

MSA Constitution/Bylaws

Updated, November 2011

I. PURPOSE

The Medina Soccer Association is a non-profit organization created to teach the game of soccer and develop the concept of good sportsmanship and fair play. The Association is organized exclusively for charitable and education purposes under Section 501-(c) (3) of the Internal Revenue Code of 1954.

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Notwithstanding any other provisions of these articles, the corporation shall not carry any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954.

II. DISSOLUTION OF ASSOCIATION

Upon the dissolution of the Medina Soccer Association, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all assets of the Association in such a manner, or to such Organization or education purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code), as the Executive Board shall determine. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the Association is then located, exclusively for such purpose or to such organization as said court shall determine, which are organized and operated for such purposes.

III. AMENDMENTS

A. This constitution may be amended by a simple majority vote of the membership at the Annual General Meeting (AGM), provided however, that the proposed amendments should be presented to the membership in writing at least 30 days prior to the AGM. Amendments submitted 30 days prior need a simple majority to be adopted. Amendments proposed at the AGM must receive 75% of the vote of those who cast their ballots.

ARTICLE I: JURISDICTION

SECTION 1: BOUNDARIES

A. The Medina Soccer Association, Inc. (MSA) shall be open to participants who reside within the city limits of Medina or within the Medina City School District or whose child or children attend public or parochial schools in Medina, Ohio. Participation may be extended to other residents of Medina County upon petition to and approval of the Board of Directors.

ARTICLE II: GENERAL

SECTION 1: MEMBERSHIP

A. The registered members of the Medina Soccer Association, Inc. shall be all parents/legal guardians and children, residing within the Medina area, who shall pay the registration fee for the Medina Soccer Association, Inc. The parent/legal guardian of any youth enrolled as a participant in the Association shall automatically become a registered member of the Association upon payment of the registration fee for such participant.

SECTION 2: VOTING MEMBERS

A. Voting members for the annual meeting and By-Laws changes are all registered members of the Medina Soccer Association, Inc. who have reached their 18th year of age, and have acknowledged the Constitution and By-Laws of the Medina Soccer Association, Inc.

B. Any person serving in the capacity of a person officially appointed to a position by the Board or duly authorized Director, who does not have a child in the program, shall automatically become a registered member of MSA. These appointees will be subject to the Risk Management program and any other background check program required by the State of Ohio.

ARTICLE III: BOARD OF DIRECTORS

SECTION 1: DUTIES OF THE BOARD OF DIRECTORS

A. Conduct the business of Medina Soccer Association, Inc.

B. Approve the budget.

C. Will make the decisions to improve, remove, and/or add to the league program and procedures.

D. Appoint all coaches, managers, volunteers, and others and insure that all are covered under the Ohio Youth Soccer Association-North (OYSAN) Risk Management Program and/or any other background check required by the State of Ohio.

E. Will coordinate, through designated person, various programs of MSA.

F. Will appoint committees and chairs as needed with the President presenting the candidate and the Board approved or disapproving of the proposed person(s).

G. Will insure all funds are spent in approved ways and contract for an outside audit every two years.

H. Will abide by, and cause all members to abide by the rules of MSA, OYSAN, and the United States Soccer Federation (USSF).

I. Will ensure that all games and practices are conducted in a positive environment

including proper fields, trained coaches, referees, and good sportsmanship.

J. Will provide proper disciplinary action, as defined by MSA disciplinary Guidelines and affiliated leagues governed by OYSAN and USSF.

K. Will provide the yearly plan and budget for their own area of responsibility to be reviewed at the July meeting and approved prior to August 1st.

