

**BY-LAWS OF  
PAUL KLOVER SOCCER ASSOCIATION, INC.**

**ARTICLE I. NAME AND OFFICERS**

The name of the corporation shall be Paul Klover Soccer Association, Inc., and its principal office shall be located in Sedalia, Missouri.

**ARTICLE II. PURPOSE**

***Section 1. General.*** Paul Klover Soccer Association, Inc., is organized for:

(a) The charitable purposes, as said term is defined in Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, are:

(1) To promote the game of amateur soccer and to work for the benefit, amusement, education and enjoyment of its participants through amateur soccer.

(2) To administer the By-Laws of the Paul Klover Soccer Association, Inc., through its Board of Directors.

***Section 2. Non-Political.*** 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 the publishing or distribution of statements, any political campaign on behalf of any candidate for public office.

***Section 3. Not-for-Profit*** The corporation shall be conducted at all times as a not-for-profit organization and no part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in the furtherance of the purposes set forth in Section 1 of this Article. Provided further, that in no event shall any of the diversion of such assets from purposes which qualify as exempt under Section 501(C)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any further United States Internal Revenue Law.

### ARTICLE III. MEMBERSHIP

**Section 1. Classification.** The corporation shall not have members.

### ARTICLE IV. BOARD OF DIRECTORS

**Section 1. Appointment.** The first Board of Directors shall be chosen by the Incorporators in accordance with Section 355.111 RSMo.

**Section 2. Powers.** The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors may exercise all of the powers of the corporation, with full legal authority for the overall functioning of the program.

**Section 3. Number of Directors.** The number of Directors of the corporation shall be twenty *seven*. The number of directors may be increased or decreased from time to time by amendment to these By-Laws. The reduction of the number of directors by such amendment shall be effectuated by failing to appoint directors until the number of directors has been sufficiently reduced by expiration of their respective terms; provided however, any vacancy occurring between the passage of the amendment reducing the number of directors and the actual reduction thereof as aforesaid, regardless of the cause of such vacancy, shall not be filled and shall be used to implement the amendment reducing the number of directors of the corporation. An amendment to these By-Laws that increases the number of directors of the corporation shall be implemented as provided in such amendment.

**Section 5. Terms.** A Director shall hold office for a term of three (3) calendar years said terms expiring at the annual meeting occurring in the year of expiration. The directors shall be divided into three equal divisions based upon the date of their appointment to the board so that the terms of 1/3 of the directors expires each year. The terms of the division of directors who have served the longest terms shall expire at the next annual meeting. The terms of the division of directors who have served the second longest terms shall expire one year from the next annual meeting. The terms of the divisions of directors who have served the shortest terms shall expire two years from the next annual meeting. The secretary shall keep record of which directors terms are expiring in which years. The president shall appoint a nominating committee each year to nominate persons to fill the director positions for that year. The slate of new directors shall be approved by vote at a board meeting held one month prior to the annual meeting. There shall be no limit to the number of consecutive terms a person may serve as a director.

**Section 6. Qualifications.** Every director shall be a citizen of the United States and over the age of twenty-one years. The members of the Board of Directors shall also be residents of the Sedalia/Pettis County area.

**Section 7. Voting.** Each director shall have one vote upon each matter submitted to a vote of the Board of Directors.

**Section 8. Proxy.** Voting by proxy shall be permitted if such proxy is present in person to vote and presents a written proxy assignment from the director who has made the assignment.

**Section 9. Vacancy.** Any vacancy occurring in the Board of Directors except as otherwise provided herein shall be filled by a vote of the Board of Directors of Paul Klover Soccer Association, Inc., after such vacancy occurs. A director so elected shall hold office for the remainder of the term of such vacated directorship.

**Section 10. Meetings.** There shall be a regular annual meeting of the Board of Directors for the purpose of electing officers for the coming year and for conducting such other business as the Board deems appropriate. There shall be such monthly meetings of the Board of Directors as deemed necessary by the Board. The monthly board meeting shall always be the 2<sup>nd</sup> Monday of each month at 7 p.m. unless the president or 10 members of the board give notice (date, time, and place) of a specially called meeting to all board members. The Board of Directors shall keep minutes of its meetings and distribute copies of summaries of the meetings to the directors.

