

Sunflower Soccer Association By-Laws

Revised and approved by majority vote (8-0) on February 15th, 2021.

Article I. Title, Office, and Purpose

Section 1.01 - Title

- a. The name of this organization, incorporated as a 501(c) (3) not-for-profit corporation, is Sunflower Soccer Association, Inc., hereinafter referred to as the "Corporation".

Section 1.02 - Principal Office

- a. The principal office for the transaction of the business of the Corporation is hereby located at 4829 NW 17th, Topeka, Kansas 66618.
- b. Branch or subordinate offices may at any time be established by the Board of Trustees at any place or places where the Corporation is qualified to do business.

Section 1.03 - Purpose

- a. The objects of the Corporation, as set forth in the Articles of Incorporation, to wit:
 - i. To further and promote the progressive development of the sport of soccer through organization, training and education;
 - ii. To organize a soccer team or teams to compete and participate in soccer;
 - iii. To promote the progressive development of the sport of soccer through the establishment and development of soccer programs for all youth;
 - iv. To receive gifts, legacies and donations from any source whatsoever to be used solely to promote the health, welfare and recreation of the general public through the organization and activities of this Corporation for the development of the sport of soccer;
 - v. To sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in judgment of the Trustees, will best promote the purposes of the Corporation without limitation except such limitation, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, these Bylaws of the Corporation, or any laws applicable thereto.
- b. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including publishing or distribution of statements) in a political campaign on behalf of any candidate for public office. Notwithstanding any other provisions in these Articles, the

Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding provision of any amendments thereto.

- c. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any power that is not in furtherance of the purpose of this Corporation.

Section 1.04 - Non-Discrimination

- a. The Corporation shall not discriminate on the basis of any person's sex, race, ethnic or national origin, religion, or any other preference.

Section 1.05 – Repository of Corporate Documents

- a. At all times there will be kept a repository of corporate documents of high importance in a secure location such as a safe-deposit box or a fire-proof safe for the continuity and protection of the Corporation. Documents included should be: these by-laws, Articles of Incorporation, Personnel Policies, IRS Letter of Designation, current data backups, and any other document(s) deemed necessary and important by the Board of Trustees or the Club Director.

Article II. Membership

Section 2.01 - Membership

- a. Any individual who is at least eighteen (18) years of age and who agrees to support the objectives and purposes of the Corporation is eligible for membership in the Corporation. Applications for membership shall be made to the Secretary or, where so directed by the resolution of the Trustees, to another officer of the Corporation. Memberships are not transferable. The membership year shall be the fiscal year of the Corporation.

Section 2.02 - Types of Membership

- a. FAMILY MEMBERSHIP: Family Membership shall be extended to the parents, stepparents, and/or the legal guardians named on the Player Registration Form of any and all players registered to play with Sunflower Soccer Association and Topeka Soccer Club.
- b. ASSOCIATE MEMBERSHIP: Associate Membership shall be extended to all Sunflower Soccer Association registered coaches, referees, and volunteers.
- c. VOTING MEMBERSHIP: Voting Membership shall be extended to any Individual, Family or Associate Membership following both the receipt of a properly filled out Voting Membership Application Form

and confirmation of fulfillment of Section 2.03 of this article by the Secretary, or where so directed by resolution of the Trustees, to another officer of the Corporation.

Section 2.03 – Club Membership Fee

- a. There shall be an annual membership fee that shall be paid by each Voting member in the manner and amount set annually by the Trustees. Said fee is to be not less than \$50.00. Payment of such fee and good standing with respect thereto shall be prerequisite to be an eligible Voting member and to exercise any voting rights. All players in the Club Select division will be required to pay this fee allowing one parent voting rights.

Section 2.04 – Club Membership Fee Waivers

- a. All current Board of Trustees members, committee members, and League Chairs shall have the fee waived. All current Recreational League or Select coaches and assistant coaches possessing any Grassroots Coaching License shall have the annual fee waived. Any Family or Associate member submitting documentation of at least ten (10) hours of volunteer work for the Corporation within the year immediately prior to the annual meeting shall have the annual fee waived. Any volunteer work done for monetary compensation or in lieu of payment for participation shall not be eligible for inclusion in the required ten hours.

