

BONNEVILLE YOUTH SOCCER LEAGUE, INC.

AN IDAHO NON-PROFIT CORPORATION

BYLAWS

ADOPTED OCTOBER 1992

REVISED NOVEMBER 1996, 1999, 2001, 2009, 2016, 2023

ARTICLE I. ARTICLES OF INCORPORATION/CONSTITUTION

The Articles of Incorporation of the Bonneville Youth Soccer League, Inc., referred to in these Bylaws as "Association," were adopted as its constitution. The Articles cannot be modified except as provided by Idaho law relating to the amendment of Articles of Incorporation of not-for-profit corporations.

ARTICLE II. PURPOSES

The general purposes of the Association are defined in the Articles of Incorporation. Specifically, the purpose of the organization is to develop, promote, and administer the game of soccer, at all levels of play, for the benefit of the game and particularly for youth soccer, without individual or organizational discrimination, so long as the general purpose of such other organizations do not conflict with the express purposes or objectives of this Association.

ARTICLES III. MEMBERSHIP

Section 1—Defined:

The members of the Association shall consist of:

1. Parents or legal guardians of registered players from affiliated teams.
2. Coaches and assistant coaches.
3. The duly elected Board of Directors; and
4. Individuals who are interested in promoting soccer.

Section 2—Meetings:

The members of the Association shall meet annually in November at a time and place designated by the Board of Directors. Notice of the annual membership meeting shall be sent to all coaches and team voting representatives at least fourteen (14) days prior to the meeting. This notice may be given to the public by publication of notice in a manner that is fair and reasonable including distribution by email or publication in the social media outlets of the Association. Published notice shall be given not less than ten (10) days prior to the annual meeting.

Section 3--Duties:

The members of the Association shall meet for the purposes of electing the Board of Directors to serve the expiring terms, to review the annual budget adopted by the Board of Directors, to act upon proposed changes to the Articles of Incorporation or Bylaws, and to act upon such other matters as may be referred to the general membership by the Board of Directors.

Section 4—Voting Rights:

Each affiliated team and each member of the board of directors shall have one vote in all matters submitted to the membership for a vote and for election of Directors, except that a director seeking re-election shall not be entitled to vote at the election of new directors. Each team shall designate a team representative to vote at the Association meetings. There shall be no proxy votes. Each affiliated team and each member of the board of directors shall be allowed only one (1) vote per candidate for election of directors. No person shall have more than one vote on membership matters by reason of dual roles as a director and/or team voting representative. A team representative must be a minimum of 18 years old to cast a vote.

ARTICLE IV. BOARD OF DIRECTORS

Section 1—Number:

The Board of Directors of the Association shall consist of not less than five (5) nor more than twelve (12) persons elected by the membership at the annual meeting. The number of directors to be elected at the annual meeting shall be determined by the Board of Directors at its meeting before the annual meeting or by the members at the annual meeting prior to the election of directors.

Section 2—Term:

Each director shall be elected for a three-year term unless the board shall consist of less than nine (9) persons, in which event the term of all directors shall be one (1) year. Terms of the directors shall be staggered so that approximately one-third of the directors' terms expire each year, directors may be elected for terms of less than three (3) years in the event the number of directors shall not be evenly divisible by three (3) or it is necessary to create a stagger as required by this paragraph.

Section 3—Succession:

A director who has served six (6) consecutive years may not succeed himself unless nominated by the nominating committee and the nomination is approved by two-thirds of the members attending the annual membership meeting.

Section 4—Meetings:

A. **Annual Meeting.** The Board of Directors may meet immediately following the annual membership meeting to elect the officers to serve the Association for the following year.

B. **Regular Meetings.** The Board of Directors may meet at least once each month at a time and place determined at the previous month's meeting. The Board of Directors may elect to have no meeting in December.

C. **Special Meetings.** The Board of Directors shall meet at the call of the President after not less than two (2) days' notice. The President shall call a special meeting when requested to do so by three directors.

D. **Quorum.** A quorum for conducting business at a meeting of the Board of Directors shall be the number of directors greater than 50 percent of the Board of Directors.

E. **Election.** The Board of Directors shall be elected by the members at the annual membership meeting. Election shall be by cumulative voting. In the event of the resignation, removal, or incapacity of a director to complete a term of office, the members may elect a new director to serve until the next

annual membership meeting, provided that notice of the election to replace a director shall be given to all coaches and team voting representatives at least 14 days before the election. This notice may be provided in a fair and reasonable manner such as e-mail or may be posted on social media pages.

F. **Voting.** No proxy voting shall be allowed.

G. **Procedure.** Meetings shall be conducted under the guidelines of the most recent revision of "Robert's Rules of Order."

H. **Action Taken Without a Meeting.** Any action required or permitted to be taken by the Board of Directors at a meeting may be taken by a majority of the directors without a meeting if a written consent to the action taken without a meeting be signed by the directors agreeing to such action. Such action shall be ratified by the Board of Directors at its next scheduled meeting.

I. **Distribution of Minutes.** All minutes of the meeting of the Board of Directors shall be distributed to the Board of Directors, and upon request team representatives, coaches, and any other members. Minutes may be posted on the BYSL website. It shall be the responsibility of the secretary to distribute minutes as provided in this paragraph.