**Section 11. Notice.** Not less than seven (7) days before the date of any special meeting of the Board of Directors, the Secretary shall give to each director written notice stating the date, time, and place of the meeting, either personally or by mail or e-mail, if the notice is mailed, it shall be deemed to be delivered when deposited in the United State mail addressed to the director at his address as it appears on the record of the corporation, with postage thereon prepaid. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting. The secretary shall send reminders of the regular 2<sup>nd</sup> Monday meetings by e-mail or regular mail as requested by the director not less than five (5) days prior to the meeting. This reminder need only include the date, time, and place of the regular meeting.

**Section 12. Waiver of Notice.** Any notice required by these By-Laws may be waived by the director entitled thereto signing a waiver of notice before or after the time of such meetings and such waivers shall be deemed equivalent to the giving of said notice. Attendance of a director at any meeting shall constitute a waiver of notice of such 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.

**Section 13. Quorum.** A Quorum shall be at least one-third (1/3) of the current number of Directors. Except in cases in which it is provided by statute, or by the

By-Laws, a quorum vote in a duly constituted meeting shall be sufficient to elect a Director or pass any measure. In the absence of aforementioned quorum, the Secretary shall be directed to send notice as herein provided of another meeting.

**Section 14. Removal.** Any member of the Board of Directors may be removed without cause by a vote of the majority of the Board of Directors.

## ARTICLE V. OFFICERS

**Section 1. Officers.** The Board of Directors shall elect a President, Vice President, Secretary, Treasurer and any other officer as shall be deemed necessary to carry out the affairs and business of the corporation. All of the above officers shall be selected from the members of the Board of Directors. Each office shall hold office until the next annual meeting of the Board of Directors succeeding his election, or until his successor shall have been duly elected and qualified. None of the above named offices may be held by the same person.

**Section 2. Vacancy.** Any vacancy in any of the above offices shall be filled for the unexpired portion of the term by a majority of the Board of Directors at its next regular meeting after such vacancy occurs. For the purpose of this section, the resignation, death, transfer or removal by suspension or otherwise of any person holding office shall be deemed a vacancy.

**Section 3. The President.** The President shall preside at all meetings of the members in the Board of Directors at which he shall be present. He shall have general charge and supervision of the business of the corporation. He shall perform all duties incident to the office of the President of a corporation, and such other duties, as from time to time, may be assigned to him by the Board of Directors. He shall be an ex-officio member of all committees and shall work to develop policies and procedure for suggestion to the Board and shall exercise all powers and duties as provided in these By-Laws. The President shall be the liaison officer to the Sedalia Parks and Recreation Department.

**Section 4. Vice-President.** The Vice-President, at the request of the President, or in his absence, or during his inability to act, shall perform the duties and exercise the functions of the President, and when so acting, shall have the powers of the President. The Vice-President shall also chair the nominating committee each year and have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the president.

**Section 5. Secretary.** The Secretary shall keep the minutes of the meetings

of the Board of Directors in books provided for the purpose, and shall distribute the same to the Directors as required. He shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law. He shall be custodian of the records of the corporation and in general shall perform all duties incident to the office of the Secretary of a corporation, and such other duties as, from time to time, may be assigned to him by the Board of Directors or by the President.

**Section 6. Treasurer.** The Treasurer shall have charge of and will be responsible for all funds, receipts and disbursements of the corporation and shall deposit in the name of the corporation, all monies or other valuable effects in such banks or other depositories as shall, from time to time, be selected by the Board of Directors. He shall render to the president and to the Board of Directors wherever requested, an account of the financial condition of the corporation and in general he shall perform all duties incident to the office of a Treasurer of a corporation and such other duties as may be assigned to him by the Board of Directors or the President.

**Section 7. Appointive Offices.** The Board of Directors may from time to time, authorize any committee or appoint and remove subordinate officers and prescribe to duties thereof.

**Section 8. Removal.** Any officer elected or appointed may be removed by a vote of the majority of the Board of Directors, with or without cause.

## ARTICLE VI. STANDING COMMITTEES

**Section 1.** The following shall be standing committees of the Corporation with the members and duties described insofar as they are not inconsistent with other provisions of these By-Laws:

- (a) Executive Committee: Committees shall consist of the elected officers.

President shall chair this committee. The duties of the Executive Committee shall include the following:

- (1) Review and report to the Board on any action legal in its nature taken against or by the PKSA.
- (2) Ensure the actions of the Board and Board members are consistent with the stated purpose of the organization.
- (3) Take or cause to be taken any actions/sanctions against any Board member or volunteer or participant deemed appropriate or as specifically called for in the By-Laws.

