

1 **ROCHESTER YOUTH SOCCER ASSOCIATION**

2 **BYLAWS**

3  
4 **ARTICLE I. Offices, Corporate Seal**

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6 Section 1.01. Registered Office. The city, town, or other community in which the registered  
7 office of this corporation is located in Minnesota shall be as set forth in the Articles of  
8 Incorporation of this corporation, or in the most recent amendment or restatement of such  
9 Articles of Incorporation, or in a certificate of change of registered office filed with the Secretary  
10 of State of Minnesota reflecting the adoption of a resolution by the Board of Directors of this  
11 corporation changing the registered office.

12  
13 Section 1.02. Other Offices. This corporation may have such other offices, within or without the  
14 State of Minnesota, as the Board of Directors may from time to time determine.

15  
16 Section 1.03. Corporate Seal. This corporation shall have no corporate seal.

17  
18 **ARTICLE II. Members: Meetings, Property Rights**

19  
20 Section 2.01. Members and Meetings. The Articles of Incorporation of this corporation provide  
21 that the members of the Board of Directors of this corporation shall be the only members of this  
22 corporation and that such persons shall have voting rights only as directors and shall have no  
23 voting rights as members. Accordingly, there shall be no meetings of the members of this  
24 corporation.

25  
26 Section 2.02. Property Rights. No member shall have any right, title, or interest in or to any  
27 property of this corporation.

28  
29 **ARTICLE III. Officers**

30  
31 Section 3.01. Number. The officers of this corporation shall be a President, a Vice President, a  
32 Treasurer, two(2) or more chairs including: Recreation, Traveling and such other officers as may  
33 be appointed by the Board of Directors. Any two (2) or more offices, except those of President,  
34 Vice President, and Treasurer may be held by the same person.

35  
36 Section 3.02. Election, Term of Office, and Qualifications. All officers shall be elected annually  
37 by the Board of Directors, and, except in the case of officers appointed in accordance with the  
38 provisions of Section 3.10 hereof, each shall hold office until the next annual election of officers  
39 and until his or her successor shall have been duly elected and qualified, or until his or her death,  
40 or until he or she shall resign, or until he or she shall have been removed in a manner hereinafter  
41 provided. The President and Vice President of this corporation shall be elected from among the  
42 directors of this corporation, but no other officer need be a director of this corporation.

43  
44 Section 3.03. Resignations. Any officer may resign at any time by giving written notice of his or  
45 her resignation to the Board of Directors, to the President, or to the Vice President of this

46 corporation. Any such resignation shall take effect at the time, if any, specified therein or, if no  
47 time is specified therein, upon receipt thereof by the President, or Vice President of this  
48 corporation; and, unless otherwise specified therein, the acceptance of such resignation shall not  
49 be necessary to make it effective.

50  
51 Section 3.04. Removal. Any officer may be removed, either with or without cause, by a vote of a  
52 majority of the total number of directors, at any annual or other meeting called for the purpose,  
53 and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the  
54 directors of this corporation shall be present thereat. Any officer that misses two (2) consecutive  
55 Operations Committee meetings may also be removed by a majority vote of the total number of  
56 directors at its next scheduled meeting without any notice of the purpose. Any vacancy caused  
57 by any such removal shall be filled in a manner specified in Section 3.05 hereof.

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59  
60 Section 3.05. Vacancies. A vacancy in any office because of death, resignation, removal, or any  
61 other cause shall be filled for the unexpired portion of the term in the manner prescribed in these  
62 Bylaws for election or appointment to such office. The President may assign the duties of any  
63 vacant office to another officer until the vacant office is filled.

