



BYLAWS OF RUSHMORE SOCCER CLUB

I. ARTICLE I --OFFICE

Section 1. PRINCIPAL OFFICE

The principal office of the corporation in the State of South Dakota shall be located at the address of the President as it appears on the books of the corporation.

Section 2. REGISTERED AGENT AND OFFICE

The corporation shall have and continuously maintain a registered agent, which shall be a South Dakota resident. The address of the registered office must be identical with the address of the registered agent's business office, as required by the South Dakota Nonprofit Corporation Act.

II. MEMBERSHIP AND VOTING RIGHTS

Section 1. GENERAL MEMBERSHIP

The general membership of the Rushmore Soccer Clubs, Inc., shall consist of all adults, eighteen years or older, who are actively participating in the corporation. The membership shall include, but not be limited to:

1. Head coach of each team.
2. Parents of active Rushmore Soccer Clubs, Inc., players.
3. Other adults recognized by the Rushmore Soccer Clubs, Inc., Board for membership purposes.

Membership granted by recognition of the Rushmore Soccer Clubs, Inc., Board is renewable on January 1 of each year. Adults qualifying for membership are considered registered adults.

Section 2. VOTING

Each member of the corporation, in good standing, shall have one vote on matters acted upon by the general membership. There shall be no proxy votes in this corporation.

III. BOARD OF DIRECTORS

Section 1. NUMBER, TENURE AND QUALIFICATIONS

The number of directors of the corporation shall be ten. The directors shall be elected as specified in Article IV from members in good standing for terms as specified in Article IV and shall serve until the election and acceptance of their duly qualified successors. In order to be eligible to serve on the Board, a candidate must have been a member of Rushmore Soccer Clubs, Inc., for a minimum of two years. At all times, at least one director shall be a resident of South Dakota.

Section 2. RESPONSIBILITIES

The Board shall be responsible for setting policy for the transaction of all business of the corporation in accord with these ByLaws and shall be responsible for the declaration of the standing (good or bad) of teams. They shall also, upon recommendation of the President, approve additional rules and regulations for governing operations and competitions not explicitly covered by the rules and regulations. The Board may also appoint persons to act on behalf of the Club, including, but limited to, a Director of Player Development and tournament directors. Such persons shall have duties as may be assigned by the Board, but are not voting members of the Board.

IV. OFFICERS

1. President

The President shall direct the officers, committees and Board and shall act as the presiding officer at all meetings of the Board and the general membership. The President shall be responsible for conducting the business of the corporation, for making rulings which interpret policy of the Board, for coordinating the activities of the corporation, for general administration, and for other duties as the Board may approve or direct. The President may appoint a representative to represent the corporation

as District Commissioner to the State Board. The President may neither make nor second any motion at a meeting of the Board or general membership and shall be eligible to vote only in the case of a tie.

The President will take office after serving for a minimum of one year as the President-Elect. The President shall take office in odd years for a two-year term. In the event that the position of President becomes vacant and there is not a qualifying President-Elect, the President shall be elected directly by the general membership. Any person who has served no less than the previous year on the Board shall be eligible in such election. A President elected under this circumstance shall serve the remainder of the term until the President's position would normally take office.

2. President-Elect

The President-Elect shall serve as assistant to the President and shall assume the duties of the President in the absence or incapacity of the President. The President-Elect shall act as the Board's liaison to Soccer Rapid City and shall be responsible for representing Rushmore Soccer Club at Soccer Rapid City functions. The President-Elect shall be nominated and elected directly by the general membership at the Annual General Meeting and shall be elected to a two-year term in odd years.

3. Treasurer

The Treasurer shall oversee the collection of all dues and fees, shall have charge of all monies, issue bills and receipts for dues and fees, and pay all bills due of the corporation. The Treasurer shall maintain checking and savings accounts in a reputable bank in the name of the corporation, with signature authority as authorized by the Board. An account may be established for each team requiring the signature of the Treasurer, Team Coach or Team Treasurer. The Treasurer shall keep a detailed record of income and expenditures and submit a detailed, written report to the Board and a written general report at each Annual General Membership Meeting. The Treasurer shall cause each Team Treasurer, if any, to keep a detailed record of income and expenditures and submit a written annual report to the Treasurer. The Treasurer shall be elected in even years to a two-year term by the general membership.

4. Parent Organization President

The Parent Organization President shall conduct the affairs of the Parent Organization and act as the Parent Organization liaison to the Board. The

Parent Organization President shall be responsible for taking and maintaining detailed notes of the Board meetings or for delegating such responsibility to a qualified Board member. The Parent Organization President shall be elected according to the rules of the Parent Organization and shall serve a term according to those rules. In the absence of such rules, the Parent Organization President shall be elected at the first meeting of the Parent Organization after the Annual General Membership Meeting in even years to a two-year term.

5. Girls' President

The Girls' President shall act as liaison to the Board for all Girls' players, coaches and parents, and shall assist the Director of Player Development in creating and implementing the training program for all girls within Rushmore Soccer Club. The Girls' President must be an active coach of a girls' team at the time of the election and must have coached no less than the two years or three of the last four years prior to the election. The Girls' President shall be elected in odd years by a majority of the active coaches.

6. Boys' President

The Boy' President shall act as liaison to the Board for all Boys' players, coaches and parents, and shall assist the Director of Player Development in creating and implementing the training program for all boys within Rushmore Soccer Club. The Boys' President must be an active coach of a boys' team at the time of the election and must have coached no less than the two years or three of the last four years prior to the election. The Boys' President shall be elected in even years by a majority of the active coaches.

