

CLINTON SOCCER ASSOCIATION, INC.

P. O. Box 934

Clinton, Mississippi 39060

CLINTON SOCCER ASSOCIATION, INC.

BY-LAWS

June 2010

**BY-LAWS
OF
CLINTON SOCCER ASSOCIATION, INC.**

PRINTING HISTORY

Prior Editions:

August 1991, Printed September 1991

Original corporation by-laws adopted during incorporation of Clinton Soccer Association, Inc. as a non-profit corporation effective July 1, 1991. Printed as Part I of the single document – CSA BY-LAWS, OPERATING AND PLAYING RULES. Part II included amendments to Operating and Playing Rules adopted on August 15, 1991.

May 1992, Printed June 1993

Includes amendments adopted on May 26, 1992

June 1995, Printed January 28, 1996

Includes amendments adopted on June 8, 1993 and June 13, 1995.

June 2000, Printed June 5, 2001

Includes amendments adopted on June 11, 1996, June 10, 1997, June 9, 1998, June 8, 1999, and June 13, 2000.

June 2001, Printed July 1, 2001

Includes amendments adopted on June 12, 2001.

June 2002, Printed June 12, 2002

June 2004, Published July 1, 2004

Includes amendments adopted on June 8, 2004.

June 2005, Published Aug 25, 2005

Includes amendments adopted on June 14, 2004.

June 2006, Published Aug 30, 2006, Corrected Typos 15 Jan 07

Includes amendments adopted on June 13, 2006.

June 2007, Published Jun 27, 2007

Includes amendments adopted on June 12, 2007.

June 2008, Published July 2, 2008

Includes amendments adopted on June 24, 2008.

June 2009, Published May 12, 2010

Includes amendments adopted on June 9, 2009.

Current Edition:

Includes amendments adopted on June 8, 2010, Corrections approved 11 Oct 10.
Published September 12, 2010,

**BY-LAWS
OF
CLINTON SOCCER ASSOCIATION, INC.**

TABLE OF CONTENTS

PRINTING HISTORY ii

TABLE OF CONTENTS iii

BY-LAWS OF CLINTON SOCCER ASSOCIATION, INC..... 1

 ARTICLE I. Name of Organization..... 1

 ARTICLE II. Purposes of Organization 1

 ARTICLE III. Affiliation 1

 ARTICLE IV. Membership..... 1

 Section 1. Parents and/or Guardian, Coaches, and Board Member..... 1

 Section 2. Voting 1

 Section 3. Fees..... 1

 Section 4. Failure to Pay Fees 2

 Section 5. Non-Discrimination 2

 Section 6. Expulsion and Suspension 2

 ARTICLE V. Membership Meetings 2

 Section 1. Annual Meeting..... 2

 Section 2. Special Meetings 2

 Section 3. Place of Meeting..... 2

 Section 4. Notice of Meeting..... 2

 Section 5. Members Entitled to Vote 3

 Section 6. Quorum..... 3

 ARTICLE VI. Board of Directors..... 3

 Section 1. Number of Members..... 3

 Section 2. Term of Office..... 3

 Section 3. Time and Manner of Election 4

 Section 4. Nominating Committee..... 4

 Section 5. Absence from Meetings..... 4

 Section 6. Vacancies 4

 Section 7. Meetings 4

 Section 8. Powers..... 4

 Section 9. Voting Restrictions..... 5

 ARTICLE VII. Advisory Board of Directors 5

 Section 1. Number of Members..... 5

 Section 2. Term of Office..... 5

 Section 3. Time and Manner of Appointment..... 5

 Section 4. Advisory Board of Directors Vote 5

 Section 5. Vacancies 6

 Section 6. Meetings 6

 Section 7. Voting Restrictions..... 6

ARTICLE VIII. Officers	6
Section 1. Election and Term of Office	6
Section 2. Elected Officers.....	6
Section 3. Non-Elected Officers.....	6
Section 4. Duties of Officers.....	7
Board of Directors:	
a. President	7
b. First Vice President	7
c. Second Vice President	7
d. Division II Vice President	7
e. Division I Vice President	8
f. Secretary	8
g. Registrar	9
h. Commissioner.....	9
i. Financial Officer.....	9
j. Executive Director	9
k. Supervisor of Referees.....	10
l. Director of Concessions	10
m. Public Relations Director	10
n. Parliamentarian	10
o. Director of Coaching.....	11
p. Assistant Director of Coaching/Director of Player Development	12
Advisory Board of Directors:	
q. League Directors	12
r. Assistant to the Financial Officer	12
s. Tournament Facilities Manager	13
t. Special Projects Coordinator	13
u. Immediate Past President	13
v. Immediate Past Commissioner	13
ARTICLE IX. Miscellaneous Provisions	13
Section 1. Checks	13
Section 2. Deposits	14
Section 3. Contributions	14
Section 4. Waiver of Notice.....	14
Section 5. Committees	14
a. Executive Committee	14
b. Other Committees	14
Section 6. Savings Clause and Amendments.....	14
a. Savings Clause.....	14
b. Amendments	15

BY-LAWS
OF
CLINTON SOCCER ASSOCIATION

ARTICLE I. Name of Organization

The name of the corporation shall be Clinton Soccer Association, Inc.