64  
65 Section 3.06. President. The President shall have general oversight of the business of this  
66 corporation; shall, when present, preside at all meetings of the Board of Directors. The President  
67 shall see that all orders and resolutions of the Board of Directors are carried into effect; may  
68 execute and deliver in the name of the corporation (except in cases in which such execution and  
69 delivery shall be expressly delegated by the directors or by these Bylaws to some other officer or  
70 agent of this corporation or shall be required by law to be otherwise executed and delivered) any  
71 deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this  
72 corporation, including, without limitation, any instruments necessary or appropriate to enable  
73 this corporation to donate income or principal of the corporation to or for the account of such  
74 corporations, associations, trusts, foundations, and institutions as are referred to or described in  
75 the Articles of Incorporation of this corporation and as this corporation was organized to support;  
76 shall perform such other duties as may from time to time be prescribed by the Board of  
77 Directors.

78  
79 Section 3.07. Vice President. The Vice President shall be elected by the Board of Directors, shall  
80 have such powers and shall perform such duties as may be prescribed by the Board of Directors.  
81 In the event of absence or disability of the President, the Vice Presidents shall succeed to his or  
82 her powers and duties.

83  
84 The Vice President shall also be Secretary of, and when present, shall record proceedings of all  
85 meetings of the Board of Directors; Shall keep a register of the names and addresses of all  
86 members of this corporation; shall at all times keep on file a complete copy of the Articles of  
87 Incorporation and all amendments and restatements thereof and a complete copy of these Bylaws  
88 and all amendments and restatements hereof; shall, when directed to do so, give proper notice of  
89 meetings of the Board of Directors.

90

91 Section 3.08. Treasurer. The Treasurer shall keep accurate accounts of all moneys of this  
92 corporation received or disbursed; shall deposit all moneys, drafts, and checks in the name of,  
93 and to the credit of, this corporation in such banks and depositaries as a majority of the Board of  
94 Directors shall from time to time designate; shall have power to endorse for deposit all notes,  
95 checks, and drafts received by this corporation; shall disburse the funds of this corporation as  
96 ordered by the Board of Directors, making proper vouchers therefor; shall render to the President  
97 and the directors, whenever required, an account of all his or her transactions as Treasurer and of  
98 the financial condition of this corporation; shall perform such other duties as may from time to  
99 time be prescribed by the Board of Directors.

100  
101 Section 3.09 Recreation Chair. The Recreation Chair shall be elected by the Board of Directors,  
102 shall have such powers and shall perform such duties as may be prescribed by the Board of  
103 Directors.

104  
105 Section 3.10 Travel Chair. The Travel Chair shall be elected by the Board of Directors, shall  
106 have such powers and shall perform such duties as may be prescribed by the Board of Directors.

107  
108 Section 3.11. Other Officers, Agents, and Employees. This corporation may have such other  
109 officers, agents, and employees as may be deemed necessary by the Board of Directors. Such  
110 other officers, agents, and employees shall be appointed in such manner, have such duties, and  
111 hold their offices for such terms as may be determined by resolution of the Board of Directors.

112  
113 Section 3.12. Bond. The Board of Directors of this corporation shall from time to time determine  
114 which, if any, officers or employees of this corporation shall be bonded and the amount of each  
115 bond.

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117  
118 ARTICLE IV. Board of Directors

119  
120 Section 4.01. General Powers. The property, affairs and business of this corporation shall be  
121 managed by the Board of Directors. The Board of Directors shall set the direction and long-term  
122 objectives; review the Operations Committee programs to achieve long-term goals; review the  
123 financial well-being of the organization (including insurance needs for the organization, its  
124 directors, officers, agents, employees, and volunteers); and handle human resources issues (e.g.,  
125 hiring, firing, salary administration) of employees; and develop, approve, and implement Board  
126 of Directors policies and procedures.

127  
128 Section 4.02. Number, Qualification and Term of Office. The number of directors shall be not  
129 less than five (5), but from time to time the number may be increased or may be diminished to  
130 not less than five (5), by the affirmative vote of a majority of the total number of directors. Each  
131 director shall be a natural person of full age and shall hold office until the annual meeting of the  
132 directors next following his or her election and until his or her successor shall have been elected  
133 and shall qualify, or until his or her death, resignation, or removal as hereinafter provided. No  
134 director may be a member of the Operations Committee or employee of the corporation.

