

BROOKINGS FC™

Club Bylaws

Approved 7/10/2017

ARTICLE I. NAME

The name of this non-profit corporation organized under SDCL 47-22 of the South Dakota Code is Brookings Futbol Club (referred to herein as the **Association or BFC**).

ARTICLE II. PURPOSE

Mission Statement

Our mission is to ensure that the youth of Brookings and the surrounding areas are provided opportunities to develop and nurture soccer skills that allow each player to reach their highest desired potential, as well as have an enjoyable and satisfying experience for all involved in the program. All while maintaining an environment that embodies the core values of integrity, leadership, perseverance, respect, teamwork while enhancing self-esteem, promoting self-confidence and growing a lifelong passion for the game of soccer.

Vision

Brookings FC is committed to developing boys and girls of all ages and ability. Our approach to the development and education inside our organization is guided by several fundamental characteristics and guidelines including:

- Have a shared organizational mission, purpose and passion for the game of soccer
- Believe in the potential of all soccer players and seek to empower them with self-belief, self-awareness and self-reliance to achieve individual potential
- Allow all players the opportunity to play soccer regardless of ability with proper available programming.
- Establish standards and expectations for players, coaches, administrators and parents
- Creating and maintaining a supportive and adaptive learning environment and culture

- Provide quality training, learning facilities and learning opportunities
- Implement age appropriate curriculum used to guide training and player development
- Evaluate and appropriately place every player, every year, to maximize individual development
- Recruit and retain exceptional coaches, administrators and volunteers
- Frequently monitor players and coaches and provided feedback
- Insure effective leadership and management over the organization
- Continuous commitment to professional and organizational development and education
- Create and maintain a culture that encourages family and community involvement

ARTICLE III. NON-PROFIT OPERATION

Section 3.1 The Association is organized exclusively for educational purposes, including making contributions to organizations that qualify as tax exempt organizations pursuant to Section 501(c)(3) of the Internal Revenue Code (**IRC**).

Section 3.2 No portion of the net earnings of the Association shall inure to the benefit of or will be distributable to its members, directors or officers of the Association. Notwithstanding, the Association will be authorized to pay reasonable compensation for services rendered and to make payments and distributions in order to carry out the purpose for which the Association is organized.

Section 3.3 The Association shall not attempt to influence any legislation nor shall the Association participate in any political campaign on behalf of or in opposition to any candidate for political office. The Association shall only carry on any activities permitted to be carried on by: (a) an organization exempt from federal income taxation under Section 501(c)(3) of the IRC and (b) an organization, contributions to which are deductible in the calculation of taxable income pursuant to Section 170(c)(2) of the IRC.

Section 3.4 Upon dissolution of the Association, the board of directors shall, after paying or making provisions for the payment of all of the Association's debts and liabilities, dispose of all of the Associations assets to one or more organizations whose purposes are similar to those of the Association, which shall qualify as an organization(s) income taxation pursuant to Section 501 (c) (3) of the IRC as determined by the Board of Directors.

ARTICLE IV. MEMBERS

Section 4.1 The Association shall have a single class of members. An individual membership shall be granted to: (a) any adult registered with both the Association and the South Dakota State Soccer Association (**SDSSA**) as a volunteer or (b) any adult listed as a parent or guardian of a player registered with both the Association and SDSSA or (c) any adult who believes in the philosophy of the Club, is actively involved as a coach, referee, committee and or board member regardless if they have a child enrolled in soccer.

Section 4.2 Each member shall be entitled to vote at the Association's annual meeting and any special meeting. Any vote or other action required or permitted by these Bylaws to be taken by a member at an annual or special meeting may only be taken by a member present at such meeting. There shall be no member voting by proxy.

Section 4.3 The annual meeting shall take place each year in the month of July at such time and place established by the board of directors. Members shall be notified of the annual meeting at least thirty (30) days in advance.

Section 4.4 At the annual meeting, elections shall be held to fill any expiring terms on the board of directors and conduct such other appropriate business to come before the meeting. At the annual meeting, the board of directors shall report on the Association's prior year's operations including an annual financial report from the treasurer.

Section 4.5 The board of directors can call a special meeting of the members by notifying members at least seven (7) days in advance.