L. To encourage members to volunteer for appointed positions and/or Directors of the Board within the organization.

M. Will fill all vacancies on the Board within 30 days.

N. Directors are expected to attend regular meetings.

SECTION 2: MEMBERS OF THE BOARD OF DIRECTORS

The Board of Directors shall consist of 15 members:

- President*
- Vice-President*
- Director of Recreation*
- Director of Boys Travel*
- Director of Girls Travel*
- Secretary*
- Treasurer*
- Director of Referees
- Director of Registration
- Director of Coaching
- Director of Technology
- Director of Fields
- Director of MIST
- Director of Equipment
- Director of Adult League

SECTION 3: MEMBERS OF EXECUTIVE BOARD OF DIRECTORS

- President
- Vice President
- Director Of Recreation
- Director Of Boys Travel
- Director of Girls Travel
- Treasurer
- Secretary

SECTION 4: ELECTION OF BOARD OF DIRECTORS

A. Election of officers shall be by ballot at the Annual General Meeting (AGM) of MSA in **November**. Winners will be determined by the highest number of votes received and will assume their duties at the end of the AGM.

B. The following offices of the Board of Directors shall be elected on even numbered years, effective **2008**:

- President
- Secretary
- Director of Girls Travel

- Director of Referees
- Director of Recreation
- Director of Coaching
- Director of Equipment
- Director of MIST

C. The following offices of the Board of Directors shall be elected on odd numbered years, effective **2011**:

- Vice President
- Treasurer
- Director of Boys Travel
- Director of Registration
- Director of Adult League
- Director of Fields
- Director of Technology

D. Co-Directors may be appointed by any board member to assist with their duties with approval of the Board. Only one vote per board position to be determined by elected board member. In the absence of the elected board member, appointed co-director may cast vote for the position.

SECTION 5: TERM OF OFFICE

A. Each member of the Board of Directors is generally elected for the term of two (2) years.

B. Officers will start their term at the adjournment of the AGM, at which the newly elected officer will assume all of the duties of their office.

C. Board members may be subject to dismissal for non-performance of their position. Dismissal requires a majority vote of the board.

D. Board members may only hold one elected position at any given time.

E. President may appoint an Interim Director to fill a position with the approval of the board. This interim position may be filled by an existing board member.

SECTION 6: ELIGIBILITY FOR OFFICE

A. Board Members are restricted to members of MSA, including special members (as noted above).

B. A prerequisite for the office of President and Vice President is one full term served as a member of the Board of Directors. If no qualified and willing member is available, then a prerequisite of one year as a board member, or two years as a committee chairperson will be required. If this requirement cannot be met, then an open election shall be held.

C. The offices of President and Vice-President are limited to three (3) consecutive terms by one individual.

SECTION 7: MEMBERSHIP VACANCIES ON THE BOARD

A. If a vacancy occurs in the Presidency, the Vice-President shall assume the office until the AGM, at which time the office will be filled either to a new two-year term or to complete the final year of the term.

B. If a vacancy occurs in any other position, the President shall appoint a qualified member, with approval of the Board, until the next election at which time the office will be

filled either to a new two-year term or to complete the final year of that term.

SECTION 8: SPECIFIC DUTIES OF BOARD MEMBERS

A. President

1. Shall preside over all meetings.
2. Appoint committees with Board approval.
3. Shall conduct the daily business of the Board.
4. Shall represent MSA at the official and unofficial activities of OYSAN.
5. Shall register as the Business Agent of the Association with the Ohio Secretary of State office as required by the Articles of Incorporation.
6. Must keep the Articles of Incorporation (May 21, 2001) and Non-Profit status up to date.
7. Responsible for insuring that Board Members perform their duties in an acceptable and timely manner.

B. Vice-President

1. Shall act as an assistant to the President.
2. Shall, in the absence of the President, preside over meetings of the Association.
3. Shall be the compliance person for OYSAN Risk Management program and/or any program for background checks as required by the State of Ohio.
4. Will make sure that all insurance forms and payments are made.
5. Shall fill out all permits for MSA field usage.
6. Shall be responsible for soliciting sponsorships and for coordinating board fund raising efforts.