ARTICLE II. Purposes of Organization

The corporation is a civic improvement organization and a volunteer support group. Its purposes shall be to control, regulate, promote, and develop a soccer program at all levels for youth within the City of Clinton, Mississippi; within Hinds County, Mississippi; and within all adjacent areas. The purposes of the corporation shall also be to provide recreational activities for, and to promote the physical improvement of, young persons within the said areas.

ARTICLE III. Affiliation

The corporation shall be affiliated with the Mississippi Soccer Association (MSA), the United States Youth Soccer (USYS), and the United States Soccer Federation (USSF). Unless otherwise prohibited by law, the corporation will comply with rules and regulations of these organizations. (Corrected 2007)

ARTICLE IV. Membership

Section 1. Parents and/or Guardians, Coaches, and Board members. The members of the corporation shall be the parents and/or legal guardians of those children who are participating in the youth soccer program controlled, regulated, and promoted by the corporation; provided, however, that there shall be only one membership per family. Members of the corporation shall also include head coaches and assistant coaches in good standing and members of the Board of Directors who do not have children in the program.

Section 2. Voting. Members of the corporation shall be entitled to one vote per family or one vote per coach or Board member without children in the program in any business, which is transacted by, or required to be voted upon by, the general membership. The vote of any family may be cast by either parent or legal guardian. The fact that a family member may have more than one child participating in the program of youth soccer controlled, regulated, and promoted by the corporation or that a family member is a coach or Board member shall not entitle that family to more than one vote. Members of this corporation must be present at the annual meeting for proper casting of votes. (1997) Use of Proxies will not be allowed. (1997)

Section 3. Fees. The Board of Directors shall have the authority to establish, assess, and collect registration fees and other fees from membership of the

organization. The Board of Directors shall have the authority to waive or reduce registration and other fees in case of financial hardship or other good cause.

Section 4. Failure to Pay Fees. Any member of the corporation who has failed to pay the prescribed registration and other fees shall not be entitled to vote and shall not be considered in determining a quorum or voting majority.

Section 5. Non-Discrimination. Membership in the corporation shall not be denied by reason of race, creed, color, sex, religious affiliation, or national origin.

Section 6. Expulsion and Suspension. Pursuant to the provisions of Section 79-11-189 of the Mississippi Code of 1972, as amended, the Board of Directors shall have authority to expel or suspend members for gross misconduct detrimental to youth soccer and to the purposes of the membership.

ARTICLE V. Membership Meetings

Section 1. Annual Meeting. The annual meeting of the members of the corporation shall be held at 7:00 o'clock on the second Tuesday of June during each year beginning in 1992 for the purpose of electing directors and for transacting such other business as may properly come before the annual meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Mississippi, then such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the date designated herein for the annual meeting of members (or at an adjournment thereof), the Board of Directors shall cause an election of the directors to be held at a special meeting of the members as soon thereafter as such a special meeting may be conveniently called.

Section 2. Special Meetings. Special meetings of the members of the corporation may be called by the President or a majority of the Board of Directors. At the request of not less than five percent (5%) of all members in good standing, the President shall call a special meeting of the members of the corporation.

Section 3. Place of Meeting. The Board of Directors may designate any place within the City of Clinton, Mississippi, or within Hinds County, Mississippi, as the place for any annual meeting or special meeting of the members of the corporation.

Section 4. Notice of Meeting. Written notice stating the place, date, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which such meeting is called shall be delivered not less than five (5) nor more than ten (10) days before the date of the meeting. Notice shall be delivered by the Secretary or by such other person as the President or the Board of Directors may direct to members entitled to vote at such meeting. Notice shall be deemed to have been delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the membership roll of the corporation or by additional means as the Board may elect to use for notice. (amended 2007)

Notice of any proposed action to regarding the sale of, negotiation of, or transfer of any of the corporation's assets requires the statement and intent of such action be delivered by mail to all members of the corporation by registered mail to the address of record.