ARTICLE V. WORKING COMMITTEES

Section 5.1 The affairs of the Association shall be carried out by at least two (2) working committees, each operating under the direction of the board of directors.

Section 5.2 No member of a working committee shall receive compensation for services as a member of the working committee; however, a member of a working committee may be reimbursed for reasonable and authorized expenses incurred on behalf of the Association.

Section 5.3 Two of BFC's working committees shall include the league committee and the competitive committee. In addition, other working committees may be established by action of the Association's board of directors.

ARTICLE VI. BOARD OF DIRECTORS

Section 6.1 The affairs of the Association shall be managed by its board of directors.

Section 6.2 No member of the board of directors shall receive compensation for services as a board member; however, a board member may be reimbursed for reasonable and authorized expenses incurred on behalf of the Association.

Section 6.3 The board of directors shall be comprised of seven (7) directors. Those directors are President, Club VP, VP League, VP Competitive, External Operations VP, Secretary, and Internal Operations VP. Directors shall be elected at the Association's Annual General Meeting.

Section 6.4 Each director shall serve a term of two (2) years including the President. The Association's Directors, whose terms have expired, shall be elected at the Association's Annual General Meeting. All Directors will be elected by ballot of the members, with candidates receiving the highest number of votes being elected.

Section 6.5 The President's term is voted on in odd years. The Secretary, League VP, and Internal Operations VP are up for election in even years. The Competitive VP, External Operations VP, and the Club VP are up for election in odd years.

Section 6.6 All directors shall hold office until their successors have been duly elected or appointed and qualified. There shall be no limit on the number of terms a director may serve. In the event a director resigns or the position is otherwise vacated, the open position shall be filled for the unexpired remaining term by vote of the remaining members of the board of directors.

Section 6.7 Meetings of the board of directors shall be held monthly or at such other times as necessary in order to conduct the affairs of the Association. The board of directors may provide, by resolution, the time and place of holding regular meetings. A majority of the directors will represent a quorum of the board of directors for purposes conducting business at a meeting. A meeting of the board of directors may be conducted by means of conference telephone call or other similar means of remote communication, if the directors so participating and the directors physically present at the meeting can participate with one another during the meeting.

Section 6.8 Special meetings of the board of directors may be called by the president or by any six (6) directors, and shall be at such place and time as may be designated in the notice for such meeting.

Section 6.9 Directors shall be immune from liability to the full extent provided by the Association's Articles of Incorporation, these bylaws and the laws of the State of SD.

Section 6.10 Removal - Directors may be removed from office for malfeasance, misconduct, or neglect of duty by a majority of the voting Directors. Any of these officers are entitled to at least five working days' notice in writing of the Board meeting at which such removal is voted upon and be entitled to appear at such meeting. Upon such event the position shall be filled in the manner as laid out under *Vacancies Section 7.3*.

ARTICLE VII. OFFICERS

Section 7.1 The Association's officers shall be a President, Club VP, League VP, Competitive VP, External Operations VP, Secretary, Internal Operations VP all elected from the board of directors.

Section 7.2 Officers shall hold office from the board of director's first meeting following the Association's annual meeting until the Association's following annual meeting.

Section 7.3 Vacancies - Should a vacancy occur in any office, the President shall make a recommendation for all committee appointments, subject to the Board's approval for the unexpired term of the vacant office.

Section 7.4 The Treasurer and the Club Administrator shall be authorized to sign all checks drawn against the account or accounts of the Association.

ARTICLE VIII. OFFICERS' DUTIES

Section 8.1 The president shall be the Association's chief executive officer, shall be chairman of the Association's board of directors, and shall preside at all board of director meetings. The president shall exercise all the powers and duties usually attendant upon a president or chairman of the board of directors. The president shall represent the Association at all SDSSA functions. The president may be an ex-officio member of all committees. The president is entitled to one (1) vote at any Board meeting, but only in the event a tie-breaking vote is needed.

Section 8.2 The Club VP shall, in absence or disability of the president, perform the duties and exercise the power of the president and shall have such other powers as the board of directors may prescribe from time to time. This VP will have direct oversight of the Concessions Director, Referee Director, Development Director as well as any other Director as assigned and have general oversight of the club and act in a professional manner.

