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GRAND VALLEY SOCCER ASSOCIATION

BYLAWS

Effective March 26, 2022

ARTICLE I CORPORATION NAME

Section 1 NAME

The name of this corporation shall be the Grand Valley Soccer Association, hereinafter interchangeably called GVSA or the League.

ARTICLE II PURPOSES AND AFFILIATIONS

GVSA is organized exclusively for charitable and educational purposes consistent with Section 501(c)(3) of the Internal Revenue Code as amended and the Nonprofit Corporation Act of the State of Michigan. The League is formed with the intention of promoting competitive soccer within the geographical area it serves. GVSA shall provide an opportunity for selected youth soccer players and teams associated with various community programs and clubs in the area to compete in regional leagues organized by age group for boys, and girls. To this end, it shall affiliate itself with the Michigan State Youth Soccer Association (MSYSA), the United States Youth Soccer Association (USYSA), and shall abide by all rules and regulations of such organizations, in so far as they are applicable to the League. All games of soccer played under the auspices of GVSA shall be conducted in accordance with *The Laws of the Game*, as published by FIFA.

All players shall be registered with MSYSA.

GVSA shall assume responsibility for player registration and game scheduling, and for maintaining a high caliber of play through an open tryout process and through training of players and coaches.

ARTICLE III MEMBERSHIPS

Section 1 ELIGIBILITY FOR MEMBERSHIP

The corporation shall have one class of Members. An entity may become a Member only by action of the GVSA Board of Directors approving such entity's membership, in the Board's sole discretion. Approval of membership may be made effective either immediately or upon the occurrence of some future event such as (but not limited to) taking action to meet requirements designated in the approval, or the resignation of one or more current Members. Any soccer club (sometimes called Club) which meets the following criteria may apply for membership in the GVSA:

- A. Falls within the League Boundaries:
 - West of, and including, Greater Lansing Area
 - North of, and including Hastings and Holland
 - South of, and including Cadillac and Ludington
 - East of and including the Lake Michigan shoreline

- B. Be organized for, and serve, age categories in which the GVSA organizes play.
- C. Is open to all interested players. A Club may limit eligibility based upon:
 1. Age Groups - a Club may choose to limit which age groups it serves.
 2. Community - a Club may set geographic or school boundaries, in which players must reside.
 3. Other legitimate definitions of community are allowed. The Board of Directors shall be the sole arbiter of these.
 4. No Club may discriminate on the basis of race, religion or gender.
 5. No Club, or member of any Club, shall seek redress outside of GVSA, or its affiliating organizations, until the processes provided in the rules of all of those associations have been exhausted.
- D. At their option, the Board of Directors, may allow Clubs to participate in GVSA that do not fall within the above mentioned boundaries, provided that the teams from any such Clubs play their home games at a field within the above mentioned boundaries. Such participation shall be decided on a year by year basis by the Board of Directors. Any such Clubs shall not be considered Members of GVSA and may not vote in any election.

Section 2 PARTICIPATION

All Member Clubs are expected to field a minimum of four (4) teams, in any age group, per seasonal year.

Clubs with less than four teams may not vote in League elections and are no longer considered as a Member for purposes of determining quorums.

Clubs who fail to field a minimum of four teams for two consecutive seasons shall be deemed as having dropped out from the League, and withdrawn as a Member of GVSA. They may reapply for membership but are subject to all criteria in Section 1 and this Section.

Section 3 TERM OF MEMBERSHIP

Membership in GVSA is conferred annually at the time team commitment forms for the current year, together with any fees due at that time, are received by the GVSA Administrator. A Club representative must be appointed by each Club at the time of registration, to exercise the Member's rights and duties. Membership ends on July 31 every year.