The corporation's assets are defined as follows: All rights, powers, authority, territories granted under the CSA charter from the Mississippi Soccer Association. This would also include all monies of the corporation, all property of CSA whether real or personal and all implied, warranted or stated jurisdiction over the administration of the Division I, Division II, Division III, Adult, or any other program the corporation may acquire. (amended 2009)

Section 5. Members Entitled to Vote. These members entitled to vote at the annual meeting or special meetings of the members of the corporation shall be those members who have paid any prescribed registration or other fees prior to the date of the meeting. Those members who have any pecuniary financial interest, employed by or who indirectly benefit another entity they are connected to that would benefit from a vote must recuse themselves from voting. (amended 2009)

Section 6. Quorum. Thirty (30) members of the corporation entitled to vote shall constitute a quorum at any meeting of the members of the corporation. If less than thirty (30) of the voting members are present at such a meeting, the majority of those present may adjourn the meeting. The meeting will be rescheduled no later than two weeks from the original date. Notice of the rescheduled meeting will be published in the local newspaper (The Clinton News). At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed. Those members present at a duly called meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the fact that the departure of some members may be resulted in less than thirty (30) of the voting members being present.

ARTICLE VI.. **Board of Directors**

Section 1. Number of members. The corporation shall be organized, administered, and operated by fourteen (14) voting members and two (2) non-voting members. These fourteen (14) voting and two (2) non-voting members shall be termed the Board of Directors. The Board of Directors shall be constituted by the following voting officer positions: President, First Vice President, Second Vice President, and Division II Vice President, Division I Vice President, Secretary, Registrar, Commissioner, Financial Officer, Executive Director, Supervisor of Referees, Director of Concessions, Public Relations Director, and Parliamentarian. Two non-voting members also serving on the Board of Directors are the Director of Coaching (DOC) and the Assistant Director of Coaching/Director of Player Development (DOPD) and shall be appointed by the President with Board approval following recommendation of qualification by a search committee appointed by the President. The fourteen (14) elected persons shall serve as the official Board of Directors of the corporation until a new Board of Directors shall be elected at each annual meeting. The non-voting members of the Board shall serve a term as defined by their contract with CSA. (Amended 2010)

Section 2. Term of Office. The directors elected shall hold their offices for a term of one year or until their successors have been duly elected and have assumed office. A director shall be eligible for re-election. The non-voting members of the Board shall serve a term as defined by his contract with CSA. (Amended 2009)

Section 3. Time and Manner of Election. Fourteen (14) directors shall be elected for the forthcoming year at each annual meeting of the members of the corporation. In order to be eligible to serve on the Board of Directors, a person must be a member of the corporation. (Amended 2009)

Section 4. Nominating Committee. No later than two months prior to the annual meeting, the President shall appoint a Nominating Committee consisting of five (5) persons currently serving on the Board of Directors. The Nominating Committee shall nominate and recommend the fourteen (14) members of the corporation to serve as elected directors for the forthcoming year. The President-Elect and Commissioner-Elect must be from the current year's Board of Directors unless all of the current year's Board of Directors refuses to assume the duties of President and/or Commissioner. The nominations and recommendations of the Nominating Committee shall be included with the notice of annual meeting mailed to each member. At the annual meeting, additional nominations may be received from the floor. Each member may cast the fourteen (14) votes, being one vote for each number of positions on the Board of Directors. A member may not engage in cumulative voting. If there are no nominations other than those made by the Nominating Committee, then formal balloting may be dispensed with and those nominees may be elected by acclamation. If any position on the Board of Directors is vacant after the annual election of the members of the corporation, the members of the Board of Directors shall appoint an eligible member of the corporation to fill that position of the Board of Directors until the next annual meeting for the members of the corporation. A minimum of ten (10) members of the Board of Directors must be elected by the members of the corporation. (Amended 2009)

Section 5. Absence from Meetings. Any director who is absent from three consecutive meetings without an excuse satisfactory to the other members of the Board of Directors shall be deemed to have surrendered his office as director.

Section 6. Vacancies. Should a position on the Board of Directors become vacant by reason of death, unexcused absence from three consecutive meetings, or otherwise, the remaining members of the Board of Directors shall appoint another eligible member of the corporation to fill that position of the Board of Directors until the next annual meeting for the members of the corporation.

Section 7. Meetings. The Board of Directors of the corporation shall meet at least once each month at such convenient time as may be determined by the Board of Directors. The President may call special meetings of the Board of Directors at any time by giving notice to all members of the Board of Directors at least three (3) days prior to the date of the special meeting. Meetings shall be conducted in accordance with Robert's Rules of Order. At the request of any member of the Board of Directors, the vote on such personal matters as disciplinary actions, releases, and/or transfers shall be made by secret ballot; provided, however, that the result of such vote shall be placed upon the minutes. Voting on other matters shall be done by open ballot.