Section 2.05 - Termination or Suspension

- a. Members shall maintain good standing with respect to the payment of fees required by the Corporation. Additionally, if any member of the Corporation commits any act prejudicial to the conduct of the affairs of the Corporation or the purpose for which it was formed, such member shall be notified in writing to appear personally before the Trustees at a designated time not less than ten (10) days after such notification and at such time be given a hearing. By a majority vote of the Trustees present and constituting a quorum, the membership of such member may be terminated, or suspended subject to reinstatement upon such conditions as may be prescribed by the Trustees.

Section 2.06 - Resignation from Membership

- a. Resignation from membership shall be presented to the Secretary or, where so directed by resolution of the Trustees, to another officer of the Corporation. Resignation does not relieve any member from any liability for any dues, assessments or other obligations to the Corporation which are unpaid at the time such resignation is filed, or which may arise prior to the resignation.

Section 2.07 - Proxies

- a. Every voting member shall have the right to vote either in person or by a written proxy executed by such person or such person's duly authorized agent and filed with the Secretary. Each proxy shall be executed in writing and shall be valid for a specific general or special meeting. No such proxy shall be valid after the general or special meeting for which the proxy is executed.

Article III. Board of Trustees

Section 3.01 - General

- a. The Board of Trustees (hereinafter "Trustees") shall be the sole governing body of the Corporation. The regular voting members of the Board shall consist of a number no less than five (5) and no more than nine (9). The Club Director will serve as ex-officio without privilege of vote. Trustees shall not receive any compensation for their services as Trustees; however, individual trustees may be reimbursed for expenses incurred on behalf of the Corporation.

Section 3.02 - Election and Term

- a. The voting members, by majority vote, elect Trustees from a slate recommended by the Nominating Committee plus any nominations from the floor.
- b. In the event of a vacancy, the remaining Trustees shall, by majority vote, elect a successor to fill the unexpired term. The Trustee so elected may function as a Trustee immediately upon election.
- c. A person who has served more than half of a specific term shall be considered have served the full term for the purpose of determining eligibility to serve additional terms.
- d. The term of a Trustee shall be two years. Individual Trustees may serve no more than three consecutive terms without a one-year break in service.

Section 3.03 - Meetings

- a. Meetings of the Trustees shall be held at such a place as the Trustees may determine. The Trustees shall be deemed to have gathered if telephonic or electronic communication is verifiably established between and among them.
- b. Annual Meeting. The Trustees shall hold an Annual Meeting with the purpose of electing Trustees for the vacant positions on the board and the transaction of business in June of each year. The Trustees may, with at least 30 days prior notice, reschedule the Annual Meeting until such time as may be agreed upon by a majority of the Trustees. Details of the Annual Meeting shall be posted, and members notified 30 days prior to the meeting.
- c. Regular Meetings. The Trustees will, at the Annual Meeting, schedule the dates and location of eleven (11) monthly meetings during the following year. The Trustees may, with at least ten (10) days

- prior notice, reschedule any Regular Meeting until such time as may be agreed upon by a majority vote of the Trustees.
- d. Special Meetings. Special Meetings of the Trustees shall be called by the President or at the request of a majority of the Trustees. The Secretary or President shall give notice of the time and location of each such meeting to each Trustee at least five (5) days prior to the meeting.
 - e. Any action that might be taken at a Trustees meeting may be taken without a meeting using electronic communication and voting as outlined in the Bylaws if a majority of Trustees consent in writing, including but not limited to a letter, facsimile, e-mail, text message, or any other form of electronic communication. All actions conducted in this manner shall be filed with the minutes at the next regularly scheduled Trustees meeting.

Article IV. Organization

Section 4.01 - Officers

- a. The officers shall be elected by the Trustees at the Annual Meeting or at such other times as the trustees may determine. The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, the Club Director who shall also serve without privilege of vote. All officers, except the Club Director, shall be elected from among the trustees. All officers shall hold office for a nominal period of one (1) year and may be elected or re-elected to the same or any other office so long as they shall remain Trustees. Any officer elected by the Trustees may be removed at any time with or without cause by the affirmative vote of two-thirds of the Trustees.
- b. **PRESIDENT:** The President shall be the Chief Corporate Officer of the Corporation and shall preside at all meetings of the Trustees. The President shall be responsible for seeing that the actions of the Trustees are carried into effect and shall report to the Trustees on the conduct and management of the affairs of the Corporation. The President shall be an ex-officio member of all committees established by the Board and shall have such other duties as may be assigned by the Trustees or prescribed elsewhere in the bylaws.
- c. **VICE PRESIDENT:** The Vice President shall perform the duties of and exercise the powers of the President during the absence and/or disability of the President.
- d. **SECRETARY:** The Secretary shall be responsible for seeing that notices are issued of all meetings of the Trustees and shall see that minutes of such meetings are kept. The Secretary shall be responsible for the custody of corporate books, records, and files, shall exercise the powers and perform such other duties usually incident to the office of Secretary, and shall exercise such other powers and perform such other duties as may be assigned by the President or the Trustees.
- e. **TREASURER:** The Treasurer shall be responsible for monitoring the control, receipt, and custody of all assets of the Corporation, for monitoring disbursements as authorized by the Trustees, and for