Section 4 MEMBER TERMINATION/RESIGNATION

Membership in the GVSA may not be assigned or pledged, and any attempted assignment or pledge will be null and void. Membership in the GVSA may be terminated under the following circumstances:

- A. Upon receipt by the Board of Directors of the written resignation of the Member club.
- B. Upon default in the payment of annual dues or fees for more than 30 days past the due date of such fees/assessments.
- C. Upon a determination by two-thirds (2/3) of the unconflicted Board of Directors that an action or

course of conduct by such Member is inimical, illegal, unethical, inconsistent with the code of conduct of GVSA or any league with which it is affiliated, inconsistent with the mission, objectives, purposes and/or Rules and Regulations of the GVSA or any league with which it is affiliated, or brings ill-repute upon GVSA.

ARTICLE IV MEMBERSHIP MEETINGS

Section 1 ANNUAL MEETINGS

Annual meetings of the Members shall be held each year at such time and place as shall be designated by the Board of Directors. The Secretary shall provide notice of the Annual Meeting among the membership at least fifteen (15) days prior to the date of such meeting. Publication by notifying all Club representatives and placement on the website Club calendar shall be adequate notice, provided time constraints are met. Such notice shall specify the time and place of said meeting and may indicate such matters as the Secretary anticipates will be presented at the meeting for consideration. Failure to indicate all matters which may ultimately be presented for consideration shall not affect or hinder the actual proceeding.

Section 2 SPECIAL MEETINGS

Special meetings of the Members may be called at the discretion of the President or any three (3) Members of the Board of Directors, or upon written demand signed by not less than 20 percent of the Members in good standing. In the latter case, the demand shall be submitted to the Secretary at least (30) days prior to the date of the meeting being called for and shall state briefly the purpose(s) of such a meeting. The Secretary shall then notify the membership at least fifteen (15) days prior as required by Section 1 above.

Section 3 MEMBERSHIP LISTS FOR ANNUAL AND SPECIAL MEETINGS The Secretary shall prepare and have available at every Annual and Special Meeting a complete record of the Members entitled to vote.

Section 4 VOTING RIGHTS AND REPRESENTATION

At any Annual or Special Meeting, as provided in Sections 1 and 3 above, all Member Clubs shall be entitled to one (1) vote for each eight (8) teams, or fraction thereof, fielded during the current seasonal year. Proxy voting will be allowed. If proxy is used, the Club representative shall identify to the Secretary any proxy prior to the meeting.

Section 5 RULES OF ORDER

The President, or the Vice President in his/her absence, shall preside at all Annual and Special Meetings, and shall act as Chairman of such meetings. The Secretary shall act as secretary of any such meeting, but in his/her absence, the Chairman may appoint a person to act as secretary for that meeting.

Section 6 QUORUM

At any Annual or Special Meeting, as provided in Sections 1 and 3 above, the presence of the League's current Members, representing at least half of the total votes, shall constitute a quorum. Meetings at which less than a quorum is represented shall be adjourned to a later date. The provisions for modification in Section 1 above shall be used to notify the membership of the new meeting date and location.

ARTICLE V DIRECTORS

Section 1 AUTHORITY, POWERS AND DUTIES

The business affairs and property of GVSA shall be managed and controlled by a Board of Directors, who shall exercise all of the duties and powers provided under the Michigan Nonprofit Corporation Act. Directors shall be nominated by an active Member Club. The League's Board of Directors shall consist of not less than three (3) and not more than eight (8) elected Directors and one Director appointed by and representing the Grand Valley Soccer Officials Association (GVSOA). With the exception of the GVSOA representative, these Directors shall be elected by the membership, according to the procedures established in Article IX, Section 3. Directors may stand for re-election. Directors shall be persons of high ethical standards who reflect the stakeholder group or provide skill sets determined to be desired by the board. Directors are expected to set a positive example through their conduct. Each Director must (i) pass a criminal background check and (ii) be free of soccer-related sanctions (other than minor soccer issues such as an occasional red card or discipline issues resulting in one-game suspensions, unless these constitute a pattern of conduct) or other charges reflecting unethical conduct, material violations of an applicable code of conduct, or poor judgment. A Director may serve for any number of consecutive terms. A Director may be removed by vote of two-thirds (2/3) of the unconflicted Board of Directors members, when in their judgment, the best interests of the GVSA shall dictate. Directors shall serve without compensation, except for reimbursement of expenses actually incurred in connection with the GVSA business, at the discretion of the Board. The Directors shall adopt and keep in place a conflict of interest policy. Without limiting the Board's duties and powers, the Board shall have the power to do the following:

