



**SOUTH MIDDLETON SOCCER ASSOCIATION
CONSTITUTION & BYLAWS**

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ARTICLE 1 – Name & Organization

- 1.1 The name of this organization shall be the South Middleton Soccer Association, for purposes of abbreviation acceptable names hereinafter shall be “SMSA”.
- 1.2 South Middleton Soccer Association (the Organization) may conduct business as South Middleton Soccer Association (SMSA) or South Middleton Soccer Club (SMSC).
- 1.3 South Middleton Soccer Association is a non-profit organization exempt from taxation under Section 501C(3) of the Internal Revenue Code.
- 1.4 It is the policy of this organization not to discriminate or tolerate discrimination on the basis of race, sex, age, religious beliefs, or physical handicap.
- 1.5 The mailing address shall be P.O. Box 482 Boiling Springs, PA 17007 unless otherwise designated by the Executive Board.

ARTICLE 2 – Purpose & Mission

- 2.1 The purpose of SMSA shall be:
 1. To foster and promote the game of soccer at the youth level.
 2. To further promote the development of leadership, character, teamwork, sportsmanship, and discipline both on and off the field.
 3. To nurture a lifelong love and respect for the game.
 4. To provide a safe, healthy, and positive environment for all of our players, coaches, and volunteers.
- 2.2 These goals will be achieved by teaching the core values of soccer and sportsmanship across all age groups through organizing our dedicated volunteers, parents, and businesses who wish to partner with and support our youth soccer club.

ARTICLE 3 - Affiliations

- 3.1 SMSA shall be affiliated with the Central Pennsylvania Youth Soccer League (CPYSL) and operates within the League Rules and Bylaws of the CPYSL. The SMSA Constitution and Bylaws do not supersede CPYSL Bylaws.
- 3.2 In the event the Bylaws or Code of Conduct of SMSA are in conflict with an affiliated governing body, the rule/s of the affiliated governing body shall take precedence.

ARTICLE 4 - Governance

- 4.1 The governance of the organization shall reside with a Board, who will govern the organization.
- 4.2 The Executive Board will consist of the following elected positions and will be considered officers.
 1. President
 2. Vice President
 3. Secretary

4. Treasurer
5. Registrar
- 4.3 The Executive Board shall have a Council, made up of the following elected positions:
 1. Fields & Equipment Coordinator
 2. Uniform & Spirit Wear Coordinator
 3. Sponsorship & Special Events Coordinator
 4. Marketing & Digital Content Coordinator
 5. Age Group Coordinator(s), (*minimum of 2*)
- 4.4 Executive Board officers and Council members will serve two (2) year terms and be voted upon by the current Board in the November/December meeting for service the next year beginning January 1. The term of office shall be from January 1st to December 31st. There are no term limits for any of the Board positions.
- 4.5 The President, Secretary, Registrar, Fields & Equipment Coordinator, and Sponsorship & Special Events Coordinator, and one or more Age Group Coordinator positions will be elected to serve in even numbered years. The Vice President, Treasurer, Uniform & Spirit Wear Coordinator, and Marketing & Digital Content Coordinator, and one (1) or more Age Group Coordinator positions will be elected to serve in odd numbered years.
- 4.6 The number of Age Group Coordinators may vary from year to year. There will be a minimum of two (2) Age Group Coordinator positions, however additional Age Group Coordinator positions may be added and/or removed, as the Executive Board deems necessary, in order to properly support the enrollment, size, and operations of the Club.
- 4.7 The Board may also choose to appoint Parent Representatives to assist the Age Group Coordinators as necessary to properly support the size and operations of the Club. Parent Reps will be non-voting volunteers and will not serve as a member of the Executive Board or Council.
- 4.8 Immediate Past President shall serve as advisor to the Board of Directors to efficiently transition the roles and responsibilities of the President. This position will have a term limit of one year. This is a non-voting transitional position.
- 4.9 If the office of any Board member becomes vacant for any reason, the position shall be nominated and filled by voting of the board, or by appointment by the President if deemed necessary with approval of the Executive Board. The successor shall hold office for the unexpired term of the position so filled. However, in the case the Presidency shall become vacant, the Vice President shall assume the position of President for the balance of the term. Any vacancies to the Registrar & Treasurer positions must be covered until the vacancy is filled. If the vacant Registrar or Treasurer position is unable to be temporarily covered by another Executive board member, then the President with the approval of the Executive Board, may appoint a council member to cover the Registrar and/or Treasurer vacancy until the position is elected and filled.
- 4.10 The President will serve as Chair for the elections. The Chair will call for nominations for the Executive Board positions and the Council positions.
- 4.11 Election of Board members will be taken by ballot. Each current Board member and current Council member shall have the power of one vote.

