

**BLACK HILLS RAPIDS  
SOCCER CLUB**

# Club Bylaws

**EST.  
2014**

**BLACK HILLS  
RAPIDS**

**COLORADO  
RAPIDS**

Revision 2.18.2020

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## I. ARTICLE I – OFFICE

### SECTION 1. PRINCIPAL OFFICE

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The principal office of the organization in the State of South Dakota shall be located at the address of the Sports Complex as it appears on the books of the organization.

### SECTION 2. REGISTERED AGENT AND OFFICE

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The organization shall have and continuously maintain a registered agent, which shall be a South Dakota resident. The address of the registered office must be identical with the address of the registered agent's business office, as required by the South Dakota Nonprofit Corporation Act.

## II. MEMBERSHIP

### SECTION 1. GENERAL MEMBERSHIP

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The general membership of Black Hills Soccer Federation, Inc. d/b/a Black Hills Rapids Soccer Club (BHRSC) shall consist of all adults, eighteen years of age or older, who are actively participating and deemed in good standing with the organization, based on one of the below criteria. It shall include:

1. Parents or legal guardians of active BHRSC players; or
2. Head coaches of each BHRSC team; or
3. Members of the BHRSC Board of Directors and any committee designated by these Bylaws; or
4. Other adults recognized by the BHRSC Board of Directors for membership purposes.

Votes may be cast at the rate of one vote per active player for parents and legal guardians. Members with no active players in BHRSC programs must fall under one of the other three criteria in order to be entitled to a single vote. Members who fall into multiple categories qualify under the highest ranking condition 1, 2, 3, or 4 and may not vote under multiple roles.

### SECTION 2. MEMBERSHIP DISCIPLINE

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Members whose activities damage the interests of BHRSC, or which attempt to circumvent a decision rendered by BHRSC, shall be subject to disciplinary action. The BHRSC shall have the power to discharge a member or to take disciplinary action as deemed appropriate.

## III. VOTING

### SECTION 1. GENERAL MEMBERSHIP

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Each member shall have one vote on matters acted upon by the general membership. There are no proxy votes permitted on matters voted on by the general membership.

### SECTION 2. QUORUM

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In all matters voted on by the general membership, a quorum to vote will consist of a majority of the seated members of the Board of Directors and an equivalent number of members who are not on the Board of Directors.

## **IV. BOARD OF DIRECTORS**

### **SECTION 1. NUMBER AND QUALIFICATIONS**

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There will be nine Directors of BHRSC, elected as specified in these Bylaws from members in good standing with the organization. No two members of the same household may serve on the Board of Directors simultaneously. No paid staff member of the BHRSC may serve in any capacity on the Board of Directors.

The membership of the Board of Directors shall comprise of individuals possessing various qualification and skills that will provide a wide range of competencies to the board. Board members should have a background or expertise in one of the following: education, managerial, financial, legal, political, marketing, engineering and other desirable backgrounds and expertise.

### **SECTION 2. DUTIES OF THE BOARD**

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The Board of Directors shall be responsible for setting policy for all activities of the organization in accordance with these Bylaws. They shall also adopt such Rules and Regulations as they believe are necessary to the operation of the organization. In its discretion, the Board may appoint persons, either paid or volunteer, to act on behalf of the BHRSC, including, but not limited to, a Director of Coaching, a Web Master and Tournament Directors.

### **SECTION 3. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

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Each Officer of the BHRSC, as defined in these bylaws, shall be indemnified by the BHRSC against all expenses, penalties and liabilities, including attorney's fees reasonably incurred by or imposed upon him/her in connection with any claim, demand, action, or proceeding, whether civil or criminal, or in connection with any settlement thereof, to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been an Officer of the BHRSC, whether or not he/she is an Officer at the time of such expenses, penalties or liabilities are incurred, except in cases where he/she shall be finally adjudged in such action or proceeding to be liable for willful misconduct in the performance of his/her duties as an Officer. The right of indemnification herein provided shall be in addition to, and not exclusive of, all other right to which such Officer may be entitled to and the right to indemnification herein provided shall inure to the benefit of the personal representatives of a deceased Officer.

### **SECTION 4. REMOVAL/SUSPENSION OF OFFICER OR BOARD MEMBER**

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#### **A. REMOVAL FOR CAUSE**

Removal of an officer or board member for cause may only occur at a general membership meeting. A request to remove an officer for cause must be served upon the Board no less than 30 days prior to the general membership meeting. The President, in his or her discretion, may appoint a temporary committee, which will independently investigate the grounds for removal and will make a report to the general membership at the meeting, prior to the vote on removal. A two-thirds majority of the votes cast at the general membership meeting shall be required for removal for cause.

#### **B. REMOVAL FOR ABSENCE**

In the event that an officer or board member is absent from three consecutive Board Meetings may be removed by a two-thirds vote of the Board of Directors.

#### **C. SUSPENSION**

The Board may suspend any officer or Board Member by a two-thirds vote upon the filing of a request to remove an officer for cause, pending the general membership meeting at which the issue of removal shall be determined pursuant to Section 4A, above.