7. Members At Large (2)

There shall be two (2) Members at Large. The Members at Large shall be elected by the general membership. Each shall be elected in alternate years for two-year terms. The Members at Large shall act as liaisons to the Board for the general membership and shall perform such other duties as assigned by the Board.

8. Scheduler

The Scheduler shall be responsible for the scheduling of games for all Rushmore Soccer Club teams as requested by the appropriate coaches or the Director of Player Development and for the scheduling at all Rushmore Soccer Club sponsored tournaments. The Scheduler shall be

elected by the Board to a two-year term in odd years. The Scheduler shall also be responsible for such other duties as may be assigned by the Board.

9. Marketing Director

The Marketing Director shall be responsible for working with the Director of Player Development and the Board to create marketing opportunities, sponsorships and community involvement for Rushmore Soccer Club. All such financial opportunities must be ratified by the Board. The Marketing Director shall have no authority to bind Rushmore Soccer Club to any relationship with any outside person or organization without Board approval of a written proposal. The Marketing Director shall be elected by the Board to a two-year term in even years. The Marketing Director shall be responsible for such other duties as may be assigned by the Board, President and the Director of Player Development.

V. VACANCIES AND REMOVAL OF OFFICERS OR DIRECTORS

Section 1. VACANCIES

Any vacancy in the Board of Directors, whether due to illness, resignation or other cause, may be filled by the affirmative vote of a majority of the remaining members of the Board, even if less than a quorum of the Board. A member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. A Board Member who is absent from three successive meetings of the Board without just cause may have the position declared vacant by the Board. Any Board position to be filled by reason of an increase in the number of the Board Members for a term of office continuing only until the next election of that position as specified in Article IV.

Section 2. REMOVAL

Removal of officers or Board Members for cause may be done at any general membership meeting. A two-thirds majority of votes cast is required for removal.

Section 3. SUSPENSION

The Board may suspend any officer or Board Member by two-thirds majority vote pending removal proceedings as provided in Section 2, above.

VI. MEETINGS

Section 1. BOARD MEETINGS

The Board shall meet monthly for the purpose of reviewing the operations of the corporation. Additional meetings shall be held as deemed necessary by the President. The general membership is welcome at any Board meeting, as non-voting members, and may address business from the floor.

Section 2. ANNUAL GENERAL MEMBERSHIP MEETING

An annual general membership meeting shall be held during the fall. Those Board Members who are elected by the general membership pursuant to Article IV shall be elected at this meeting.

Section 3. SPECIAL MEMBERSHIP MEETINGS

Special meetings of the general membership may be called for particular purposes by the President. The President shall call a special membership meeting at the request of the Board or 50 members.

Section 4. QUORUM

A majority of votes cast by the members present and in good standing is required to decide any question at the general membership meetings except where explicitly stated elsewhere. There is no minimum number of members required to act at a general membership meeting.

A majority of votes cast by the Board Members present and in good standing is required to decide any question at a Board meeting. The presence of no less than five members of the Board is required for the Board to have a quorum.

Section 5. GOVERNING PROCEDURES

The procedures to be followed in the general meetings shall be determined by the President or such person as the President may designate as Parliamentarian.

VII. Administration

Section 1. NON-PROFIT ORGANIZATION

The corporation shall be administered as a non-profit charitable and educational organization.

Section 2. STATE AND NATIONAL AFFILIATIONS

The corporation shall maintain itself as a member in good standing of the South Dakota State Soccer Association, and will comply with the Constitution, ByLaws, and Rules and Regulations of the United States Youth Soccer Association and the South Dakota State Soccer Association.

Section 3. POLICIES

The policies of the corporation shall be determined by the Board. The Board will assume the execution of the provisions in all matters, of these ByLaws, Rules and Regulations, in good conscience and be answerable only to the general membership as a whole.

Section 4. GENERAL ADMINISTRATION

The President shall administer the affairs of the corporation in accordance with these ByLaws, Rules and Regulations, and execute the policies directed by the Board.

Section 5. ELECTRONIC MEETING

A decision required by the Board which, in the judgment of the President, should not wait for a regularly-scheduled meeting of the Board, may be voted on electronically. The President shall present the Board with an electronic version of the issue and shall specify a period, not less than 24 hours, by which Board Members must respond. No fewer than five members must have responded in order for the Board to have an electronic quorum.

Section 6. EMERGENCY ADMINISTRATION

A decision required by the Board which, in the judgment of the President, should not wait for a regularly-scheduled meeting of the Board or an electronic meeting, shall be rendered by an Executive Committee. The make-up of the Executive Committee shall consist of the President, the Treasurer, the Boys' President or the Girls' President and one of the Members at Large, as may

available to the President. A majority vote of the Executive Committee shall necessary unless otherwise explicitly specified elsewhere.

Section 7. DISSOLUTION

The assets of the corporation on dissolution, will be turned over to non-profit organization as determined by the Board.

VIII. COMMITTEES

Committees may be appointed to report to the Board as directed by the President.

IX. FISCAL YEAR

The seasonal fiscal year of the corporation shall begin on September 1st and end on August 31st of each calendar year.

X. AMENDMENTS

ByLaw amendments may be made by a simple majority vote of the Board. Such amendments shall take effect immediately unless otherwise specified, but may not apply retroactively.

KNOWN ALL MEN BY THESE PRESENTS that I, the undersigned President, do hereby certify that the foregoing ByLaws were duly adopted by the Board.



TONI L. SABROWSKI
President, Rushmore Soccer Club