reporting receipt, use, and disbursements of all assets of the Corporation. The Treasurer shall exercise the powers and perform such other duties usually incident to the office of treasurer and shall exercise such other powers and perform such other duties as may be assigned by the President or the Trustees. The Treasurer shall be an ex-officio member of the Finance Committee if such committee shall be established by the Trustees.

- f. CLUB DIRECTOR: The Club Director of the Corporation shall be responsible for providing advice and assistance to the Corporation, the Trustees, the President and other officers, and the committees. They shall be responsible for administering the total operations of the Corporation. The Club Director shall have such other powers and perform such other duties as may be provided by the Trustees through the President. The Trustees employs the Club Director; it is not an elected position.

Section 4.02 - Nominating Committee

- a. The Nominating Committee shall present at the Annual Meeting a slate of nominees for the election to membership on the Board of Trustees. The committee shall recruit, vet, and recommend Trustee candidates to fill vacancies, which may occur from time to time among the Trustees.
- b. There shall be a Nominating Committee, consisting of five members, at least two of whom shall be selected from among the Trustee members-at-large.
- c. Members of the Nominating Committee shall be appointed by the President with the concurrence of the Trustees. They shall each serve for a term of two years.
- d. The Nominating Committee Chairperson shall be elected by the committee from among its members for a term of one year.
- e. A majority of the members of the Nominating Committee shall be present to constitute a quorum for the transaction of business.

Section 4.03 - Other Committees

- a. Except as otherwise stated in these Bylaws, the President shall appoint the members and designate the Chairperson of other committees. Committee members may be selected from the community-at-large. Committees may be appointed by the President with the concurrence of the Trustees for such tasks as circumstances warrant. Any such committee shall limit its activities to the accomplishment of the task for which it was created and appointed and shall have no power to act except as specifically conferred by action of the Trustees. Upon completion of the task for which it was appointed, such committee shall stand discharged.

Section 4.04 - Removal of Trustees, Officers or Committee Members

- a. Any Trustee, elected officer, or member of any committee may be removed from office by the affirmative vote of two-thirds of the Trustees present in person, at any regular or at any special meeting called for that purpose, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purpose. Any such Trustee, elected officer or member of any committee proposed to be removed shall be entitled to at least thirty (30) days' notice in writing of the meeting at which such removal is to be voted upon and shall be entitled to appear before and to be heard at such meeting.

Article V. Execution of Contract

Section 5.01 - Execution of Contracts

- a. An annual budget including all expenditures and fundraising plans must be approved by the Board of Trustees.
- b. Contracts resulting in debt must be approved by the Trustees prior to final commitment. All contracts shall be reduced to writing and shall be executed by the President or in his/her absence, by the Vice President, and attested by any trustee.
- c. Staff is specifically granted the authority to spend up to 1.5% of the total operating budget for that budget year on unbudgeted expenditures without prior approval by the Trustees. Unbudgeted expenditures that exceed the 1.5% threshold must be approved by the Trustees. This must be listed as "Uncategorized" in the accounting reporting and budgeting.
- d. Except as otherwise required by statute, the Certificate of Incorporation, or these Bylaws, any contracts or other instruments may be executed and delivered in the name and on behalf of the Corporation by such officer or officers of the Corporation as the Trustees may determine.
- e. Unless authorized by the Trustees or expressly permitted by the bylaws, an officer, agent, or employee shall have no authority to bind the Corporation by a contract or engagement or to pledge its credit or to render it financially liable for any purpose or to any amount.

Article VI. Financial Responsibilities

Section 6.01 - Check, Drafts, etc.