Section 8. Powers. Except as otherwise provided by law, all powers of the corporation shall be exercised by or under the authority of and the affairs of the corporation shall be managed under the direction of, the Board of Directors. Provided,

however, that the Board of Directors may delegate its authority in appropriate matters to such persons as the Board of Directors may from time to time designate. The Board of Directors shall have power to do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the corporation. The powers of the Board of Directors shall include, but not be limited to, the power to suspend, expel, or impose fines or penalties upon youth, parents, coaches, or officials participating in the soccer program controlled, regulated, and promoted by the corporation.

Section 9. Voting Restrictions. If any member of the Clinton Soccer Association Board of Directors runs for and is elected to serve as an officer of the MSA Executive Council, said member upon assuming the duties of the MSA Executive Council office may continue as a member of the Clinton Soccer Association Board of Directors, but shall immediately relinquish all voting rights as a Clinton Soccer Association Board Director and the number of voting members of the Clinton Soccer Association Board of Directors shall automatically be reduced by the number of Clinton Soccer Association Board of Directors who are and while serving in a dual capacity and having relinquished said voting rights. (2004)(Updated 2007)

ARTICLE VII. Advisory Board of Directors

Section 1. Number of members. In addition to the Board of Directors, an Advisory Board of Directors of the corporation may be appointed by the voting membership consisting of the following positions: U-5 & U-6 Boys League Director, U-7 & U-8 Boys League Director, U-10 Boys League Director, U-12 Boys League Director, U-14 Boys League Director, U-16 & U-19 Boys League Director, U-5 & U-6 Girls League Director, U-7 & U-8 Girls League Director, U-10 Girls League Director, U-12 Girls League Director, U-14 Girls League Director, U-16 & U-19 Girls League Director, Assistant to Financial Officer, Special Projects Coordinator, and Tournament Facilities Manager,. In addition, the Immediate Past President and the Immediate Past Commissioner, if not re-elected to an active voting position on the Board of Directors, will serve as an additional member(s) of the Advisory Board of Directors. (Amended 2006, Updated 2010)

Section 2. Term of Office. The Advisory Board of Directors shall hold their offices for a term of one year or until their successors have been duly appointed by the membership and have assumed office. An Advisory Board of Director shall be eligible for re-appointment.

Section 3. Time and Manner of Appointment. The appointment of the members of the Advisory Board of Directors shall be announced for the forthcoming year at each annual meeting of the members of the corporation. In order to be eligible for appointment and to serve on the Advisory Board of Directors, a person must be a member of the corporation.

Section 4. Advisory Board of Directors Vote. The Advisory Board of Directors shall have one proxy vote in all matters which require a vote of the Board of Directors. The Advisory Board of Directors shall establish a designee representative of the Advisory Board of Directors to attend monthly board meetings and cast its proxy vote on behalf of the Advisory Board of Directors.

Section 5. Vacancies. Should a position on the Advisory Board of Directors become vacant by reason of death, resignation or otherwise, the members of the Board of Directors shall appoint another eligible member of the corporation to fill that position of the Advisory Board of Directors until the next annual meeting for the members of the corporation.

Section 6. Meetings. The current voting membership of the Board of Directors shall have the option of making attendance by Advisory Board of Directors member or members mandatory at certain meetings of the Board of Directors by notifying said member or members at least three (3) days in advance of the scheduled meeting. However, all Advisory Board of Directors are allowed and encouraged to attend all Board of Director meetings.

Section 7. Voting Restrictions. If any member of the Clinton Soccer Association Advisory Board of Directors runs for and is elected to serve as an officer of the MYSA Executive Council, said member upon assuming the duties of the MYSA Executive Council office may continue as a member of the Clinton Soccer Association Advisory Board of Directors, but shall immediately relinquish all voting rights as a Clinton Soccer Association Advisory Board Director and the number of voting members of the Clinton Soccer Association Advisory Board of Directors shall automatically be reduced by the number of Clinton Soccer Association Advisory Board of Directors who are and while serving in a dual capacity and having relinquished said voting rights. (2004)

ARTICLE VIII. **Officers**

Section 1. Election and Term of Office. The elected officers of the corporation shall be elected for a one-year term from July 1st to June 30th. Non-elected officers of the corporation shall be appointed in the manner set forth below.

Section 2. Elected Officers. There shall be fourteen (14) elected officers, including a President, First Vice President, Second Vice President, Division II Vice President, Division I Vice President, Secretary, Registrar, Commissioner, Financial Officer, Executive Director, Supervisor of Referees, Director of Concessions, Public Relations Director, and Parliamentarian. Two appointed officers, the Director of Coaching (DOC) and Assistant Director of Coaching/Director of Player Development (DOPD), shall serve as non-voting member of the Board of Directors. (Amended 2009)