- (a) Management of Activities. To manage the operation, finances, discipline, programs and activities of GVSA.
- (b) Employees and Staff. To employ or provide by contract such management, employees, staff, accountants, attorneys and other advisors as are necessary to carry out the purposes and programs of GVSA.
- (c) Public Relations. To communicate the mission and services of GVSA to Member Clubs and the community at large. To develop and coordinate the relationships between GVSA and stakeholder groups and the community.
- (d) Contracts. To let out for bid, approve and execute such contracts as are necessary to accomplish the activities deemed necessary to carry out the purposes of GVSA.

Section 2 REGULAR DIRECTORS' MEETING

The Board of Directors shall hold regular monthly meetings at a time and place the Board shall determine, normally the first Monday evening of each month. Written notice of the times and places of the Board meetings shall be posted on the GVSA website calendar and email or other electronic notification shall be sent to the Club Representative. Attendance of a Director at a meeting constitutes a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of a meeting need be specified in the notice or waiver of notice of the meeting unless required by these Bylaws. Unless otherwise restricted by the

articles of incorporation or these Bylaws, a member of the Board or of a committee designated by the Board may participate in a meeting by means of conference telephone, video (Zoom, etc.), or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 3 SPECIAL DIRECTORS' MEETING

Special Meetings of the Board of Directors may be called at any time by the President or by any three (3) Members of the Board. Written or verbal notice, three (3) days in advance, shall be provided to all incumbent Board members by the Secretary.

Section 4 QUORUM

At least a majority of the voting Board members must be present (in person or by telephonic or electronic means by which participants can communicate with each other) to constitute a quorum to validly conduct corporate business.

Section 5 VALIDITY OF BOARD ACTIONS

The acts of a majority of the Directors present at any meeting (in person or by telephonic or electronic means by which participants can communicate with each other) at which a quorum of the Board is present shall constitute official acts of the Board. Any action, required or permitted to be taken pursuant to authorization voted at a meeting of the Board, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action to be taken, is signed by each member of the Board. The written consents shall be filed with the minutes of the meetings of the Board. A consent transmitted by electronic means such as e-mail or other electronic platform, shall be considered a written consent for purposes of this section and as permitted by law from time to time.

Section 6 VACANCIES IN OFFICES

If the office of any Director shall become vacant by reason of death, resignation, disqualification, or otherwise, the remaining Directors may, at any regular or special Board meeting, by a majority vote, appoint a successor, from the Membership to serve the remainder of such Director's term until a successor is duly elected and qualified. Article VI Section 4 governs succession of officers if a Director who is the President resigns.

Section 7 EXCESSIVE ABSENCES

Any Director who shall be absent from three (3) consecutive regular meetings or three (3) in a six (6) month period regular meetings of the Board shall stand automatically removed unless such action is excused by resolution of the remainder of the Directors. Any Director not present for the majority of the meeting will be considered absent.

Section 8 ANNUAL REPORT

At the Annual Meeting, the Board of Directors shall submit a report to the general Membership on business done during the current fiscal year, together with a financial report—consisting, of but not limited to, the annual budget and balance sheet and income statement, and the condition of the League's tangible property.

Section 9 SEAL

The Board shall provide a suitable corporate seal to be retained and used by the Secretary and other Board members.

ARTICLE VI OFFICERS

Section 1 ELECTIVE OFFICES

Officers shall hold office for terms of two (2) years from the date of election. A President, Secretary and two (2) Directors at Large will be elected in even numbered years and Vice President, Treasurer, Registrar and one (1) Director at Large will be elected in odd numbered years. All terms will expire at the conclusion of the Annual Meeting or when a successor is elected.