Section 8.3 The League VP shall provide leadership and direction for all league programming. Coordinate all activities with the Director of Coaching, technical directors, age group coordinators, league coaching staff, club administrator, club administrative assistant, facilities, scheduler, equipment coordinator and referee coordinator in a professional manner.

Section 8.4 The Competitive VP shall provide leadership and direction for all competitive programming. Coordinate all activities with the Director of Coaching, technical directors, age group coordinators, coaching staff, club administrator, facilities, scheduler, equipment coordinator and referee coordinator in a professional manner. This VP will be the direct contact for uniform coordination, ordering and distribution and have direct oversight of Team Managers.

Section 8.5 The External Operations VP shall provide leadership and direction for all tournaments and other special events. Coordinate all activities with the club administrator, administrative assistant, and tournament director as need for all external events in a professional manner. They will also have direct supervision over the Public Relations Director and Marketing/Advertising Director and other Directors as assigned.

Section 8.6 The Internal Operations VP shall provide leadership and direction for all internal operations of the club. This includes but is not limited to oversight for the Equipment Director and field set-up, the Volunteer Points Director and the Spirit Wear Coordinator and other directors as assigned. Assistance with recruiting VPS positions and oversight of the Volunteer Points Program as well as working in a professional manner with the Club Administrator, administrative assistant and other members of the BOD as needed.

Section 8.7 The secretary shall record minutes for all board of director and member meetings and shall coordinate the publication and distribution of draft minutes to the board of directors prior to the board of directors meetings and to the members prior to the annual or any special meetings. Coordinate all activities with the administrative assistant for location and reminders for all meetings and will act in a professional manner.

ARTICLE IX. APPOINTED OFFICIALS, ADMINISTRATORS, AND OFFICERS

Section 9.1 The Treasurer shall be responsible for paying all bills authorized by the board of directors and for maintaining financial records for the Association. The treasurer is authorized, along with the Club Administrator, to sign all checks drawn against the account or accounts of the Association. The treasurer shall provide monthly financial statements to the board of directors and shall prepare the Association's annual financial report prior to the board of directors' July meeting. The treasurer shall submit an annual financial report to the members at the annual meeting. The treasurer shall give all documentation to the Accountant so that they may do quarterly reporting to the IRS. The treasurer is a non-voting position underneath the BFC Board of Directors to be reviewed annually.

Section 9.2 The Club Administrator shall be responsible for attending all meetings unless otherwise excused by the Board. The administrator may appoint as many assistants as may be necessary to insure that the duties of the position are properly conducted. The administrator will assure that players are registered and on a roster in compliance with the Rules and Regulations of SDSSA, US Youth Soccer and United States Soccer Federation (USSF). The administrator may propose to the board various Registration Rules, as needed, to serve the needs of BFC. The Club Administrator will oversee the system software, registration process and the BFC Website. The club administrator is a non-voting position underneath the BFC Board of Directors to be reviewed annually.

Section 9.3 The Director of Coaching (DOC) runs the day to day soccer operations of BFC/Select. The position assists the Board of Directors with strategic planning, coach management/evaluation, team formation and the Club's overall technical direction: with a particular emphasis on youth player development. The DOC will create and implement an overall technical plan that establishes BFC/Select's commitment to the development of its players and coaches, to reach their highest desired potential. This position will provide the direction so that players and coaches have a clear understanding of their development pathway in all programs and maintain a strong commitment to a Long-Term Player Development. The DOC is responsible to the Club's Board of Directors and reports through the President. The position also directs the activities and development of the Club's coaching staff. The position is restricted from performing similar duties for other clubs or organizations without prior written approval from the Club President.

Duties and Responsibilities

Technical Leadership

1. Establish the Club's overall technical vision and plan in accordance with the clubs overall mission and vision statement
2. Act as the Club's chief spokesperson for Club-level technical matters involving South Dakota State Soccer Association and other governing bodies and leagues.

3. Recruit, develop and directly manage the Club's technical staff, including Technical Directors, Age-Group Coordinators, Head Coaches, Assistant Coaches and Volunteer Coaches.
4. Identify and directly manage education and development requirements and opportunities for the Club's coaches.
5. Establish partnerships with university, college and professional organizations to develop opportunities for the Club's players to progress their overall development opportunities.