Section 3. Non-elected Officers. The Advisory Board of Directors shall be considered non-elected officers of the corporation and shall be comprised of the following: U-5 & U-6 Boys League Director, U-7 & U-8 Boys League Director, U-10 Boys League Director, U-12 Boys League Director, U-14 Boys League Director, U-16 & U-19 Boys League Director, U-5 & U-6 Girls League Director, U-7 & U-8 Girls League Director, U-10 Girls League Director, U-12 Girls League Director, U-14 Girls League Director, U-16 & U-19 Girls League Director, Assistant to the Financial Officer, Special Projects Coordinator, and Tournament Facilities Manager. In addition, the Immediate Past President and Immediate Past Commissioner, if not elected to an active voting position on the Board of Directors, will serve as an additional member(s) of the Advisory Board of Directors. The Advisory Board of Directors shall have the right to attend meetings of the Board of Directors. (Amended 2009)

Section 4. Duties of Officers. The officers shall have those duties and responsibilities set forth below:

Board of Directors:

- a. President. The President shall schedule and conduct meetings of the Board of Directors. He shall approve for payment by the Board Financial Officer all bills for expenses incurred by the corporation; provided, however, that the Board of Directors shall approve from payment any bill in the amount of \$500.00 or more. (Amended 2009) The President shall appoint all committees and appeal boards, and either the President or his designee shall serve as an ex officio member of all committees and appeal boards. The President shall have the right to execute all approved transfers between teams and organizations as approved by the Board of Directors.
- b. First Vice President. The First Vice President shall assume the duties of the President in his absence. He shall serve as a member of and Chairman of the Protest Committee. He shall serve as the corporation's liaison to the Parks and Recreation Board and to the Parks and Recreation Director of the City of Clinton. He shall have general responsibility for playing fields utilized by the corporation. He shall serve as Tournament Director and be responsible for all tournaments sponsored or conducted by the corporation, except for invitational State Division tournaments.
- c. Second Vice President. The Second Vice President shall assume the duties of the President in his absence and in the absence of the First Vice President. He shall be responsible for ordering, inventory, and storage of uniforms, soccer balls, and other equipment, and for distribution of such equipment to League Directors. He shall be responsible for purchasing awards and trophies and for making preparations for awards ceremonies.
- d. Division II Vice President. The Division II Vice President shall assume the duties of the President in his absence and in the absence of the First Vice President and Second Vice President. The Division II Vice President shall be responsible for administration of the CSA Division II program under CSA Division II policy and procedures and applicable MSA Division II policy. He will work directly with League Directors to insure age-group-wide organizational meetings are held to inform members of the intent of the goals and objectives of the Division II program. He shall develop information pertaining to anticipated costs and budget plans for uniforms, tournaments, coaching fees for the particular age group, etc. He shall work with the Commissioner and Director of Coaching to secure qualified coaches and coordinate practice times in regard to Division III team practices and other age group training that may be offered. He shall work with League Directors and members of each age group to formulate Division II developmental pool and team concepts to be employed. This position shall serve as liaison with the Board of Directors and Executive Committee for all Division II activities. This position shall be the initial point of contact for clarification of all Division II age-group questions and concerns from members. He shall work with League Directors, CSA Registrar, and MSA to

insure of proper registration of players with MSA on CSA Division II Developmental Pool and Team rosters to meet specified MSA deadlines and assure that player and coach passes are in order. He shall make recommendations to the Board of Directors and the Executive Committee on changes or modifications to CSA Division II policy. (2006)

- e. Division I Vice President. Amended (2010) The Division I Vice President shall have the following responsibilities and duties.
1. Primary responsibility of the Division 1 Vice President is to enforce and provide day-to-day oversight of the CSA/Brilla Jr contract and all provisions in conjunction with the CSA Board of Directors.
 2. The Division 1 Vice President must be thoroughly familiar with the contract and all its provisions and intent.
 3. The Division 1 Vice President will work with the Financial Officer of CSA to implement all checks and balances, controls, procedures and administrative requirements the Financial Officer requires to be performed. The Division 1 Vice President assists in this effort, but Financial Officer has direct authority from the Board of Directors.
 4. The Division 1 Vice President shall report to the CSA board at each Board meeting on all activities within Division 1.
 5. The Division 1 Vice President shall ensure all items requiring approval from the CSA Board of Directors will be carried out prior to implementation. Sufficient lead time must be provided for the CSA Board of Directors to review and make any final decisions.
 6. The Division 1 Vice President shall ensure that all Division I coaches are submitted for approval prior to their hiring and they have made a KidSafe submission to MSA prior to any contact with players.
 7. The Division 1 Vice President shall ensure that all managers are submitted for approval to the CSA Board of Directors prior to their appointment.
 8. The Division 1 Vice President shall ensure that monthly meetings of managers are held with the DOC to discuss any issues and a report made to the CSA Board of Directors of the results. Financial Officer shall attend the meetings to review team financials.
 9. The Division 1 Vice President represents CSA interests and will advise the CSA Board of Directors at all times of issues that would be of concern to the CSA Board,
 10. The Division 1 Vice President and Registrar shall ensure no Division I players are dropped, released, added, etc., without prior approval of the CSA Board of Directors. This will include review of financial obligations of the player to CSA, either outstanding or to pay if new.
- f. Secretary. The Secretary shall maintain all records of the corporation and shall prepare minutes of all meetings of the corporation and of the Board of Directors. The Secretary shall distribute minutes of each meeting of the Board of Directors to all directors. The Secretary shall, under the supervision of the President, prepare and deliver notices and proxies in regard to annual meetings

and special meetings. The Secretary will assume all duties of the Public Relations Director in his absence.