- (4) Hear, review, and make recommendations regarding any appeals of decisions made by the Board, its committees, or division representatives.

(b) Finance Committee: The Treasurer shall serve as chair for this committee. The rest of the membership shall be appointed by the President in consultation with the treasurer. The duties of the Finance Committee shall include the following:

- (1) Prepare or cause to be prepared various projections or analysis, as required by its membership to make informed decisions concerning the allocation of the resources for PKSA.
- (2) Serve in a Risk Management capacity for PKSA, its members, volunteers, and participants.
- (3) Reviewing and making recommendations regarding insurance coverage.
- (4) Act as representative on our insurance policies and review all claims on such policies.
- (5) File all required tax returns and other documents required to keep the corporate structure in good standing.
- (6) Develop and present a recommended annual budget for the upcoming year for presentation at each annual meeting.
- (7) Submit the treasurer's books to a certified public accountant for auditing each year.

(c) Rules Committee: The President shall appoint the members of this committee. This committee shall review and make recommendations regarding adoption and/or changes to the rules and regulations of PKSA.

- (1) Purchase, inventory, and coordinate the use of any awards and other forms of recognition as required by the PKSA.

(d) Referee Committee: The President shall appoint the members of this committee. The duties of the referee committee shall include:

- (1) Review and make recommendations to the board regarding fees paid to referees.
- (2) Recruiting referees.
- (3) Training referees.
- (4) Schedule/assign referees for each game of PKSA current session.
- (5) Pay or cause to be paid the referees, according to the agreed upon amounts.
- (6) Hear and review complaints regarding referee/coach conduct.

(e) Fields and Equipment Committee: The President shall appoint the members of this committee. The duties of the Fields and Equipment Committee shall include:

- (1) Review and make recommendations to the board regarding the use, maintenance, and preparations of fields for the use of the PKSA.
- (2) Coordinate/obtain the use of suitable fields for PKSA.
- (3) Prepare the fields for play.
- (4) Inventory and maintain equipment related to the preparation of fields.
- (5) In coordination with the Scheduling Committee schedule the use of fields.
- (6) Maintain fields.
- (7) Review and make recommendations to the board regarding the necessary equipment to execute the purpose of PKSA.
- (8) Purchase, inventory, and maintain equipment necessary for PKSA. This equipment includes items such as balls, uniforms, goals, nets, etc.

(f) Concession Committee: The President shall appoint the members of this committee. The duties of the Concession Committee shall include:

- (1) Review and make recommendations to the Board regarding concessions of PKSA.
- (2) Recruit, supervise and train staff (paid and volunteer) to operate concessions of PKSA.
- (3) Serve as purchasing agent for concessions.
- (4) Manage and safeguard concessions inventory.

(g) Sponsorship Committee: The President shall appoint the members of this committee. The Sponsorship Committee shall have the duties of:

- (1) Review and make recommendations to the Board regarding sponsorships of PKSA.
- (2) Recruit sponsors.
- (3) Collect sponsorship fees.
- (4) Act as liaison between sponsors and the Board as well as the Scheduling and Equipment Committee to insure proper representation of the sponsors.

(h) Scheduling Committee: The President shall appoint the members of this committee. The duties of the Scheduling Committee are as follows:

- (1) Review and make recommendations to the Board regarding the scheduling of functions of PKSA.
  - (2) In consultation with Fields Committee, schedule all games for PKSA.
  - (3) Print or cause to be printed the Schedule Book.
  - (4) In consultation with Fields Committee and Division Representatives, coordinate the use of fields for make-up games.
  - (5) Post division standings on a regular basis.
  - (6) Obtain trophies, medals, or other awards as directed by the Board.
- (i) Registration Committee: The President shall appoint the members of this committee. The Registration Committee's duties shall include the following:
- (1) Review and make recommendations to the Board regarding the registration of participants of the PKSA.
  - (2) Coordinate and publicize any registration dates, times, and locations of registrations.
  - (3) Ensure that all eligible participants have an equal opportunity to participate.
- (j) Fund-Raising Committee: The President shall appoint the members of this committee. This committee shall include the following duties:
- (1) Review and make recommendations to the Board regarding the fund-raising of the PKSA.
  - (2) Execute the approved fund-raising for PKSA.
  - (3) Recruit, supervise, and train staff (paid or volunteer) involved in the execution of the fund-raising of PKSA.
- (k) Coach Development Committee: The President shall appoint the members of this committee. The duties of the Coach Development Committee shall include the following:
- (1) Review and make recommendations to the Board regarding the coach development functions of the PKSA.
  - (2) Organize and execute any coaching clinics or training sponsored by PKSA.
  - (3) Purchase, inventory, and coordinate the use of any coaching aides for PKSA.
  - (4) In consultation with the Division Representatives, hear and review any complaints regarding coaches.
  - (5) Assist the Division Representatives in recruiting coaches. Consult with Division Representatives regarding coaches' past