## **SECTION 5. VACANCY ON BOARD OF DIRECTORS**

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In the event of a vacancy on the Board, the remaining members of the Board shall appoint a replacement at a meeting of the Board. A member elected to fill a vacancy will serve in the position until the next regular meeting of the General Membership, at which time the election of a permanent replacement shall occur according to the normal election process.

## **SECTION 6. ELECTION AND TERMS OF DIRECTORS**

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Nominations for open director seats will not be taken from the floor at the annual meeting but instead will be asked for prior to the meeting to give membership adequate time to familiarize themselves with the candidate pool.

The Annual General Meeting (AGM) is held in February each year. Members will receive 45 days' notice of the AGM date.

Nominee submittals for open director seats must be submitted to the Board 30 days prior to AGM (submit to board@blackhillsrapids.com). Nominees can only run for one position and must clearly state their request to the Board. No other nominations will be allowed after that time and late applicants will not be allowed to run against any other nominees.

The Board will review any applicant's qualifications and notify the membership of all qualified nominees running for open director seats 20 days prior to AGM.

Once nominated, election of the incoming directors shall be by vote of the membership at the annual meeting. The nominees receiving the largest number of votes shall be elected. Each director shall serve a two (2) year term of office and may be re-elected for 2 additional terms for a total of 6 years on the board before term-limiting off for at least two full years before becoming eligible for a director position.

# **V. DUTIES OF ELECTED OFFICERS**

## **SECTION 1. PRESIDENT**

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The President shall direct the officers, committees, and board, and shall act as the presiding officer at all meetings of the Board of Directors and General Membership. The President shall be responsible for performing such other duties as directed by the Board of Directors. The President shall also appoint a committee to conduct an annual audit of the BHRSC books. The President is not eligible to make or second motions at either Board or General Membership meetings, and may vote only in the case of a tie vote.

The President-Elect will take office of the President in odd years for a two-year term. In the event that the position of President becomes vacant prior to the end of the term, the President-Elect will assume the office of President for the remainder of the vacated term and the following two-year term. In the event of a vacancy of the President-Elect, the remaining members of the Board shall appoint a replacement on an interim basis at a meeting of the Board. A member appointed to fill a vacancy will serve in the position until the next regular meeting of the General Membership, at which time the election of a permanent replacement shall occur according to the normal election process. In the event that the office of President becomes vacant and there is not a President-Elect, the President shall be elected directly by the general membership. A President elected under these circumstances shall serve the remainder of the term vacated by the past President.

## **SECTION 2. PRESIDENT-ELECT**

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The President-elect will assume such duties as assigned by the President and the Board of Directors. The President-elect's first year will be mainly for learning. The President-elect shall assume the duties of the President in the absence of the President. The President-Elect shall be elected in odd-numbered years to a two-year term.

The President-elect will serve as the primary liaison for the BHRSC with other organizations such as the City of Rapid City and other soccer organizations. The President-Elect shall also have the responsibility for risk management, which duties include: providing leadership and instruction to the Board regarding risk management; ensuring that all persons wishing to apply for a position as a coach or any volunteer or paid position within BHRSC complete an (online) Employee/Volunteer Disclosure Statement.

### **SECTION 3. TREASURER**

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The Treasurer shall be elected in even-numbered years. The Treasurer shall oversee the collection of all dues and fees, shall have charge of all monies, issue bills and receipts for dues and fees, and pay all bills due of the BHRSC including the payment to the referees' association. The Treasurer shall maintain checking and saving accounts in a reputable bank in the name of the BHRSC, with signature authority requiring any two of the following: President, President-Elect, Treasurer, Secretary, or Executive Director. If BHRSC chooses to contract with an independent, third-party accountant to prepare and issue checks as an internal control procedure, any one of the above named Officers may sign checks.

The Treasurer shall keep a detailed record of income and expenditures and submit a written detailed monthly report to the Board of Directors and a written general report at Annual General Membership meeting.

The Treasurer shall also coordinate with the managers of individual teams to ensure that player accounts are properly credited and to ensure that player remain current with their dues to the organization and with their costs associated with team travel costs and tournament fees in the competitive divisions of BHRSC.

### **SECTION 4. SECRETARY**

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The Secretary shall be elected in odd number years. The Secretary shall be responsible for recording the minutes of all meetings and shall maintain and distribute meeting minutes, notices of meetings, and calendar of events. The Secretary shall also oversee all club-wide communications, including dissemination of new BHRSC new policies, rules and regulations to the general membership. The secretary shall assure that meeting minutes, policies, and notice of all BHRSC Board meetings are communicated adequately to the general membership.