Technical Program Development

1. Drive the implementation of the Long Term Player Development principles into the Club's competitive programs, including enhanced training options.
2. Develop high performance competitive programs within the club.
3. Establish a pathway that clearly outlines the options available to players and provides the best progression as players develop within the Club's programs.
4. Build on the Club's existing development base to continue to improve and provide quality development opportunities.
5. Ensure that advanced training programs are developed for high performing players.
6. Adhere to US Youth Soccer Association and South Dakota State Soccer Association playing guidelines.

ARTICLE X. INDEMNIFICATION.

Section 10.1 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 (including an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid or necessarily incurred, in settlement or otherwise, by him in connection with such action, suit or proceeding. Indemnification shall be had except in relation to matters as to which any director, officer, agent, employee person serving at the Association's request, or former director, officer, agent, employee, or person serving at the Association's request, shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty. Even if liability for willful misconduct is found, indemnity shall be had if the court in which such action or suit was brought shall determine, that despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for those expenses which such court shall deem proper. Indemnification shall not be deemed exclusive of any other rights to which the director,

officer, agent, employee, or other person serving at the Association's request is entitled to under any agreement, or otherwise.

Section 10.2 Any indemnification under Section 9.1 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, agent, or person serving at the Association's request is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 9.1. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of the disinterested directors so directs, by independent legal counsel in a written opinion; provided, however, that if a director, officer, employee or agent of the Association, or person serving at the Association's request has been successful on the merit or otherwise in defense of any action, suit or proceeding referred to in Section 9.1 or in defense of any claim, issue or matter therein, he shall automatically be indemnified against expenses (including attorney's fees) actually and necessarily incurred by him in connection therewith without the necessity of any such determination that he has met the applicable standard of conduct set forth in Section 9.1.

Section 10.3 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 of directors as provided in Section 9.2 of this Article IX upon receipt of an undertaking by or on behalf of the director, officer, employee, agent, or person serving at the Association's request to repay such amount if and when it should ultimately be determined that he is not entitled to be indemnified by the Association as authorized in this Article IX.

Section 10.4 The board of directors may exercise the Association's power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability hereunder or otherwise.

Section 10.5 The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation, these bylaws, agreement, vote of disinterested directors, the North Dakota nonprofit corporation law, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, agent or one serving at the Association's request and shall inure to the benefit of the heirs and personal representatives of such a person.

ARTICLE XI. INSTRUMENTS, BANK ACCOUNTS, CHECKS AND DRAFTS, LOANS AND GIFTS

Section 11.1 Except as otherwise provided in these Bylaws, the board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bond the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 11.2 The board of directors from time to time may authorize the opening and keeping of general and/or special bank account with such banks, trust companies or other depositories as may be selected by the board of directors or by any officer or officers, agent or agents of the Association to whom such power may be delegated from time to time by the board of directors. The board of directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these Bylaws, as the board of directors may deem expedient.

Section 11.3 All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Association, shall be signed by the treasurer or the Club Administrator. Endorsements for deposit to the credit of the Association in any of its duly authorized depositories may be made without countersignature, by the treasurer or club administrator, or by hand-stamped impression in the name of the Association.

Section 11.4 No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the board of directors. Such authority may be general or confined to specific instances. No loans may be made by the Association to any officer or director of the Association, directly or indirectly.

Section 11.5 The board of directors may accept on behalf of the Association any contribution, gift, bequest or device for the general purposes or for any special purposes of the Association.

ARTICLE XII. AMENDMENTS

Section 12.1 These Bylaws may be amended or repealed, or new Bylaws may adopted at any annual or special meeting of the membership by a two-thirds (2/3) vote of those members present, provided that notice of the intention to so change the Bylaws, and the nature of the proposed change, is given to the members thirty (30) days prior to meeting at which the changes are to be acted upon. Provided prior notice is given, Bylaw changes can be introduced and acted upon at the same meeting.

ARTICLE XIII. MISCELLANEOUS.

Section 13.1 The fiscal year of the Association shall end on June 31st. The soccer seasons registration is August 1st-July 31st.

Section 13.2 The Association shall have no corporate seal.

Section 13.3 "Robert's Rules of Order Newly Revised," shall govern meetings of this Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

Section 13.4 Any notice required to be provided pursuant to these Bylaws may be made to the address provided in the applicable registration with the Association, whether by mail, courier, telephone, facsimile, electronic communication or otherwise