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137 Section 4.03. Organization. At each meeting of the Board of Directors, the President of this  
138 corporation or, in his or her absence, a chair chosen by a majority of the directors present, shall  
139 preside. The Vice President of this corporation or, in his or her absence, any person whom the  
140 chairman shall appoint, shall act as secretary of the meeting.

141 Section 4.04. Resignation. Any director of this corporation may resign at any time by giving  
142 written notice to the President or to the Vice President of this corporation. The resignation of any  
143 director shall take effect at the time, if any, specified therein or, if no time is specified therein,  
144 upon receipt thereof by the officer of this corporation to whom such written notice is given; and,  
145 unless otherwise specified therein, the acceptance of such resignation shall not be necessary to  
146 make it effective.

147  
148 Section 4.05. Vacancies. Any vacancy in the Board of Directors caused by death, resignation,  
149 removal, an increase in the number of directors, or any other cause, shall be filled by a vote of  
150 the remaining directors (though less than a quorum), and each director so chosen shall hold  
151 office until the next annual election and until his or her successor shall be duly elected and  
152 qualified, unless sooner displaced.

153  
154 Section 4.06. Place of Meetings. The Board of Directors may hold its meetings at such place or  
155 places, within or without the State of Minnesota, as it from time to time determines.

156  
157 Section 4.07. Annual Meeting. The annual meeting of the Board of Directors shall be held each  
158 year for the purpose of electing the directors and officers of this corporation and for the  
159 transaction of such other business as shall come before the meeting. Notice of such meeting shall  
160 be given as provided in Section 4.08 hereof for meetings of the Board of Directors, unless  
161 excused in accordance with Section 4.09 hereof.

162  
163 Section 4.08. Meetings; Notice. Meetings of the Board of Directors shall be held whenever  
164 called by the President or by any one (1) of the other directors. Notice of each such meeting shall  
165 be mailed to each director, addressed to him or her at his or her residence or usual place of  
166 business, at least five (5) days before the day on which the meeting is to be held, or be delivered  
167 to him or her personally, by telephone or electronic mail, not later than three (3) days before the  
168 day on which the meeting is to be held. Each such notice shall state the time and place of the  
169 meeting, but need not state the purposes thereof except as otherwise herein expressly provided.  
170 Receipt of each meeting notice shall be acknowledged by the recipient to the originator.

171  
172 Section 4.09. Notices Excused. Notice of any meeting of the Board of Directors need not be  
173 given to any director who shall be present at such meeting; and any meeting of the Board of  
174 Directors shall be a legal meeting without any notice thereof having been given if all of the  
175 directors of this corporation then in office shall be present thereat or waive such notice in writing  
176 before, at, or after such meeting.

177  
178 Section 4.10. Quorum and Manner of Acting. Except as otherwise provided by statute or by these  
179 Bylaws, one-half (1/2) of the total number of directors (but not less than three (3)) shall be  
180 required to constitute a quorum for the transaction of business at any meeting, and the act of a  
181 majority of the directors present at any meeting at which a quorum is present shall be the act of  
182 the Board of Directors. In the Absence of a quorum, a majority of the directors present may

183 adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting  
184 need not be given other than by announcement at the meeting at which adjournment is taken.  
185

186 Section 4.11. Removal of Directors. Any director may be removed, either with or without cause,  
187 at any time, by a vote of a majority of the total number of directors, at a meeting of the Board of  
188 Directors called for the purpose, and such purpose shall be stated in the notice or waiver of  
189 notice of such meeting unless all the directors of this corporation shall be present thereat. Any  
190 director that misses two (2) consecutive meetings may also be removed by a majority vote of the  
191 total number of directors at its next scheduled meeting without any notice of the purpose, Any  
192 vacancy in the Board of Directors caused by any such removal shall be filled in a manner  
193 specified in Section 4.05 hereof.