- g. Registrar. The Registrar shall prepare and maintain up-to-date team rosters, shall assign player registration numbers, and shall transfer appropriate forms to the Mississippi Soccer Association. The Registrar shall execute all approved transfers between teams and notify the Mississippi Soccer Association of such transfers.
- h. Commissioner. The Commissioner shall schedule and oversee the operations of all soccer league activities conducted by the corporation. He shall serve on the Protest Committee. He shall be the corporation's liaison to the Mississippi Soccer Association. He shall serve as the Chairman in regard to the selection of players. He shall conduct all awards ceremonies. The Commissioner shall have the right to execute all approved transfers between teams and organizations as approved by the membership at their annual meeting in June 2000.
- i. Financial Officer. The Financial Officer shall have overall financial responsibility for the corporation's assets and monies and will be a voting member of the CSA Board of Directors. The Board Financial Officer will ensure the proper and correct accounting of all monies of the corporation. The Financial Officer shall ensure the 501C3 tax exempt status of the corporation is maintained at all times. He shall be responsible for implementing changes in tax reporting as they may occur. The Financial Officer shall have overall investment responsibilities for corporation funds and investment strategies to maximize the corporation's return on cash flow in order to maintain or reduce memberships cost where possible. He shall oversee all sponsorship funds and delegated donations by third parties and has direct supervision responsibilities of the corporation's Assistant to the Financial Officer. Amended (2010) The Financial Officer shall serve on the Executive Committee and other committees as determined by the President and/or CSA Board of Directors. Amended (2007) He shall make monthly Amended (2010) financial reports to the Board of Directors and file all necessary tax forms to maintain the corporation's status as a 501c3 non-profit.
- j. Executive Director. Amended (2009) The Executive Director shall have the following responsibilities and duties.
 - 1. The Executive Director shall have responsibility to develop methods to increase registration in all CSA Division III Recreation Program age groups with specific emphasis on increasing numbers in the younger age groups.
 - 2. The Executive Director shall direct and administer the Mighty Mites Program.
 - 3. The Executive Director shall coordinate with the CSA Commissioner to work with all Recreation league directors on job duties and responsibilities and perform group orientation as may be needed. These efforts should be

- concluded prior to the start of the season, i.e., Recreation draft. He/she will serve in a support role to provide assistance to the League Directors during the seasonal year.
4. The Executive Director shall work with the CSA Commissioner to develop ways and means to expand the CSA Adult Soccer Program.
 5. The Executive Director shall administer training to dovetail with Division II and Division III training needs.
 6. The Executive Director shall chair meetings in the absence of the President along with the First Vice President. Amended (2009)
- k. Supervisor of Referees. The Supervisor of Referees must be a licensed United States Soccer Federation Referee in good standing. He shall develop a referee organization for the corporation by recruiting interested individuals and providing instructional programs which will lead to their certification as referees. He shall develop a continuing referee assessment and training program. He shall serve on the Protest Committee. He shall procure and assign referees to all scheduled league and non-league games and sanctioned tournaments played under the jurisdiction of the corporation. He shall present to the Board of Directors a recommended pay schedule for referees at the beginning of each soccer year. He may designate an assistant to help assigning referees for league games. He shall maintain a current list of licensed referees and addresses and provide such list to the Registrar at the beginning of each fall playing season with updates provided, as needed.
- l. Director of Concessions. The Director of Concessions shall manage concessions, which duties shall include securing stands, purchasing supplies, setting prices, assigning concession work among members, hiring workers, and maintaining a checking account. The Director of Concessions shall present monthly financial statements concerning concessions to the Board Financial Officer, including tournament income and expense. (amended 2009)
- m. Public Relations Director. The Public Relations Director shall publicize all activities of the corporation including registration, playing schedules, team standings, newsletters, and all special events. He shall be responsible for disseminating all information to news media relative to this organization and its soccer program. He shall be responsible for all modification requirements as specified in the corporation By-Laws or Operating and Playing Rules as they apply to the above. In the absence of the Public Relations Director, the Secretary will assume these duties.
- n. Parliamentarian. The Parliamentarian will insure all meetings are conducted in accordance with Robert's Rules of Order. He shall be responsible for all changes in the Operating and Playing Rules as approved by the corporation's Board of Directors. The Parliamentarian shall also function as a liaison between the Board of Directors and the Mississippi Soccer Association as it relates to rules changes affecting existing Operating and Playing Rules. He shall serve on the Protest Committee and perform any other duties as specified by the President or Board of Directors.