- 4.12 A tie vote will be resolved based on a vote of the Executive Board. If, after the Executive Board vote, the tie remains unresolved, the candidates will draw lots and the highest number drawn will be considered the victor.
- 4.13 To protect the integrity of the organization no related members or members of the same household shall both hold Executive board positions during the same time period (i.e. husband/wife hold the Vice President and Treasurer positions).

ARTICLE 5 - Meetings & Quorums

- 5.1 Regular monthly board meetings shall be held the fourth Tuesday of each month, unless otherwise scheduled by the President or Vice President.
- 5.2 Special meetings of either the Executive Board and/or Council may be called at any time by the President or upon written request to him/her by three (3) board members.
- 5.3 Fifty percent (50%) or more of the Executive Board shall constitute a quorum for conducting business at Board meetings. Fifty percent (50%) or more of the combined Executive Board and Council shall constitute a quorum for conducting business at a regularly scheduled public meeting.
- 5.4 Minutes of meetings shall be kept on file and archived by the Secretary.
- 5.5 Roberts Rules of Order shall govern the proceeding of all board meetings, except where the same conflicts with the Bylaws of the organization.

ARTICLE 6 - Voting

- 6.1 The Executive Board is empowered to act on all SMSA matters by simple majority vote of board members present and voting, except expulsion of any player or coach, or amendments to the Constitution, Bylaws and Code of Conduct.
- 6.2 All Executive Board members and Council will have voting power. SMSA subscribes the principle of one person, one vote.
- 6.3 Matters properly brought before either the Executive Board or the combined Executive Board and Council shall formally be resolved by a simple voice majority of the eligible members present and voting. The President and/or Co-President at his/her discretion may call for a roll-call vote.

ARTICLE 7 - Finance

- 7.1 The fiscal year shall be from January 1 to December 31.
- 7.2 A designated bank account has been established and will be maintained and serve as the main depository of the organization funds. All funds shall be deposited into the designated bank account and withdrawn from the bank by an authorized Executive Board officer on the account.
- 7.3 The designated bank account will, at all times, have at least two (2) designated officers as executors.
- 7.4 The Executive Board may invest funds of SMSA in any way deemed proper or

necessary.

- 7.5 An independent financial review of all accounts of SMSA shall be completed by a qualified professional annually.
- 7.6 Upon the close of each fiscal year the treasurer will prepare all financial documents for tax filing purposes. A qualified certified public accountant shall be utilized for tax filing purposes.
- 7.7 All expenditures of SMSA shall require the authorization of the President and the Treasurer, or the two officers designated as executors of the account if not the same.
- 7.8 Any Board member, coach, or volunteer seeking reimbursement from SMSA for approved expenses must submit an appropriate receipt or proof of payment to the Treasurer within three (3) months of the date the expense was incurred.
- 7.9 The Executive Board retains sole authority for the approval of expenditures of SMSA funds.
- 7.10 The Executive Board may hire persons to perform services for SMSA. Payment for these services will be in an amount decided by the Executive Board.
- 7.11 For all fund-raising activities, the Board must first be notified prior to the start of such activity.

ARTICLE 8 - Committees

- 8.1 The Board has the authority to create Ad Hoc, Standing Committees or Subcommittees, as needed, to aid in the administration and facilitation of the business of the organization.
- 8.2 The President shall seek volunteers and assign officers to the committees created by the Board.
- 8.3 Volunteers on SMSA ad hoc committees or subcommittees do not possess the authority to vote at regular board meetings, unless they serve as part of the Executive Board or Council, but may be required to present recommendations to the Board.

ARTICLE 9 - Registration & Eligibility

- 9.1 All players must be registered. Families may register players via the SMSA website.
- 9.2 SMSA abides by the CPYSL age rules regarding eligibility.
- 9.3 Proof of date of birth for players must be submitted and verified via a birth certificate or another approved form of verification at the time of registration.
- 9.4 SMSA will only issue a refund of registration fees in the event that the organization is not able to honor the participant's registration. Refunds are not issued for a participant who voluntarily withdraws from a program after registration. The Executive Board has full authority to approve and/or deny the issuing of refunds.
- 9.5 For U11 and under teams, coaches will be expected to enforce a fifty percent (50%) playtime for each team member.
- 9.6 Participants in the U9 & Up age groups will be required to participate in tryouts and/or be evaluated by SMSA prior to joining a team. Players may be added to a

roster with the concurrence of a quorum of the executive board, or appropriate committee if one is in place.

ARTICLE 10 - Code of Conduct

- 10.1 All participants and parents/guardians must read and agree to the Code of Conduct. Consent can be accepted via the registration site when registering a player.
- 10.2 Failure to consent or adhere to the Code of Conduct may result in suspension or removal from the team and/or organization.
- 10.3 All board members, coaches, team managers, staff and/or volunteers must consent to the Code of Conduct.
- 10.4 All volunteers, board members, coaches, players, parents and spectators of SMSA are expected to conduct themselves in accordance with the Codes adopted by the Board.
- 10.4 Allegations or evident violations of the Code of Conduct shall be reported to the Executive Board.
- 10.5 The Codes of Conduct will be posted on the SMSA website.