Section 5—Committees:

The Board of Directors may act through committees of one or more interested persons, provided the Board of Directors shall specifically delineate the responsibility of each committee and ratify its actions. Committees to be formed by the Board may include a nominating committee, tournament, soccer camp, sponsorship, field and equipment maintenance, Snake River soccer league, publicity, out of town exchange and tournament, coach selection and referee committees. The nominating committee shall be chaired by the Vice President and is charged with the responsibility of bringing nominees for Board of Directors' vacancies before the annual membership meeting placing emphasis upon the goal of bringing nominees from outside the list of directors whose terms are expiring.

Section 6—Compensation:

No Board member shall be entitled to compensation for services provided to the Association except as may be generally provided to non-board members for providing the same or similar service.

Section 7--Reimbursement of Expenses:

Expenses incurred for the benefit of the Association may be paid or reimbursed if approved by the Board of Directors and supported by a written statement, bill, or receipt.

Section 8—Liability:

No director may be assessed. No director shall be liable for the obligations of the Association except as provided by Idaho law.

Section 9—Duties:

The Board of Directors shall adopt rules and regulations for the Association it may deem appropriate. The Board of Directors is charged with the general responsibility of conduct of the affairs of the Association, approval of coaches, determining the policies of team formation and enforcing its rules and regulations. The Board of Directors shall have the authority to suspend or remove a coach or player, for

cause. The party whose suspension is sought must be offered a hearing before the Board after written notice of the allegations, upon which the petition for suspension or removal is brought, is provided to the party whose removal is being pursued. Only the members of the Association shall have the authority to suspend or remove a director, at an annual or regular meeting. Notice of the proposed suspension or removal proposition shall be given in the minutes of the Association at least thirty (30) days before a vote can be taken.

ARTICLE V. OFFICERS

Section 1—Designation:

The officers of the Association shall be President, Vice President, Secretary, and Treasurer.

Section 2—Manner of Selection:

The officers shall be elected by the Board of Directors from within their number. The elections shall be held at the annual meeting of the Board of Directors.

Section 3—Term:

The term of office of all officers shall be one year. An officer may succeed himself.

Section 4-Duties:

A. **President:** The President shall be the Chairman of the Board of Directors. Except in voting for election of directors, the President shall vote on any issue only in the event of a tie. In the event the Executive Director is unable or unwilling to perform the day-to-day business and affairs of the Association, the President shall assume such responsibilities until a replacement is found.

B. **Vice President:** The Vice President shall perform the duties of President in the absence of the President and shall serve as the chair of the nominating committee.

C. **Secretary:** The Secretary shall prepare, distribute, and keep minutes of all proceedings of the Association, keep an accurate record of the names and addresses of the Board of Directors, committee members, and team voting representative of the Association, give notice of all meetings and, except as otherwise provided in these Bylaws, have general charge of the records of the Association.

D. **Treasurer:** The Treasurer shall have control of the funds of the Association, shall keep its financial records, prepare its annual budget for adoption by the Board of Directors, and review by the general membership, file all statements and returns required by membership, file all statements, and returns required by law, and periodically report the financial status of the Association to the directors and members.

F. **Miscellaneous.** The Officers and directors shall perform such other duties as may be assigned by the President or Board of Directors. The Board may select such assistant officers as it may deem necessary or appropriate. The Board may fill any vacancy in an office as it deems appropriate. No person may hold more than one of the offices designated in Article V, Section 1. All records maintained by Officers of the Association shall be made available to any director for inspection.

G. **Audits.** An audit team composed at a minimum of the Vice President, Secretary, and one other member of the Board who is not an officer shall conduct an audit of the financial records of the

Association at the end of each fiscal year. The Vice President and Treasurer shall conduct a reconciliation of Association records at least annually.

H. **Executive Director.** The Executive Director shall supervise and control the day-to-day business and affairs of the Association. The Executive Director shall be hired as a paid employee by the Association on terms and conditions as set by the Board of Directors and shall be responsible for putting into effect the decisions of the Board of Directors. The Executive Director shall not be a member of the Board of Directors.

ARTICLE VI. GENERAL PROVISIONS

Section 1—Loans and Scholarships:

The Association may not make loans to its members. The Association may provide financial assistance to players who are in financial need.

Section 2—Geographical Influence:

The Association's geographical boundaries shall be the boundaries of Southeast Idaho. Players residing outside of Southeast Idaho may be afforded the opportunity to play if consistent with IYSA policies.

Section 3—Fiscal Year:

The fiscal year of the Association shall end on July 31 of each year.

Section 4—Distribution of Dissolution:

On dissolution, the assets of the Association shall be distributed to a non-profit organization providing benefit for youth activity as deemed appropriate by the Board. In the absence of a Board decision to the contrary, the assets shall be distributed to the Idaho Youth Soccer Association.

Section 5--Amendment:

These by-laws may be amended only by the membership at an annual or regular meeting. An amendment shall not be affected except by a vote of a majority of the number of eligible voters present at the meeting. Notice of the proposed amendment of the by-laws shall be given in the minutes of the Association at least thirty (30) days before a vote can be taken.

BYLAWS REVISED in October 2023 and RATIFIED this: 15th day of November 2023.

President

Secretary