Association will establish a State Referee Committee to administer the USSF Referee Program within the State. The Board will review and ratify the Articles of Incorporation and the Bylaws of the State Referee Committee provided that such Articles and Bylaws are consistent with USSF Policies and the Bylaws of this Association. The operation of the State Referee Committee shall be as set forth in its Articles of Incorporation and Bylaws.

(1) *State Referee Administrator.* Upon recommendation of the State Referee Committee, and pursuant to Policy 531-1 of the USSF Policies (the "Policies"), the Board of Directors of the Association will appoint a State Referee Administrator ("SRA"). The SRA shall serve for a specified two (2) year term, and may be reappointed, removed, and/or replaced as specified in such Policies and the Bylaws of the State Referee Committee. The SRA shall work in cooperation with the State Referee Committee in implementing and administering all USSF programs for officials, instructors, assignors, and assessors within the State and shall have such other duties as assigned by the State Referee Committee.

(2) *State Youth Referee Administrator.* Upon recommendation of the State Referee Committee and after consultation with the SRA, and pursuant to the Policies, the Board of Directors of the Association will appoint a State Youth Referee Administrator ("SYRA"). The SYRA shall serve for a specified two (2) year term, and may be reappointed, removed, and/or replaced as specified in such Policies and the Bylaws of the State Referee Committee. The SYRA shall have such duties as assigned by the State Referee Committee.

Section 2. Special Committees. The Board of Directors shall have full power to constitute such committees as it deems necessary or desirable to advise or assist it in the transaction of the business of the Association. The President shall name the chairman of each committee. No employee of the Association may be a voting committee member. Each such committee shall have only that authority and responsibility which is expressly delegated to it by the Board of Directors at the time the committee is organized or from time to time thereafter.

## **ARTICLE VI PERSONNEL**

Section 1. Executive Director. The Board may engage a qualified Executive Director and may determine their compensation, duties consistent with Section 2 below, and other terms and conditions of employment. The Board of Directors may remove the Executive Director at any time with or without cause.

Section 2. Duties. The Executive Director shall, at the direction and in regular consultation with the Board: effectuate the policies of the Association in the administration of its affairs and implement the resolutions of the Board with respect thereto consistent with the mission of the Association as determined by the Board; supervise other employees of the Association; submit reports to and otherwise regularly inform and advise the Board about the operations and activities of the Association and of developments, problems and occurrences likely to be of interest or concern to the Board; assist the Treasurer; and perform such other duties as may from time to time be assigned by the Board or may be in the best interests of the Association.

## **ARTICLE VII CONTRACTS**

The Board of Directors, except as in these Bylaws otherwise provided, may authorize, in writing, any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance, and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

## **ARTICLE VIII INVESTMENTS**

The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Association if such action is a prohibited transaction or would result in the denial of the tax exemption under Sections 503 or 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the extent permitted by law, the Association shall indemnify any individual who was, is, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative. The foregoing shall not include indemnification for an action by or in the right of the Association and any other proceeding charging improper personal benefit in which the individual is or was adjudged liable on the basis that personal benefit was improperly received. Indemnification shall be available to an individual by reason of the fact that they are or were a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, trustee, employee or agent of another Association, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan. Indemnification required by this Article shall include against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding. Notwithstanding anything to the contrary herein, indemnification under this Article shall only be available if such individual acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Association, and,



with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

To the extent permitted by law, the Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association against any liability asserted against them and incurred in such capacity or arising out of their status as such, whether or not the Association would have the power to indemnify them against such liability.

The indemnity provided for by this Article IX shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article IX be deemed to prohibit the Association from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in the Bylaws.

## **ARTICLE X POLICIES**

Section 1. Conflict of Interest Policy. In any instance where the Association proposes to enter into an interested party transaction it shall follow the procedures and rules set forth in the Association's Conflict of Interest Policy adopted by the Board and amended from time to time.

Section 2. Policies. The Board of Directors shall adopt such additional policies from time to time as it may deem necessary or desirable for the operation of the Association.

## **ARTICLE XI ELECTRONIC COMMUNICATION**

To the maximum extent permissible under applicable law, all communications, approvals, signatures, and other acts involving the Board of Directors or officers of the Association may be accomplished by electronic means governed by applicable provisions of the Uniform Electronic Transactions Act as adopted in the State of Nebraska. Any action taken by electronic means shall be ratified at the next in-person meeting of the Board of Directors.