ARTICLE 11 - Removal of Board Members, Coaches or Other Persons of Authority

- 11.1 No board member, coach, or other person in authority will be removed without just cause as determined by the Board. An individual considered for removal by the Board will be afforded an opportunity to appeal his/her removal to the Board.
- 11.2 Just cause for dismissal of a board member, coach, or other person of authority may include but is not limited to the following reasons:
 - 1. Failure to fulfill the duties of his or her office or position.
 - 2. Failure to comply with the Bylaws, Code of Conduct or other approved policies of the organization.
 - 3. Failure to comply with decisions made by the Board.
 - 4. Failure to obtain board approval for contracts, financial commitments, and/or other matters pertaining to the organization.
- 11.3 Any violations of the Code of Conduct or Bylaws, or any violation that presents an immediate safety concern for any player, parent, coach, volunteer, and/or board member may result in immediate suspension of duties.
- 11.4 Any board member, coach or other person of authority may be removed provided the following requirements have been complied with by the Board.
 - 1. All board members, including the individual being considered for removal, be notified either in person, by phone or in writing of the date, time and place of a regular or special meeting of the board at which removal shall be considered.
 - 2. Dismissal shall occur upon a majority vote of the combined Executive Board and Council, voting by secret ballot.
 - 3. Following an affirmative vote, the Secretary shall forward a letter to the concerned individual informing him/her that:
 - a. He/she is being removed and the cause as determined by the board.

- b. The required majority vote of the combined Executive Board and Council caused the letter to be forwarded.
 - c. He/she has 30 days from the date of the letter to appeal to the Board, either in person or in writing.
 - d. If no appeal is received from him/her within the thirty (30) day timeframe, his/her dismissal will become effective on the thirty-first (31st) day from the date of the letter and remain in effect for one (1) year.
- 11.5 In order to protect the confidentiality and reputation of the individual being considered for removal, the meeting or portion of the meeting where removal is discussed will be closed to board members only, unless the individual considered for removal desires that it be in an open meeting.
- 11.6 A person who is removed from their position within the organization following the 30-day timeframe will not be permitted to return for a period of one (1) year from the date of dismissal. Individuals who are immediately suspended and are subsequently removed from their position following 30-day timeframe, may not be permitted to return to the organization.

ARTICLE 12 - Amendments

- 12.1 The Bylaws may be amended, altered, or repealed and new Bylaws may be adopted at any combined SMSA Executive Board and Council meeting by a majority vote of members present and voting, provided that notice of such action and the proposals for changes to any of the bylaws is posted on the SMSA website **smsoccer.com** at least seven (7) days prior to the meeting at which the proposed amendment or amendments are to be considered for adoption.
- 12.2 The Code of Conduct policies of SMSA may be amended, altered or repealed at any meeting of the Executive Board by a majority vote of the members present and voting.
- 12.3 The Board may adopt policies to govern the operations of the Club at any Board meeting. A majority vote of all eligible voting members present is required to adopt, repeal, or amend a policy. Once adopted, the policy will govern the operations of the Club until it is amended or repealed.

ARTICLE 13 - Indemnification Clause

- 13.1 The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he/she is or was an officer, council member or representative of the Association, or is or was serving at the request of the Association as a representative of another corporation, partnership joint venture, trust or other enterprise, against expenses (including attorney's fees), judgements, fines, and amount paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith in a manner 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 not reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he/she 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 reasonable cause to believe that his/her conduct was unlawful.

- 13.2 Notwithstanding any contrary provision of the Articles of these Bylaws, to the extent that a representative of the Association has been successfully on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph 13.1, above, he/she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection therewith.
- 13.3 Unless ordered by a court, any indemnification in paragraph 13.1, above, shall be made by the Association only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he/she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:
- a. By the Board by a majority vote of a quorum consisting of Board members who were not parties to such action, suit or proceeding; or
 - b. If such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested board members so directs, by independent legal counsel in a written opinion.
- 13.4 Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Association as authorized in paragraphs 13.1 through 13.3 above.
- 13.5 Each such indemnity may continue as to a person who has ceased to be representative of the Association and may inure to the benefit of the heirs, executors, and administrators of such person.
- 13.6 The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a board member, employee, volunteer, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in a capacity or arising out of such person's status as such, whether or not the Association would otherwise have the power to indemnify such person against such liability.
- 13.7 Each person who shall act as an authorized representative of the Association shall be deemed to be doing so in reliance upon the rights or indemnification provided by this Article.

ARTICLE 14 - Dissolution Clause

14.1 Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.