No two (2) offices of GVSA may be held by the same person. At the first meeting of the Board of Directors following the Annual Meeting the elected Directors shall appoint the following non-voting members of the Board of Directors: Delegate to Michigan Premier Soccer program (MSPSP) and Delegate to the MSYSA. All other members of the Board of Directors shall have one (1) vote in all meetings of the Board. In the event that GVSOA ceases to exist or does not appoint a representative then the Board of Directors shall elect a ninth voting member.

Section 2 ELIGIBILITY

Directors must be nominated by an active member club. The President must have previously served on the Board for a period of at least one year. In the unlikely event that no interested member of the Board of Directors has the required experience, this requirement shall be waived.

Section 3 PRESIDENT

The President shall preside at all meetings of the Board, shall chair the Annual Meeting and any Special Meetings, shall be the Chief Executive Officer of the GVSA, shall sign all the GVSA contracts and obligations along with the Secretary, and shall be an ex-officio member of all committees and boards appointed by the Board of Directors. The President shall prepare the annual report (per Article V, Section 8) for presentation to the general membership at the Annual Meetings. He or she may sign any contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution shall be expressly delegated otherwise by the Board or by these Bylaws or some other law. In general, the President shall perform all duties incident to the office of chairperson and such other duties as may be prescribed by the Board from time to time.

Section 4 VICE PRESIDENT

The Vice President shall preside at all meetings in the absence of the President. In the event that the President shall be removed from the Board of Directors for any reason, the Vice President shall perform all of the President's functions until the end of the next Annual Meeting. The Vice President shall be the chairman of the Disciplinary Committee, establishing and following codified and approved disciplinary procedures, and be responsible for enforcing all disciplinary actions. In addition, the Vice President shall perform such other duties as may be delegated by the Board of Directors.

Section 5 SECRETARY

The Secretary shall keep minutes of all Membership and Board meetings in writing and shall retain the official copies of said minutes as a permanent record. The Secretary shall attend to the giving and receiving of all notices of the GVSA, and shall sign, with the President, all contracts authorized by the Board of Directors, unless the signature of such contracts be otherwise determined by the Board. The Secretary shall affix the League seal to such contracts and notices as are appropriate. The Secretary shall have charge of the Membership books and other such books and papers as the Board of Directors may direct, all of which shall, at all reasonable times, be open to the examination of any Director or Regular

Member. In addition, the Secretary shall perform such other duties as may be delegated by the Board of Directors.

Section 6 TREASURER

The Treasurer shall have custody and keep accounts of all money, funds, and property of the GVSA unless otherwise determined by the Board. The treasurer shall render such accounts and present statements to the Directors and the President as may be required. The Treasurer shall deposit all GVSA funds which may come into his/her hands into such bank or banks as the Board shall designate. The Treasurer shall keep all accounts in the name of Grand Valley Soccer Association and shall exhibit the books of account at a mutually agreeable time and place upon request by any GVSA Board Member. In fulfilling these duties, the Treasurer, in conjunction with the Administrator, shall propose to the Board, prior to each season, the fee structure for the season. The Treasurer shall be required to give bond for faithful performance of his/her duties in such sum as the Board may determine, at the expense of the League. The Treasurer shall be responsible for preparation of the GVSA budget, to be approved by the Board, and shall be responsible for the preparation of all financial statements and annual reports.

Section 7 ETHICS OFFICER

The Ethics Officer will establish Codes of Conduct for Clubs, Coaches and Players and Families, and they will establish a Conflict of Interest Policy for the Board of Directors. The Ethics Officer will serve as Chairman for the Respect Campaign. They will review and report sportsmanship scores, meeting Clubs and individuals as necessary, and will refer incidents to the Disciplinary Chairman when warranted.