- a. All checks, drafts, bills of exchange, ACH payments or other orders for the payment of money or of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation larger than \$5,000.00, shall be signed on behalf of the Corporation by any two of the following individuals: the Club Director, the Treasurer, the President, or an individual who has been designated by and in such manner as shall from time to time be authorized by the Trustees. The Trustees may

approve operating policies that allow the disbursement of certain operating funds with a single signature or through electronic payment.

Section 6.02 - Deposits

- a. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Trustees may designate or as may be designated by any officer or officers of the Corporation to whom such power of designation may from time to time be delegated by the Trustees.
- b. For the deposit and collection on the account of the Corporation, checks, drafts, and other orders for the payment of money which is payable to the order of the Corporation shall be endorsed, assigned and delivered by an officer or agent of the Corporation, or in such other manner as the Board may determine by resolution.

Section 6.03 - Loans

- a. The Trustees may authorize the officers, from time to time, by resolution, to effect loans and advances from a corporation or bank, trust company or other institution or from any firm, corporation or individual, and, as regards such loans and advances, to make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation, but no officer or officers shall mortgage, pledge, hypothecate or transfer any securities or other property of the Corporation, except when authorized by the Trustees.

Section 6.04 - General and Special Bank Accounts

- a. The Trustees may, from time to time, authorize the opening and keeping of general bank accounts with such banks, trust companies or other depositories which are federally insured, as the Trustees may designate or as may be designated by any other officer or officers of the Corporation to whom such power of designation may from time to time be delegated by the Trustees. The Trustees may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these Bylaws, as it may deem expedient.

Section 6.05 - Operation and Distribution of Proceeds

- a. The Corporation shall not be operated for profit. There shall be no distribution of cash or property by way of interest or dividends to any Trustee or Officer of the Corporation of whatever character or description except that the Corporation may pay a reasonable compensation for services rendered. The balance of all money received by the Corporation, after payments of all debts and obligations of the Corporation of whatever kind or nature, shall be used and distributed exclusively for carrying out

the purposes of the Corporation. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, Officers, Trustees, or other private persons.

Section 6.06 - Contributions

- a. The Trustees shall have the power and discretion to accept or reject contributions and shall determine whether or not contributions may be designated and earmarked for specific purposes; provided, however, that all contributions so designated shall be used lawfully, satisfy the purposes of the Corporation, and shall not constitute a use which would cause the Corporation to lose its tax-exempt status.

Section 6.07 - Dissolution

- a. Upon the dissolution of the Corporation, the Trustees shall distribute the assets for one of 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 any other youth non-profit organization the Trustees deem necessary. Any such assets not so disposed of shall be disposed of by the Shawnee County Kansas District Court.

Article VII. Financial Statements

Section 7.01 - Financial Statements

- a. The Treasurer shall present at each Annual Meeting a full, clear and detailed statement of the business and condition of the Corporation. The Corporation shall, from time to time upon recommendation of the Trustees, undergo an audit of its financial records, which shall be conducted by a firm of certified public accountants, independent from the Corporation and designated by the Trustees.

Article VIII. Miscellaneous Provisions

Section 8.01 - Fiscal Year

- a. The fiscal year of the Corporation shall begin on July 1, and end on June 30, of each year.

Section 8.02 - Quorum

- a. A simple majority of the number of Trustees shall constitute a quorum for the transaction of business. If less than a quorum is present, a majority of those present may adjourn the meeting until a quorum shall be present.

Section 8.03 - Notice

- a. Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficiently given by depositing the same in a sealed envelope, First Class postage prepaid, addressed to the person entitled thereto at his/her last known address. Notice shall be deemed to have been given on the day of mailing. Any notice required to be given under these Bylaws may be waived by the person entitled thereto.

Section 8.04 - Amendments

- a. These Bylaws may be amended or repealed, or new Bylaws may be adopted, by an affirmative vote of two-thirds of all persons then serving on the Trustees, at an Annual Meeting or a special meeting of the Trustees, provided that notice of the intention to amend, repeal or make addition to the Bylaws was contained in the notice of the meeting. Such notice shall be given at least thirty (30) days prior to the meeting.

Section 8.05 - Parliamentary Procedure

- a. Robert's Rules of Order, newly revised, shall be the parliamentary procedure for all matters not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Trustees of the Corporation.

Article IX. Approval

Section 9.01 - Approval

- a. The forgoing Bylaws, after having been read Article by Article, were adopted by the Trustees and certified by the Secretary, of Sunflower Soccer Association, Inc. at the Board of Trustees Special Meeting held on the 15th day of February, 2021.