performances.

**Section II.** The President may appoint such other committees as deemed appropriate to conduct the affairs of the corporation.

## **ARTICLE VII. COMPENSATION**

**Section 1. Directors and Officers.** Directors and Officers, as such, shall not receive compensation for their services, but by resolution of the Board of Directors, may be reimbursed for any necessary and reasonable expense.

## **ARTICLE VIII. BOND**

The Board of Directors, by resolution, may require the officers and agents of the corporation, or any of them, to give bond to the corporation, in sufficient amount and with sufficient surety, to secure the faithful performance of their duties, and to comply with such other condition as the Board of Directors from time to time may require; provided however, the cost of any such bond so required shall be paid by the corporation.

## **ARTICLE IX. FISCAL YEAR**

The fiscal year of the corporation shall be for such period of twelve (12) months, as the Board of Directors shall determine.

## **ARTICLE X. SEAL**

The seal of the corporation shall be in the form approved by the Board of Directors. The form of the seal of the corporation may be changed from time to time by resolution of the Board of Directors.

## **ARTICLE XI. CONTRACT, LOANS, CHECKS AND DEPOSITS**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

**Section 2. Borrowing.** The corporation shall borrow any money or become obligated as a co-maker only upon approval of the Board of Directors, and no officer or director of the corporation, individually or as a group, shall have the authority to cause the corporation to borrow any funds or become a co-maker without such approval. The corporation shall not make any loans to any officer or director, either individually or as a

group.

**Section 3. Deposits, Checks, Drafts, etc.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select and no disbursements of said funds shall be made unless the same shall have been approved, authorized and ordered by the Board of Directors. All disbursements of said fund shall be made by check and all checks, drafts and orders for the payment of money, notes and other evidences of indebtedness issued in the name of the corporation, shall, unless otherwise provided by resolution of the Board of Directors, be signed by the President or the Treasurer, who shall be bonded to the extent deemed necessary by the Board of Directors, if the Board of Directors deem it necessary.

**Section 4. Annual Financial Report.** There shall be prepared annually by an independent auditor, a full and correct certified statement of the financial affairs of the corporation, including a Balance Sheet and a Financial Statement of operations for the preceding fiscal year, which shall be submitted to the Board of Directors at the annual meeting of the corporation.

**Section 5. Annual Corporation Report.** The Secretary of the corporation shall cause to be prepared and filed annually any corporate reports required by the law of the State of Incorporation for not-for-profit Corporation.

**Section 6. Annual Tax Returns.** The Treasurer of the corporation shall cause to be prepared and filed annually any Federal, State and Municipal Tax returns required for not-for-profit corporations.

**Section 7. Insurance.** The Board of Directors shall determine from time to time what insurance, if any, the corporation should purchase. The decision to purchase and the types of coverage to be included will be determined by the Board of Directors.

**Section 8. Budget.** There shall be prepared annually, with the commencement of each new fiscal year, an annual operational, promotional and advertising budget, which shall be presented to the Board of Directors for their approval. Once approved, this budget shall govern the financial affairs of the corporation for that fiscal year.

## **ARTICLE XII. MISCELLANEOUS**

No part of the net earnings of the corporation shall inure to the benefit, or be distributed to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance and for the purposes set forth in

Article II hereof. Notwithstanding any other provision of these By-Laws, the corporation shall not carry on any activity not permitted to be carried on by corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

**ARTICLE XIII. AMENDMENTS**

The By-Laws of the corporation may be amended, repealed or new By-Laws adopted only by an affirmative vote of a majority of the Board of Directors.

Adopted this            day of            , \_\_\_\_\_.

\_\_\_\_\_

President

\_\_\_\_\_

Secretary