## **ARTICLE XII REQUIRED LANGUAGE**

Section 1. Litigation. No Member, official, league, club, team, player, coach, administrator or referee may invoke the aid of the courts in the United States or of any State if any potential remedy is or was available through any hearing, appeal, or grievances process of the Association or USSF. This Bylaw does not apply to the commencement of an arbitration proceeding under these Bylaws, the USOC bylaws or court action taken to enforce a decision of the Federation, USOC, CAS, or FIFA. For a violation of this Bylaw, the offending party shall be subject to suspension and fines, and shall be liable to the Association or USSF or the responding party for all expenses incurred by the Association or USSF or the responding party and their officers in defending each court action, including but not limited to the following: (1) court costs (2) attorneys' fees (3) reasonable compensation for time spent by officials and employees in defending the action, including the preparation of responses to discovery and court appearances (4) travel expenses, and (5) expenses for holding special meetings necessitated by the court action.

Section 2. Disciplinary Action. Disciplinary action imposed or recognized by USSF must be honored and enforced by the Association and all Association members upon notice from USSF. The Association may notify USSF of a disciplinary action taken against any of its members to suspend or terminate participation by providing USSF with a copy of the decision and, upon request from USSF, with the record of the disciplinary action. USSF will recognize, honor, and enforce disciplinary action taken by the Association upon confirmation that the subject of the disciplinary action received a hearing and was afforded procedural rights substantially similar to those set forth in the USSF Bylaws and policies. This due process review does not constitute an appeal and shall not cast judgment on the factual record or merits of the disciplinary action

Section 3. Affiliation. The Association shall be an affiliate of and comply with the authority of USSF, USYSA, and USASA.

(a) The USSF articles of incorporation, bylaws, policies and requirements take precedence over and supersede the governing documents and decisions of the Association and its members to the extent applicable under Nebraska law, and the Association and its members will abide by those articles, bylaws, policies and requirements. USSF and its members are, to the extent permitted by governing law, obliged to respect the statutes, regulations, directives, and decisions of FIFA and of CONCACAF, and to ensure that these are likewise respected by their members.

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

(c) The Association shall provide annually to the USSF copies of the Association Articles of Incorporation, Bylaws and other governing documents; submit changes to those documents to the USSF for approval no later than ninety (90) days after adoption; and make copies of these documents available to Association members.

(d) The Association shall provide to the USSF an annual report on the activities of the NSSA and most current financial statements within ninety (90) days after the start of the USSF's seasonal year.

(e) The Association will allow the USSF to review the documents and procedures of the Association, on the request of the USSF not less than once every 4 years, to determine compliance with the USSF bylaws.

(f) All grievances involving the right to participate and compete in activities sponsored by the USSF, the Association or its members may be appealed to the USSF Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision.

(g) The Association shall adopt policies prohibiting sexual and physical abuse that meet the minimum criteria established by the USSF.

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

(i) The Association shall maintain its tax-exempt status under the Internal Revenue Code.

**ARTICLE XIII  
AMENDMENT OF BYLAWS**

~~The~~ Unless a greater vote is required pursuant to Section 21-19,114 of the Nebraska Nonprofit Corporation Act, an amendment to the Bylaws ~~may~~ must be amended by resolution approved by: (i) the Board of Directors, ~~adopted by vote of a majority of the Directors in office at the time (if the amendment is adopted, or by unanimous written consent of the Board of Directors~~ does not relate to the number of directors, the composition of the Board, the term of office of the directors, or the method in which directors are elected), and (ii) by the Members by two-thirds (2/3) of the votes cast or a majority of the voting power, whichever is less.

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The undersigned hereby certifies that the above and foregoing Bylaws were adopted by the Board of Directors and the Members of the Association on \_\_\_\_\_, ~~2019~~, by unanimous written consent.

By: \_\_\_\_\_  
Secretary

Document comparison by Workshare 10.0 on Monday, October 12, 2020 3:35:18 PM

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Document 2 ID	PowerDocs://DOCS/2285585/13
Description	DOCS-#2285585-v13-Nebraska_State_Soccer_Association_-_Amended_and_Restated_Bylaws_(2019)
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Padding cell	

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