194  
195 Section 4.12. Proxies. Proxies shall not be allowed or used.  
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## 198 ARTICLE V. Operations Committee 199

200 This corporation shall have an Operations Committee as prescribed in these bylaws.  
201

202 Section 5.01. General Powers. The day-to-day operations of this corporation shall be managed  
203 by the Operations Committee. The Operations Committee shall develop programs to support the  
204 organization's long-term objectives; review programs (e.g., travel, rec, player development,  
205 coaching development) to assure that they are supporting long-term objectives; act in a fiscally  
206 responsible manner; and develop, approve, and implement Operations Committee policies and  
207 procedures.  
208

209 Section 5.02. Committee members. The voting members of the Operations Committee shall be  
210 the Recreation Chair, Travel Chair, Treasurer and others as chosen by the Board of Directors in  
211 the manner prescribed in these bylaws. No member of the Operations Committee may be a  
212 member of the Board of Directors.  
213

214 Section 5.02-A. Resignations. Any officer that resigns as provided in Article IV, Section 4.03  
215 shall no longer be a member of the Operations Committee. Any employee of this corporation  
216 who resigns shall no longer be a member of the Operations Committee.  
217

218 Section 5.02-B. Removal. Any officer that is removed as provided in Article IV, Section 4.04  
219 shall also be removed as a member of the Operations Committee. Any employee of this  
220 corporation whose employment is terminated shall no longer be a member of the Operations  
221 Committee.  
222

223 Any Operations Committee member may be removed, either with or without cause,  
224 by a vote of a majority of the total number of directors, at any annual or  
225 other meeting called for the purpose, and such purpose shall be stated in the  
226 notice or waiver of notice of such meeting unless all the directors of this  
227 corporation shall be present thereat.  
228

229 Section 5.03. Organization. At each meeting of the Operations committee, the Chair as appointed  
230 by the Board of Directors or, in his or her absence, a chair chosen by a majority of the  
231 Operations committee members present, shall preside. The Chair or, in his or her absence, any  
232 person whom the chair shall appoint, shall act as secretary of the meeting.  
233

234 Section 5.04. Meetings; Notice. Notice of each meeting of the Operations committee shall be  
235 mailed to each member, addressed to him or her at his or her residence or usual place of  
236 business, at least three (3) days before the day on which the meeting is to be held, or be delivered  
237 to him or her personally, by telephone or electronic mail, not later than two (2) days before the  
238 day on which the meeting is to be held. Each such notice shall state the time and place of the  
239 meeting.  
240

241 Section 5.05. Notices Excused. Notice of any meeting of the Operations committee need not be  
242 given to any member who shall be present at such meeting; and any meeting of the Operations  
243 committee shall be a legal meeting without any notice thereof having been given if all of the  
244 members shall be present thereat or waive such notice in writing before, at or after such meeting.  
245

246 Section 5.06. Quorum and Manner of Acting. Except as otherwise provided by these Bylaws,  
247 one-half (1/2) of the total number of Operations committee members (but not less than three (3))  
248 shall be required to constitute a quorum for the transaction of business at any meeting, and the  
249 act of a majority of the committee members present at any meeting at which a quorum is present  
250 shall be the act of the committee. In the Absence of a quorum, a majority of the committee  
251 members present may adjourn any meeting from time to time until a quorum be had. Notice of  
252 any adjourned meeting need not be given other than by announcement at the meeting at which  
253 adjournment is taken.

254 Section 5.07. Responsibilities. This committee shall run the general business of the corporation  
255 as prescribed by the Board of Directors in the Operations Committee Operating Procedures.