- o. Director of Coaching. The CSA Director of Coaching (DOC) shall oversee all aspects of coaching and player development for all players within the Association. The efforts of the DOC shall involve training, education, setting vision, administration, and serving as an ambassador not only for soccer, but for the Association as well. As a minimum the DOC shall:
1. Provide coaches training for all recreation coaches.
 2. Observe recreation training sessions, provide mentoring and feedback to the coaches, and report status and progress to the Board of Directors.
 3. Recruit, retain and allocate paid coaches to all Division I teams.
 4. Institute Academy training opportunities for both group-wide training and advanced training of identified recreation players
 5. Implement and manage consistent training ideology across the Association.
 6. Embrace and enforce character development in all players and coaches.
 7. Increase membership for all programs within CSA. (Amended 2009)
 8. Must ensure that the contract and all its provisions with Brilla FC are complied with. Including all MSA rules, CSA rules and that all coaches and parents are thoroughly knowledgeable of those rules and requirements. (Amended 2009)
 9. Ensure any Director of Player Development (DOPD)/Assistant Director of Coaching complies with all the above. (Amended 2009)

Specifically and/or additionally, the DOC shall assist the Division III League Directors to recruit interested individuals and provide instructional programs which will lead to their certification and/or upgrading as coaches. In this respect he shall be responsible for arranging or conducting coach's clinics to be held prior to the fall season each year and as necessary during the year for all recreation coaches coordinating these training efforts with affiliated organizations. He shall disseminate coaching information and distribute coaches training supplies to all coaches. The DOC shall facilitate overall transition of recreational program's focus towards individual player development and not exclusively on team development at the expense of player development.

The DOC shall coordinate efforts with the Division II Vice President as per CSA Division II policy to assist in identification and recruitment of qualified coaches, help establish developmental player pools and teams, assist in developing Division II training efforts with the coaches, and assist in player evaluations.

The DOC shall act as a further liaison between Brilla and CSA to insure a mutually beneficial relationship exists between both organizations. The Director of Coaching and Director of Player Development (DOPD)/Assistant Director of Coaching shall serve as ex officio and non-voting members of the Protest Committee (2006) (Amended 2009)

p. Assistant Director of Coaching/Director of Player Development

Advisory Board of Directors:

q. League Directors. League Directors shall act as liaisons between coaches and the Board of Directors. League Directors shall administer and supervise the organization, conduct, and play of teams in their respective divisions / age groups. League Directors shall:

1. Obtain names of coaches for approval by the Board of Directors.
2. Oversee assignment of Division II & Division III players to teams.
3. Arrange schedules for league play, including make-up games, and shall furnish such schedules to the Commissioner for approval.
4. Coordinate sanctioned games with teams not sponsored by the corporation to ensure proper player treatment, adequate facilities, and qualified officiating.
5. Distribute written copies of approved game schedules to each coach, with additional copies being distributed when schedules are amended.
6. Ensure that all players are properly registered, that all fees have been paid, and that all team rosters have been prepared and submitted to the Commissioner.
7. Distribute uniforms and equipment to teams prior to the start of each season.
8. Arbitrate all disputes within his age division (except those formal protests and those disputes which involve teams which include players related to the League Director).
9. Receive all formal protests that occur in his age division and refer those protests to the Chairman of the Protest Committee within twenty-four (24) hours of receiving them.
10. Responsible for recording and reporting all cautions (yellow cards) and ejections (red cards) as required to the Commissioner, timely.
11. Ensure that his age division teams are in compliance with all applicable rules of CSA and MSA.

r. Assistant to the Financial Officer – (Amended 2010) The Assistant to the Financial Officer will hold a position on the Advisory Board and be appointed by the Financial Officer subject to board approval. Duties are as follows:

1. Assist Financial Officer with monies collected and expended for registration, concessions, tournaments, etc., including making deposits and disbursements of funds as directed.
2. Perform disbursements of referee fees and other time-sensitive matters when the Financial Officer either is not on-site or otherwise has need for alternate to perform this function.
3. May be directed by the Financial Officer to assist in or primarily perform bookkeeping duties for a designated Division I, II or III activity.