### **SECTION 5. MEMBERS-AT-LARGE**

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There shall be five Members-at-Large. The Members-at-Large shall be selected from the following groups:

- One Member-at-Large position will be reserved for members whose players are enrolled in the Recreational division of the BHRSC at the time of the election. This Member-at-Large shall be elected in even-numbered years.
- One Member at Large position will be reserved for members whose players are enrolled in the Academy division of the BHRSC at the time of the election. This Member-at-Large shall be elected in odd-numbered years.
- One Member-at-Large position will be reserved for members whose players are enrolled in the Select division of the BHRSC at the time of the election. This Member-at-Large shall be elected in even-numbered years.
- One Member-at-Large position may be filled by any member of the BHRSC. This Member-at-Large shall be elected in odd-numbered years.
- One Member-at-Large position may be filled by any member of the BHRSC. This Member-at-Large shall be elected in even-numbered years.

The Members-at-Large shall act as liaisons between the Board and the general membership and shall perform such other duties as assigned by the Board.

## **VI. COMMITTEES**

### **SECTION 1. DUTIES AND POWERS**

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Committees may be established by the Board of Directors. The Board of Directors will appoint the members of the respective committees. Any committee member may be removed by the person or persons authorized to appoint such committee members whenever the best interests of the Club shall be served by such removal.

### **SECTION 2. TERMS OF OFFICE**

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Each member of the committee shall continue as such until a successor is appointed, unless the committee shall be terminated or unless such member is removed from such committee.

### **SECTION 3. COMMITTEE CHAIR**

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One member of each committee shall be appointed committee chairperson by the person or persons authorized to appoint the members thereof.

### **SECTION 4. VACANCIES**

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Vacancies of the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

### **SECTION 5. QUORUM**

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Unless otherwise provided by the Board of Directors, a quorum shall not be necessary for a committee to conduct its business; except where such committee has been delegated the authority to act on behalf of the Club, in which case a quorum shall be required before such action may be taken.

### **SECTION 6. RULES**

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Each committee may adopt rules for its own governance not inconsistent with these bylaws or the rules adopted by the Board of Directors.

## **VII. MEETINGS**

### **SECTION 1. BOARD MEETINGS**

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The Board shall meet monthly for the purpose of reviewing the operations of the BHRSC. The presiding officer shall, at each meeting, reserve a suitable portion of time for the officers to meet as the Board of Directors to conduct appropriate business. The Board shall be deemed to have a quorum if five members are present. Unless otherwise specified, a majority vote of the Board members present and voting is required to decide any question before the Board. There is no proxy voting on the Board. The agenda of the Board's meetings will be set by the President, who shall preside over the meeting and act as Parliamentarian. Additional meetings shall be held as deemed necessary by the President. The general membership is welcome at any meeting of the Board (as non-voting members) and may address the Board from the floor.

### **SECTION 2. GENERAL MEMBERSHIP MEETINGS**

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A General Membership meeting will be held annually in the February. The primary purpose of those meetings shall be to elect those Board members who are elected by the general membership.

Special meetings of the general membership may be called by the written request a majority of the Board members, 10 Head Coaches or 50 members. Such a meeting must take place no less than 14 days and no more than 30 days from the filing of the written request. The subjects covered at such a special meeting are not limited,

but must be explicitly stated in the request. Any matter not contained in the request cannot be included in the agenda for the special meeting or acted upon by the membership at that meeting.

## **VIII. ADMINISTRATION**

### **SECTION 1. PURPOSE**

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The Black Hills Soccer Federation shall be administered as a non-profit, educational organization.

### **SECTION 2. AFFILIATIONS**

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The BHSF shall maintain itself as a member in good standing of the South Dakota Youth Soccer Association (SDYSA), and will comply with the Constitution, Bylaws, and Rules and Regulations of the United States Youth Soccer Association and the SDSSA.

### **SECTION 3. POLICIES**

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The policies of the organization shall be determined by the Bylaws. The Board will assume the execution of the provisions of the Bylaws in all matters in good conscience and be answerable only to the general membership.

### **SECTION 4. GENERAL ADMINISTRATION**

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The president shall administer the affairs of the BHRSC in accordance with these Bylaws, Rules and Regulations, and execute the policies directed by the Board of Directors.

### **SECTION 5. EMPLOYEES**

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The Board of Directors is authorized to employ such persons as are necessary to carry out the various functions of the organization.

### **SECTION 6. DISSOLUTION**

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The assets of the organizations, in case of dissolution, will be turned over to a nonprofit organization as determined by the Board.

### **SECTION 7. SEASONAL AND FISCAL YEAR**

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The seasonal year of the organization shall begin on August 1st of the current calendar year and end on July 31st of the subsequent year. The fiscal year shall begin on January 1st and end on December 31st of the current calendar year.

## **IX. AMENDMENTS**

### **SECTION 1. GENERAL MEMBERSHIP MEETING**

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A proposed amendment to the Bylaws must be submitted to the Board in writing no less than 30 days before a regular or special meeting of the general membership. A vote of two-thirds of the votes cast shall be required to amend the Bylaws.

### **SECTION 2. EFFECT**

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Amendments to the Bylaws will take place immediately unless otherwise specified, but shall not be retroactive.