256 Section 5.08. Proxies. Proxies shall not be allowed or used.  
257  
258

## 259 ARTICLE VI. Advisory Committees 260

261 Section 6.01. Number. Advisory Committees of this organization shall be Traveling and  
262 Recreational. A member of the Board of Directors may be appointed a member of any Advisory  
263 committee.  
264

265 Section 6.02. Other Committees. This corporation may have such other committees as may be  
266 deemed necessary by the Board of Directors or Operations Committee. Such committees shall  
267 exist and have such duties as may be determined by resolution of the Board of Directors or  
268 Operations Committee.  
269

270 Section 6.03. Committee members. All Committee members shall be approved by the Operations  
271 Committee. The chair of each committee shall recommend to the Operations Committee  
272 candidates to fill committee positions as described in the operating procedures of this corporation

273 . All committee members shall serve on the committee until the end of their term or until his or  
274 her death, resignation, or removal as hereinafter provided. Committee members may hold any 1  
275 or more positions on a committee.  
276

277 Section 6.03-A Resignations. Any committee member may resign at any time by giving  
278 written notice of his or her resignation to a member of the Operations Committee,. Any such  
279 resignation shall take effect at the time, if any, specified therein or, if no time is specified therein,  
280 upon receipt thereof by a member of the Operations Committee and unless otherwise specified  
281 therein, the acceptance of such resignation shall not be necessary to make it effective.  
282

283 Section 6.03-B. Removal. Any committee member may be removed, either with or without  
284 cause, by a vote of a majority of the Operations Committee members, at any meeting called for  
285 the purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting  
286 unless all the Operations Committee members of this corporation shall be present thereat.  
287

288 Section 6.03-C. Vacancies. A vacancy in any committee because of death, resignation,  
289 removal, or any other cause shall be filled for the unexpired portion of the term in the manner  
290 prescribed in these Bylaws for appointment to such committee.  
291

292 Section 6.04. Organization. At each meeting of an Advisory committee, the Chair of the  
293 committee or, in his or her absence, a chair chosen by a majority of the Advisory committee  
294 members present, shall preside. The Secretary of this committee or, in his or her absence, any  
295 person whom the chair shall appoint, shall act as secretary of the meeting.  
296

297 Section 6.05. Meetings; Notice. Notice of each meeting of an Advisory committee shall be  
298 mailed to each committee member, addressed to him or her at his or her residence or usual place  
299 of business, at least three (3) days before the day on which the meeting is to be held, or be  
300 delivered to him or her personally, by telephone or electronic mail, not later than two (2) days  
301 before the day on which the meeting is to be held. Each such notice shall state the time and place  
302 of the meeting.  
303

304 Section 6.06. Notices Excused. Notice of any meeting of an Advisory committee need not be  
305 given to any committee member who shall be present at such meeting; and any meeting of an  
306 Advisory committee shall be a legal meeting without any notice thereof having been given if all  
307 of the members of this committee then appointed shall be present thereat or waive such notice in  
308 writing before, at or after such meeting.  
309

310 Section 6.07. Quorum and Manner of Acting. Except as otherwise provided by these Bylaws,  
311 one-half (1/2) of the total number of committee members (but not less than three (3)) shall be  
312 required to constitute a quorum for the transaction of business at any meeting, and the act of a  
313 majority of the committee members present at any meeting at which a quorum is present shall be  
314 the act of the committee. In the Absence of a quorum, a majority of the committee members  
315 present may adjourn any meeting from time to time until a quorum be had. Notice of any  
316 adjourned meeting need not be given other than by announcement at the meeting at which  
317 adjournment is taken. A committee member holding more than one (1) position on a single

318 committee shall have one (1) vote on the committee and shall be counted as one (1) member  
319 when determining total number of committee members and when establishing a quorum.

320  
321 Section 6.08. Traveling Committee. The Travel Chair of this corporation shall be the chair and a  
322 voting member of the Traveling committee. Other voting members of this committee and its  
323 responsibilities are defined in the Traveling Committee Operating Procedures of this corporation  
324 as approved by the Operations Committee.

