Gwinnett Soccer Association, Inc. Bylaws

Approved May, 2000
Amended October, 2013

Article 1 – Name

The name of the Association shall be Gwinnett Soccer Association, Inc. (GSA).

Article 2 – Object

The Association shall not be organized or operated for the benefit of private interest, such as the creator or the creator's family, members of the organization or other designated individuals or person controlled, directly or indirectly, by such private interest.

Article 3 – General

The Association shall be a member of Georgia Soccer (GSSA), US Youth Soccer Association and the United States Soccer Federation (USSF). To the extent permissible under all applicable Georgia laws or statutes, Georgia Soccer, US Youth Soccer and USSF Articles of Incorporation, bylaws, policies and requirements take precedence over and supersede the governing documents and decisions of GSA. GSA will not join any organization that has requirements that conflict with USSF or its articles, bylaws, policies and requirements.

Article 4 – Board of Directors

The affairs of the Association shall be controlled and administered by a Board of Directors (the Directors) which will be composed by a minimum of six (6) members and a maximum of twelve (12) voting members. Voting members on the Board of Directors will serve for an elected term of two (2) years as defined below. The President of the Association will automatically be an additional voting member of the Board of Directors and shall serve for the period of time that person remains in that office.

All members of the Board of Directors who hold voting power, except for the President, cannot hold another position in the Association as either an Officer or Senior Appointed Official without approval from the Board of Directors.

Elections to the Board of Directors shall be held annually, generally near the end of the fall soccer season, to replace those Directors whose term expire at the end of the calendar year. Terms for the newly elected Directors will begin on January 1st following their election and their term will expire two (2) years later on December 31.

The Directors shall elect a Chairman every twelve (12) months. This election will be held at the first meeting after the newly elected Directors assume their positions on the Board.

The Board of Directors must meet at least every calendar quarter, at a place, time and date which shall be fixed by the Chairman and shall hold other meetings as may be necessary from time to time upon call of the Chairman or upon request of any three (3) members of the Board of Directors, who call shall specify the place, time and date of the meeting.

Each Director shall serve his/her elected term, but may resign his/her position at any time or may be removed with or without cause, by a two-thirds (2/3) vote of the Directors. Upon the death, removal, resignation or incapacity of any member, the Board of Directors may appoint a new Director with the approval of two-thirds (2/3) of the elected officers of the Association, to serve the time remaining in the term of the departed Director.

In order to be eligible for the election to the Board of Directors, a candidate must meet one of the following requirements:

1. Previously held one of the following positions within the Association for one (1) seasonal year:
   - Member of Board of Directors
   - Elected Officer (President, Vice President, Treasurer or Secretary)
   - Director of Commissioners
   - Director of Small-Sided Soccer
   - Director of Volunteers
   - Referee Coordinator
   - Registrar (Recreational or Select)
   - Scheduler

2. Served as one of the following for a minimum of five (5) seasons with the Association:
   - Head Coach on GSA Team
   - Team Parent on GSA Team

The immediate past president may serve in an advisory capacity to the Elected Officers and the Board of Directors.

The Chairman shall hold the position of Chief Executive Officer of the Association and the President shall hold the position of Chief Operating Officer.

Article 5 – Elected Officers

The elected Officers of the Association shall consist of a President, a Vice President, a Secretary and a Treasurer. The elected Officers shall serve a term of two (2) years starting January 1 and ending December 31. Elections of these Officers are to be held at the same time as those of the Directors during the fall soccer season. The President and the Secretary shall be elected on even-numbered years and the Vice President and Treasurer shall be elected on odd-numbered years.

In order to be eligible for the election as: President or Vice President, a candidate must meet one of the following requirements:

3. Previously held one of the following positions within the Association for (1) seasonal year:
   - Member of Board of Directors
   - Elected Officer (President, Vice President, Treasurer or Secretary)
   - Director of Commissioners
   - Director of Small-Sided Soccer
   - Director of Volunteers
   - Referee Coordinator
   - Registrar (Recreational or Select)
   - Game Scheduler

4. Served as one of the following for a minimum of (5) seasons with the Association:
   - Head Coach on GSA Team
   - Team Parent on GSA Team

The President shall preside at all meetings of the elected Officers. The President also holds the position of Chief Operating Officer of the Association. By virtue of the position, the President shall be a voting member of the Board of Directors while in office. In the event of the death, removal, resignation or incapacity of the Chairman of the Board, the President shall assume the power and perform the duties of the Chairman until a new Chairman is elected.

The Vice President shall, when the President is absent, perform the duties of the President.

The Secretary shall be the custodian of the Minutes Book of the Association and shall accurately keep the minutes of the meetings of the Officers and of the Board of Directors. The Secretary shall give any notice required of any meetings of the members, Officers or Board of Directors.

The Treasurer shall have the authority and responsibility for the safekeeping of the funds and securities of the Association. The Treasurer is responsible to the Board of Directors and to the Officers to report the financial condition of the Association and any adjustments to the semi- annual budget at the regular meetings and to insure that the Accounts of the Corporation are kept in proper order. There shall be an independent audit of the Treasurer's Accounts annually. The Treasurer is also responsible to see that the necessary audits and reports are done, in a timely manner, to meet the required State and Federal requirements for the Association.

The Treasurer shall be bonded. The Treasurer shall at all times maintain records evidencing the property owned by the Association and its disbursements, and present the same to the quarterly meeting of the Directors and Officers, provided however, that the records shall always be open for inspection by any Director or Officer.