Section 8 RESIGNATION, REMOVAL AND SUSPENSION

An Officer may be removed by the Board or Membership, with or without cause, by supermajority vote of two-thirds (2/3) or more of the unconflicted members of the Board or of the Members. An Officer may resign by written notice to the Secretary or President. The resignation is effective upon its receipt by the Secretary or President, or at a subsequent time specified in the notice of resignation.

Section 9 VACANCIES

Any vacancy occurring in any Officer role shall be filled for the unexpired term by the Board.

ARTICLE VII COMMITTEES

Section 1 EXECUTIVE

The Executive Committee shall consist of the elected and appointed (if any) Members of the Board of Directors as given in Article VI. This is the only standing committee within the GVSA.

Section 2 AD HOC

The President and Board of Directors may appoint Ad Hoc committees as they may from time to time deem necessary. Such committees shall expire as their express purpose is fulfilled, or at the end of the fiscal year in which they are appointed. No action by any committee, other than the Executive Committee, shall be binding upon or constitute an expression of the policy of GVSA unless or until it shall be approved by the Board.

ARTICLE VIII RULES AND REGULATIONS

The Board of Directors shall adopt, and amend as necessary, official Rules and Regulations of the GVSA.

ARTICLE IX ELECTION OF DIRECTORS AND OFFICERS

Section 1 NOMINATIONS

The President shall appoint a Nominating Committee of at least three (3) members for the purpose of nominating candidates for GVSA elective offices. This committee shall be appointed at the last Board meeting 3 months prior to the Annual Meeting. The committee shall endeavor to nominate two or more candidates for each elective office but must nominate at least one. The official slate of nominees shall be reported to the Board at the meeting prior to the Annual Meeting of the same year. The nominating committee shall make every reasonable effort to nominate candidates from as many Member Clubs as possible and shall endeavor to include clubs of all sizes.

Section 2 BALLOT PREPARATION

The Secretary shall cause the official nominations, as approved by the Board, to be placed on a suitable ballot for purposes of conducting the election. The Secretary shall make available a brief description of each candidate's GVSA involvement, occupation and any brief statement by the candidate. Ballots may be distributed by mail or be made available at the polling place. Additional nominations can be taken from the floor prior to ballots being cast.

Section 3 VOTING

Member Clubs shall cast written (electronic shall be deemed written), secret ballots on official voting forms, as published by the Secretary in person at the Annual Meeting. Members Clubs shall be entitled to one (1) vote for each eight (8) teams, or fraction thereof, rostered with the League the current seasonal year. The Secretary or his/her designee shall control the election to assure that each individual casting votes is authorized to represent Member Clubs in good standing and that each receives their authorized number of votes. At the conclusion of the election, a committee of tellers appointed by the President shall count the votes and determine the results. The Chairperson of said committee of tellers shall report the results to the President and Secretary in a timely manner. All ballots shall be retained as an official record of the election for a period of one (1) year, until the next regular election. The nominees receiving the highest vote totals shall be considered to be elected.

Section 4 ASSUMPTION OF OFFICE

Newly elected Board Members shall take office immediately at the end of the Annual meeting.

ARTICLE X LOANS, CONTRACTS, CHECKS, LEGAL ACTIONS, RECORDS

Section 1 RESTRICTED ACTIONS

No loans shall be contracted on behalf of the GVSA, and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors and duly signed by the President and Secretary.

Section 2 SIGNATURES

All legal documents, except checks and contract agreements for field use, shall be signed by both the GVSA President and Secretary. All checks, drafts, and money obligations shall be signed or authorized or initiated (in the case of ACH, wires, debit cards, credit cards, or similar electronic transactions) by the Treasurer, and amounts over \$1000 will require authorization by one other authorized Board member. Suitable limitations shall be put in place with GVSA's bank or financial institution.

Section 3 LEGAL ACTIONS

No action or proceeding at law or inequity shall be brought by the GVSA without the approval of the Board.

Section 4 ELECTRONIC MEANS

Whenever not prohibited by law, meetings and notices (whether of the Members, Directors or Officers) may be given and votes may occur by electronic means. Any meeting may be conducted by means of remote communication equipment that allows each participant of the meeting to communicate with all other meeting participants. Electronic transmissions shall be considered written transmissions for purposes of any provision of these Bylaws requiring any action or notice in writing.