C. Director of Recreation

1. Will recommend to the President and Executive Committee which leagues the Recreation program will participate.
2. The Director and/or their designee will be responsible for the attendance for all such league meetings.
3. The Director will report the results of those meetings at the General Meetings of MSA.
4. Will work with Director of Registration to determine appropriate age groups.
5. The Director will be responsible for their participating team's compliance with the rules & regulations.
6. The Director will be responsible for MSA and their participating teams' compliance with the various leagues' rules and regulations in which the Recreation Program participates.
7. The Director may appoint those individuals necessary to assist in meeting his/her duties.
8. The Director will work closely with the Director of Coaching in the selection process of coaches.
9. The Director will work closely with the Director of Registration to assure timely and accurate registration with its participating leagues.
10. Shall assist the Director of Referees with scheduling and field assignments.
11. Shall coordinate recreation uniform ordering.

12. Shall compile/reproduce the team rosters of the recreation program.
13. Work with Director of Coaching to coordinate age group structure.
14. Coordinate Winter recreation programs.
15. Shall maintain a list of volunteers and scholarship families.

D. Director of Girls Travel (Classics)

1. Shall be the liaisons with the Board of Directors on travel league business.
2. Shall coordinate the use of the fields and referees with the Director of Referees.
3. Shall present coach selections to the Board for approval.
4. Will present trainer selections to the Board.
5. Shall make day to day decisions for the competitive teams based on the plan and budget approved by the Board of Directors at the July meeting.
6. Shall form a consultative board to assist in the direction and maintain the competitiveness of the program.
7. Shall submit the Travel Standing Rules and Budget to the Board of Directors for approval at the July meeting for the upcoming year (8/1 – 7/31).
8. Shall maintain a list of volunteers and scholarship families.

E. Director of Boys Travel (Rangers)

1. Shall be the liaisons with the Board of Directors on travel league business.
2. Shall coordinate the use of the fields and referees with the Director of Referees.
3. Shall present coach selections to the Board for approval.
4. Will present trainer selections to the Board.
5. Shall make day to day decisions for the competitive teams based on the plan and budget approved by the Board of Directors.
6. Shall form a consultative board to assist in the direction and maintain the competitiveness of the program.
7. Shall submit the Travel Standing Rules and Budget to the Board of Directors for approval at the July meeting for the upcoming year (8/1 – 7/31).
8. Shall maintain a list of volunteers and scholarship families.

F. Secretary

1. Shall record and preserve the minutes of all meetings of the Medina Soccer Association, Inc.
2. Shall be responsible for the preparation of all formal correspondence of the Medina Soccer Association, Inc.
3. The Secretary shall publish the minutes of all meetings as soon as possible following the meeting
4. Shall reserve space for the meetings.
5. Responsible for the distribution of information to the members of MSA via newsletter, mailings, website, local newspapers, and/or other viable methods of communication.
6. Shall assist all other board members in announcing events related to the program.
7. Coordinate Picture Day.
8. Coordinate all non-soccer game events meant to publicize MSA to the community, such as: parades, parties and socials.

G. Treasurer

1. Shall receive and disburse all of the funds for Medina Soccer Association, Inc.
2. Treasurer to file the proposed budget(s) to be submitted at the August meeting to be approved by the Board of Directors.
3. Shall maintain and keep a permanent record of such receipts and disbursements.
4. Shall submit a monthly summary of income and expenses for each Board position.
5. Shall at the conclusion of the elected term, render a full accounting to the Board of Directors. An audit of the books will be performed whenever the office is vacated, but no less than at the end of each term.
6. Shall be bonded.
7. Shall submit financials to an outside accounting firm on a semi annual, or as needed, basis for their review.

H. Director of Registration

1. Shall coordinate with Director of Recreation the dates and times for recreation registration.
2. Shall coordinate with Director's of Boys and Girls Travel the dates and times for travel registration.
2. Shall compile permanent records for each child registered and maintain a permanent file for Medina Soccer Association, Inc.
3. Will work with Director of Recreation to determine appropriate age groups.
4. Shall assist the Director of Recreation with the initial team rosters of all teams.
5. Shall coordinate with the Vice President all information needed for insurance.
6. Shall coordinate with the Director of Recreation the ordering of the recreation uniforms.
7. Shall maintain a list of volunteers and scholarship families.