The Officers of the Association must meet at least once every calendar quarter, at a place, time and date which shall be fixed by the President and shall hold such other meetings as may be necessary from time to time upon call of the President or Board of Directors whose call shall specify the place, time and date of the meeting.

Each elected Officer shall serve their elected term, but may resign his position at any time or may be removed with or without cause, by a two-thirds (2/3) vote of the number of voting Directors. Upon death, removal, resignation or incapacitation of any Officer, the remaining Officers shall appoint a new Officer, with the approval of two-thirds (2/3) vote of the number of voting Directors, to serve the time remaining in the term of the departed Officer.

Article 6 - Authority

Any sale or transfer of any stock, bond, security or any other property standing in the name of the Association shall be valid only if signed by the Association acting through any two Officers and with the written consent of the Board of Directors. Any transfer signed in this manner having affixed thereon the Seal of the Association, shall in all respects bind the Association fully and completely as if each transaction had been authorized by a specific vote of the Officers and the Board of Directors, and any person, firm or corporation to whom a copy of this article has been provided shall have been certified by the Secretary shall be entitled to rely thereon until notified of its repeal.

Article 7 - Quorum

A quorum is required for the transaction of any business by the Board of Directors and the Officers. For the Board of directors, a quorum shall be defined as two-thirds (2/3) of the number of Directors.

Article 8 - Compensation

The Directors, Officers and Senior Appointed Officials of the Association shall serve without any type of compensation including from teams or the Association.

Article 9 – Bylaws

The Board of Directors shall have the power to alter, amend or repeal the By-Laws or adopt new By-Laws, provided that the By-Laws at no time shall contain any provision inconsistent with the law or the Articles of Incorporation.

Article 10 - Membership

There shall be one (1) class of membership: active. Application for membership shall be in such form as the Board of Directors shall prescribe. The Board of Directors shall have the power to expel any member with or without cause.

The Association shall admit as active members families with children registered with the Association for the purpose of playing soccer in the Association's Recreational Program or other program offered directly by the Association, with each adult family member being entitled to one (1) vote, with a maximum of two (2) votes per family in all elections. Active members shall also include families with children who were previously registered in a program that the association offered and directly managed, and who are now registered and actively participating in a program that is offered and managed by the joint venture limited liability company of which the Association is a member, namely GOL Soccer Academy, LLC. Membership shall extend until the close of registration for the next soccer season.

Article 11 - Elections

Elections for the Board of Directors and the elected Officers shall be held during the times as specified in Articles Four (4) and Five (5). The President shall call for the specific dates and times of the elections and all nominations shall be submitted to the Nominating Committee no later than two (2) weeks prior to that date.

Any active member of the Association may submit nominations to the Nominating Committee and shall be eligible to vote in the elections.

When holding an election where all positions are uncontested the voting is to be held for one Saturday only, otherwise the election will be held over two weekends.

Article 12 – Senior Appointed Officials

Senior Appointed Officials of the Association shall consist of individuals appointed as Officers by the President and approved by the Board of Directors, to assist the Officers in the day-to-day operation of the Association.

The duties of the Senior Appointed Officials shall be defined by the President and approved by the Board of Directors. Senior Appointed Officials shall have the power to appoint individuals to assist them in fulfilling those duties. The Officials shall be responsible for the disbursement or collection of funds under the direction of the Officers of the Association.

Senior Appointed Officials may be removed with or without cause by a two-thirds (2/3) vote of the Elected Officers or by a two-thirds (2/3) vote of the Directors.

Article 13 – Committees

The Officers shall appoint a Disciplinary & Protest Committee to hear all game protests and disciplinary matters and take appropriate disciplinary action against players, teams and coaches after consultation with the President. The duties and procedures of the Protest and Disciplinary Committee shall be approved by the Board of Directors. The Vice President of the Association shall be the Chairperson of the Protest and Disciplinary Committee.

A Nominating Committee shall be appointed by the President and shall consist of at least one (1) member of the Board of Directors.

The President or Chairman may establish special committees with the approval of the Board of Directors to accomplish a special purpose. The membership and structure of these committees will be determined at the time they are formed.

The President shall be an ex-officio member of all committees except the Nominating Committee.

Article 14 - Assets

No former member shall be entitled to receive any portion of the assets of the Association as a return for his/her contribution to the Association.

Article 15 – Prohibited Activities

Gwinnett Soccer Association, Inc. is prohibited from engaging in political activities or from expending any funds for the purpose of influencing legislation.

Article 16 – Parliamentary Authority

All meetings of the Association shall be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised, except as otherwise provided in these Bylaws, and adopted special rules of order, standing rules and the Policies and Procedures of the Association.

Article 17 – Non-Discrimination Policy

The Association does not discriminate on the basis of race, gender, color, national or ethnic origin in administration of its educational and other policies, admission policies, scholarship and loan programs, and athletic or other programs.

Article 18 – Indemnifications

The Association shall indemnify to the fullest extent permitted by law it's Officers, Directors, employees and other representatives against any loss, liability, costs or expenses (including attorney fees) incurred in any way arising out of any act or omission taken by or omitted in good faith belief that such act or omission was lawful and in the furtherance of the Association's purpose.

Article 19 – Dissolution

In the event the Association disbands, after liabilities and obligations are satisfied in accordance with government regulations, any remaining monies in the GSA treasury shall be dispersed as determined by the Board of Directors. None of the funds will be used for the benefit of individual members and must be done under stipulations outlined in the Articles of Incorporation.