Section 5 CORPORATE BOOKS, RECORDS, MINUTES

GVSA shall keep books and records of account, minutes of the meetings and proceedings of the Board. The books, records and minutes shall be kept within the State of Michigan. Any of such books, records or minutes may be in written form (which can include electronic form) or in any other form capable of being converted into written form within a reasonable time. GVSA shall convert into written form, without charge, any such record not in such form, upon written request of a person entitled by law to inspect such record.

ARTICLE XI FINANCE

Section 1 FISCAL YEAR

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

Section 2 DIRECTION OF MONEY AND RESOURCES

All money, property, and rights coming into possession of or assets belonging to the GVSA, regardless of source, shall be used only for promoting, advancing and developing the purposes of objectives of the GVSA as provided in its bylaws. The Board shall establish a proposed annual budget and recommend it for approval at a meeting of the Board. The Board shall operate GVSA in accordance with the annual budget. All of the proper expenses of the corporation are subject to the approval of the Board unless provided for in the budget. At the annual meeting of the Board, the Treasurer shall cause a report for the preceding fiscal year to be made and distributed to each member of the Board. The report shall include the corporation's year-end statement of assets and liabilities, including trust funds, and the principal change in assets and liabilities during the year preceding the date of the report, and the source and application of GVSA funds, and other such information as may be required by the Michigan Nonprofit Corporation Act.

Section 3 COMPENSATION

No Officer, Director, or Member of the GVSA shall receive any compensation from the GVSA for time or services rendered, except that Officers, Directors, and Members may be reimbursed for expenses actually incurred by them incidental to activities on behalf of the GVSA, and then only at the discretion of the Board.

Section 4 INDEMNIFICATION

GVSA shall indemnify its Board of Directors and Officers against expenses (including reasonable attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of the Foundation, by reason of the fact that such person was serving as a Director or Officer of GVSA, to the fullest extent permitted by law, including the Michigan Nonprofit Corporation Act and GVSA's Articles of Incorporation. If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article that allow broader indemnification rights to the Board and Officers, then the indemnification to which any person shall be entitled shall be determined by such changed provisions.

ARTICLE XII NOTICES

Section 1 SUFFICIENT NOTICE

Any notices required by statute or these Bylaws to be given to the GVSA's Members or Directors, unless otherwise specifically provided in statute or Bylaw, shall be deemed sufficient if addressed to such Member or Director at his/her last known address.

Section 2 WAIVER

Whenever any notice whatsoever is required to be given under the provisions of these Bylaws, a waiver thereof in writing signed by the persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent notice.

ARTICLE XIII AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors, if such amendments are ratified within thirty (30) days by a majority of a quorum of the Member Clubs attending an Annual or Special meeting with each Member Club receiving votes as outlined in Article IV section 4.

Upon ratification copies of the amended Bylaws shall be forwarded within thirty (30) days to the MSYSA.

ARTICLE XIV DISSOLUTION OF GVSA

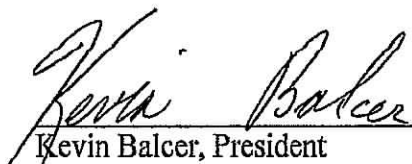
If, for some reason, GVSA shall no longer exist, all assets will be used to pay all debts and liabilities known to GVSA. Any assets that remain shall be distributed to a youth soccer related organization with exempt status under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Any assets not disposed of in such a manner shall be distributed to the

government of the State of Michigan to be used for a public purpose.

ARTICLE XV ADOPTION OF BYLAWS

These Bylaws were approved by a vote of those present at the organizational meeting held on March 18, 1996, as amended on October 16, 2000, February 23, 2008, October 23, 2008, and March 26, 2022.

For the Board of Directors,



Kevin Balcer, President

4/25/22
Date

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