4. Report all financial activities performed to the Financial Officer on a frequency as requested by the Financial Officer.
 5. This person may be removed and/or replaced during the year upon recommendation of the Financial Officer for non-performance of duties, etc., subject to Board approval.
 6. Term is for period of one year, must not be a paid employee of the Corporation, or any affiliate, or vendor, and may be re-appointed.
- s. Tournament Facilities Manager. The Tournament Facilities Manager shall have responsibility for coordinating and administering the Soccer Complex to prepare for all tournaments hosted by the corporation. He shall be responsible for, but not limited to, the following:
1. Medical persons
 2. Security
 3. Tournament transportation
 4. Tournament communications
 5. Field preparations
 6. Signage
 7. Vendors
 8. Site preparation/maintenance
 9. Waste facilities

He shall perform all other duties as may be designated by the Board of Directors or the individual tournament directors.

- t. Special Projects Coordinator. The Special Projects Coordinator shall serve as the Long Range Planning Committee Chairman. He shall be responsible for proposing, implementing and coordinating all fund raising activities for enhancement to the complex with Board of Directors approval.
- u. Immediate Past President. The Immediate Past President shall serve on the Protest Committee and shall provide counsel and assistance to the President and will serve on the Executive Committee as a non-voting member.
- v. Immediate Past Commissioner. The Immediate Past Commissioner shall serve on the Protest Committee and shall provide counsel and assistance to the Commissioner.

ARTICLE IX. Miscellaneous Provisions

Section 1. Checks. Unless the Board of Directors shall otherwise determine, all checks for the payment of indebtedness issued in the name of the corporation shall be signed by the Treasurer; provided, however, that any check for non-recurring expenses in the amount of \$500.00 or more shall be countersigned by the President.

- a. Unless the Board of Directors shall otherwise determine, all checks for the payment of indebtedness issued in the name of the corporation for

concessions expenses shall be signed by the Board Financial Officer; provided, however, that any check for non-re-occurring expenses in the amount of \$500.00 or more shall be countersigned by the President.

Section 2. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such insured banks or other insured depositories as the Board of Directors may determine.

Section 3. Contributions. The Board of Directors may accept on behalf of the corporation or its teams any contributions, gifts, bequests, or devices to advance the purposes of the corporation.

Section 4. Waiver of Notice. Any person entitled under the Articles of Incorporation or these By-Laws to receive notice of any meeting or other event may waive notice by a written instrument signed either before or after the meeting or event for which notice was required. A person signing such a waiver of notice shall be deemed to have received proper and timely notice.

Section 5. Committees.

- a. Executive Committee. The Executive Committee is established to provide a mechanism for deliberation and recommendation to the full Board of Directors of issues to come before the Association. The Executive Committee shall consist of the following positions chaired by the President: First Vice President, Division II Vice President, Secretary, Commissioner, Division I Vice President, Financial Officer, and one At-Large, floating position appointed by the President. The Director of Coaching shall serve as an ex officio and non-voting member of the committee. The President is a non-voting member except in the event of a tie vote. All resolutions approved by the Executive Committee shall be presented to the Board of Directors for approval. (amended 2007,2010)
- b. Other Committees. There shall be a Protest Committee and such other committees and appeal boards as the President or the Board of Directors may from time to time designate. The President shall appoint the members of committees and appeal boards.

Section 6. Savings Clause and Amendments. (amended 2007)

- a. Savings Clause. If any word, phrase, sentence, or other provision of the CSA By-Laws or its application to any person or circumstances is held invalid, the invalidity shall not affect the other words, phrases, clauses, sentences, and provisions or applications of the CSA By-Laws, and to this end, the provisions of the CSA By-Laws are declare to be severable. In the event that any provision of the CSA By-Laws shall be deemed illegal or contrary to; or amended by national or state soccer associations for which CSA is a member, such portions shall be changed administratively. This

provision also gives authority to CSA to administratively make appropriate editorial corrections/changes to update portions of the By-Laws resulting from approval of an amendment. These changes include, but are not limited to, renumbering of paragraphs and adding or deleting appropriate reference to the amended portion as necessary. (2007)

- b. Amendments. These By-Laws may be amended by the Board of Directors if the amendment does not relate to the number of directors, the composition of the Board, the term of office of the directors, or the method or way in which directors are elected or is related to the permanent release or negotiation or sale of its corporation's assets which are defined as all monies, property (real or otherwise), its charter from Mississippi Soccer Association, its territory as granted under that charter for the operation and administration of Division I, Division II, Division III and all rights and powers granted under that charter. (Amended 2009)

The members of the corporation through two-thirds (2/3) of the votes cast can amend those bylaws related to the composition of the Board of Directors and other bylaws that do not relate to the corporation assets as defined above in Section B. (Amended 2009)

In amending the By-Laws, the corporation shall further comply with all applicable requirements of Section 79-11-315 of the Mississippi Code of 1972, as amended. (editorial update 2007.2009)