I. Director of Referees

1. Shall ensure a certified assignor assigns the referees to all the games of MSA.
2. Shall hold classes to educate and develop the referees of MSA.
3. Shall set all schedules and field assignments for Medina Soccer Association, Inc. for all participating leagues
4. Must maintain USSF referee certification.
5. Ensures that In House Modified Laws are current, and that referees are aware of any differences in the Laws from independent leagues.
6. Shall present an assignor to the board for approval.

J. Director of Coaching

1. Oversee the coaching education program, and require all MSA coaches to abide by the rules, standards of behavior, fair play and ethics of coaching and the game.
2. Will ensure that programs are available for MSA travel coaches to meet minimum league requirements.
3. Assist Director of Recreation in all complaints about coaches, offering recommendations to the Board.
4. Design and implement procedures and guidelines by which Recreation coaches of MSA will train and develop players to insure consistency in all areas of training.

5. Create and/or oversee camps, footskills programs, etc. to develop player skills.
6. Coordinate with the Director's of Boys and Girls Travel the U7/8 Hive program to introduce recreation players to the Travel programs.
7. Appoint those individuals necessary to assist in meeting his/her duties.
8. Work closely with the Discipline, Fair Play & Appeals Committee.

N. Director of Fields

1. Work with the city to schedule city services (including, but not limited to fertilizing, grass cutting, aerating, etc).
2. Coordinating lining of fields.
3. Recommend field maintenance and/or field closings.
4. Schedule grass cutting and/or maintenance of equipment (including, but not limited to nets, goals, flags, etc).
5. Shall appoint with board approval those individuals necessary to assist in meeting his/her duties.

O. Director of MIST

1. Responsible for all duties in running the Medina Invitational Soccer Tournament.
2. Will provide the board with a monthly update on all Tournament related activities, included but not limited to: budgets, scheduling, sponsorship, etc.
3. Appoint those individuals necessary to assist him/her meet their duties.

P. Director of Equipment

1. Coordinate equipment handout and turn in with Recreation coaches.
2. Responsible for maintenance of equipment for the Recreation program.
3. Submit request for purchasing new equipment for Recreation use to the board for approval.

Q. Director of Technology

1. Responsible for the overall direction and use of technology for the Medina Soccer Association, Inc.
2. Responsible for maintaining and updating the MSA website: www.medinasoccer.org.
3. Responsible for the email administration for the Board of Directors.
4. Responsible for voicemail administration.
5. Work with the Directors of Recreation and Registration in coordinating all changes with the League One On-Line registration process and ensure that all MSA participants are properly registered in the MSA League One database.
6. Assist the Directors of Registration, Recreation, Boys Travel, and Girls Travel in ensuring all MSA travel program participants are properly registered in the OYSAN League One database.

R. Director of Adult League

1. Organize and implement all Fall, Spring, and Summer leagues for adults, for either co-ed or single gender.
2. Coordinate with local parks for scheduling of fields, and responsible for submitting the league's insurance policy to those organizations.

3. Shall be responsible for maintaining all MSA Adult League rules, and will submit for approval any changes to the Board of Directors.
4. Shall compile rosters and player registrations for all participants.
5. Responsible for registering teams and players with the umbrella league in which any MSA Adult League belongs.
6. Responsible for creating the game schedules each season.
7. Coordinate with Director of Referees the scheduling of referees.

ARTICLE IV: MEETINGS

SECTION 1. ANNUAL MEETING

A. The annual meeting of registered members shall be held in November of every year at a time and place designated by the Board of Directors.

SECTION 2: ANNUAL GENERAL MEETING NOTICE

A. Notice of the annual general meeting shall be made public to all voting members of MSA no less than thirty days prior to the annual meeting.