325  
326 Section 6.09. Recreational Committee. The Recreation Chair of this corporation shall be the  
327 chair and a voting member of the Recreational committee. Other voting members of this  
328 committee and its responsibilities are defined in the Recreational Committee Operating  
329 Procedures of this corporation as approved by the Operations Committee.

330  
331 Section 6.10. Proxies. Proxies shall not be allowed or used.

332  
333  
334 ARTICLE VII. Financial Matters

335  
336 Section 7.01. Books and Records. The Board of Directors of this corporation shall cause to be  
337 kept:

338 (1.) records of all proceedings of the Board of Directors; and

339  
340 (2.) such other records and books of account as shall be necessary and appropriate to the  
341 conduct of the corporate business.

342  
343 Section 7.02 Documents Kept at Registered Office. The Board of Directors shall cause to be kept  
344 at the registered office of this corporation originals or copies of:

345 (1.) records of all proceedings of the Board of Directors;

346  
347 (2.) all financial statements of this corporation; and

348  
349 (3.) Articles of Incorporation and Bylaws of this corporation and all amendments and  
350 restatements thereof.

351  
352 Section 7.03. Accounting System and Audit. The Board of Directors shall cause to be established  
353 and maintained, in accordance with generally accepted accounting principles applied on a  
354 consistent basis, an appropriate accounting system for this corporation. The Board of Directors  
355 shall cause the records and books of account of this corporation to be audited, at least once in  
356 each fiscal year and at such other times as it may deem appropriate.

357  
358 Section 7.04. Compensation. The Board of Directors of this corporation may at any time and  
359 from time to time, by resolution adopted by two-thirds (2/3) of the total number of directors,  
360 provide for payment of compensation to, and for the payment or reimbursement of expenses  
361 incurred by any director, officer, agent, or employee of this corporation for personal services  
362 rendered to this corporation by, or for any expenses necessarily paid or incurred by, any such  
363 director, officer, agent, or employee, but only if and to the extent that the performance of such

364 service or the incurrence of such expenses is directly in furtherance of the charitable purposes of  
365 this corporation, and the compensation or the amount of expenses paid or reimbursed, as the case  
366 may be is reasonable and not excessive.

367  
368 Section 7.05.Fiscal Year. The fiscal year of the corporation shall be determined by the Board of  
369 Directors.

370 Section 7.06.Checks, Drafts, and Other Matters. All checks, drafts, or other orders for the  
371 payment of money and all note, bonds, or other evidences of indebtedness issued in the name of  
372 this corporation shall be signed by such officer or officers, agent or agents, employee or  
373 employees of this corporation and in such manner as may from time to time be determined by a  
374 resolution of the Board of Directors.

375  
376 ARTICLE VIII. Waiver of Notice

377  
378 Whenever notice of any meeting is required to be given by these Bylaws or any of the corporate  
379 laws of the State of Minnesota, such notice may be waived in writing, signed by the person or  
380 persons entitled to such notice, whether before, at, or after the time stated therein or before at or  
381 after the meeting.

382  
383 ARTICLE IX. Authorization Without a Meeting

384  
385 Any action that may be taken at a meeting of the Board of Directors may be taken without a  
386 meeting when authorized in writing signed by all of the directors.

387  
388 ARTICLE X. Amendments

389  
390 The Board of Directors may amend this corporation's Articles of Incorporation, as from time to  
391 time amended or restated, and these Bylaws, as from time to time amended or restated, to include  
392 or omit any provision which could lawfully be included or omitted at the time such amendment  
393 or restatement is adopted. Any number of amendments, or an entire revision or restatement of the  
394 Articles of Incorporation or Bylaws, either (1) may be submitted and voted upon at a single  
395 meeting of the Board of Directors and be adopted at such meeting, a quorum being present, upon  
396 receiving the affirmative vote of not less than two-thirds (2/3) of the total number of directors of  
397 this corporation, or (2) may be adopted, in accordance with Article IX hereof, by a writing  
398 signed by all of the directors of this corporation.