B. All positions up for election shall be included in the notice. The names and description of the positions up for election must be part of the notice. Any proposed amendment to the constitution or by-laws proposed by the time of the notification is also to be included in the notice.

SECTION 3: REGULAR MEETINGS

A. The Board shall meet on the **SECOND** Monday of the month at 7:30 P.M.

B. All meetings will be conducted in accordance with Roberts Rules of Order.

SECTION 4: SPECIAL MEETINGS

A. A special meeting may be called by the President or four members of the Board by notifying all Board Members at least 48 hours prior the meeting.

B. Special membership meetings may be called with at least 30 days prior notice by a 3/4 majority of the board of directors.

1. Notification will be same, as it is required for an AGM.

2. Amendments may be brought forward with passage as required for an AGM.

C. Emergency Meetings may be called by the President or five members of the Board. This may pertain to any safety issue, regarding to a lawsuit, or time dependent event.

SECTION 5: VOTING FOR REGULAR MEETINGS

A. Each Board member has one vote.

B. A majority vote by Board members present at any meeting shall prevail.

1. Ties will be decided by Executive Board Vote.

2. Ties within executive board will be decided by sitting president.

C. If a Board Member misses two consecutive meetings they will lose their voting privileges until they attend two meetings in a row.

D. Proxy voting is not permitted at any MSA meeting, except by co-directors already appointed at beginning of meeting to be voted in.

SECTION 6: QUORUM

A. A quorum shall consist of a minimum of seven members of the board , which will be sufficient to conduct the transaction of any business.

ARTICLE V: ELECTIONS

SECTION 1: ELECTION

A. The elections shall be conducted by the President in odd numbered years and the Vice President in the even numbered years.

B. Any nomination that comes from the floor must meet the following criteria:

1. They must be a member of MSA.
2. They must have at least one year of experience on the Board of Directors.
3. They must have completed all previous terms of Office.

C. If there is no President or Vice President, the election will be conducted by the next highest board position not up for election (as determined in Article 3, Section 2).

ARTICLE VI: COMMITTEES

SECTION 1: DISCIPLINARY COMMITTEE

A. The disciplinary committee is to hear and administer any punishment for Medina Soccer Association, Inc.

B. The committee will be appointed by the President and approved by the Board of Directors.

C. The Committee will consist of three Board Members.

D. All decisions are final.

E. Will report all charges of referee assault and/or abuse by a coach to OYSAN within 48 hours of the occurrence.

F. Will handle all charges of referee assault and /or abuse by parents, players, or volunteers. These acts may be reported to the proper authorities, if necessary.

G. Disciplinary committee will use the MSA Disciplinary Guidelines posted on the web page along with associated league rules to determine penalties to be imposed.

H. The disciplinary committee is empowered to:

1. Reprimand
2. Place someone on probation.
3. Suspend someone for a period of time or number of games up to 99 years.
4. Fine.
5. Ban from games.
6. Expel from organization.
7. Advise the MSA Registrar not to accept future registrations.

SECTION 2: SPECIAL COMMITTEES

There shall be special committees, as may be necessary or desirable, appointed at any time by the President with the approval of the Board, from among the members of the organization.

ARTICLE VII: AMENDMENTS AND CHANGES

SECTION 1: PROPOSED AMENDMENTS

- A.** Any voting member of the Medina Soccer Association, Inc. in writing to the Board of Directors, may submit proposed amendments of By-Laws thirty days prior to the AGM. The Board will notify members as to the proposed amendment(s).
- B.** Members can propose amendments to the by-laws at the AGM.

SECTION 2: VOTING ON CHANGES

- A.** The proposed amendment, which has been proposed 30 days prior, to the by-laws will be valid by assenting vote of a majority of the voting members of the Medina Soccer Association, Inc. who cast their ballots at the AGM.
- B.** Any amendment that is proposed at the AGM or less than 30 days must be approved by 75% of those who cast their ballots.
- C.** Proxy voting is not permitted.