

LAKE COUNTRY SOCCER, INC. CONSTITUTION

Article 1001 **NAME**

The name of this organization shall be "Lake Country Soccer, Inc." and will be referred to as "Lake Country Soccer, Inc." in this Constitution and in the By-Law, Policies, Rules, and Regulations.

Article 1002 **PURPOSE AND TERRITORY**

The primary purpose of this organization shall be the development and promotion of the sport of soccer in Southwest Missouri.

Article 1003 **AFFILIATION**

Lake Country Soccer, Inc. may affiliate with the United States Soccer Federation (US Soccer) and any affiliate national association or organization of US Soccer.

Section 1003.a. As an affiliate of US Soccer, Lake Country Soccer will not join any organization that has requirements that conflict with USSF articles, by-laws, policies, and requirements.

Section 1003.b. Register its players, coaches, teams, referees, and administrators with the USSF, at least once each year and timely pay dues and fees of the USSF through a designated state affiliate, regional affiliate, national affiliate or national affiliates, as determined by the Lake Country Soccer, Inc. Board of Directors.

Section 1003.c. Provide to the secretary of each state, regional or national affiliate, where required, an annual report on the activities of Lake Country Soccer, Inc., within (90) ninety days after adoption, and make copies of the documents available to the Lake Country Soccer, Inc. members

Article 1004 **HEADQUARTERS**

Section 1004.a. The headquarters of this organization shall be located at 2334 E. Pythian, Springfield, Missouri. The corporation may have such other offices within the State of Missouri as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Section 1004.b. The corporation shall have and continuously maintains in the State of Missouri a registered office, and a registered agent whose office is identical with such registered office, as required by the Missouri Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

Article 1005 **COLORS**

The colors of the organization shall be red, white, and blue.

Article 1006 **MEMBERSHIP**

Section 1006.a. Membership in “good standing” is subject to timely payment of annual dues. Attendance at the Annual General Meeting is a condition of membership and to maintain “good standing” status.

Section 1006.b. The failure to pay annual dues to Lake Country Soccer, Inc. by the published deadline date, shall be sufficient cause for the suspension of membership or termination of membership.

Section 1006.c. In all matters which are properly presented to the General Membership at the Annual meeting, each member in “good standing” shall have voting rights set forth in the by-laws of this organization.

Section 1006.d. Lake Country Soccer, Inc. shall not discriminate against any individual on the basis of race, color, religion, age, sex, or national or ethnic origin.

Article 1007 **AUTHORITY**

Section 1007.a. This organization shall be governed by this Constitution and by its duly approved By-Laws, Policies, Rules & Regulations, all of which are subject to the Constitution, Policies, Rules & Regulations of US Soccer and any state, regional, or national affiliate where appropriate.

Section 1007.b. The authority of this Organization, except where otherwise delegated herein, is vested in the Executive committee and in the Board of Directors.

Article 1008 **BOARD OF DIRECTORS**

Section 1008.a. The Board of Directors shall consist of the duly elected members of the executive board and seven (7) elected board members. The number of persons on the Board of Directors of the corporation shall be eleven (11).

Section 1008.b. In all matters which come before the Board of Directors lawfully assembled, each member in “good standing” shall have one vote. No person shall have more than one vote on any matter.

Section 1008.c. The Board of Directors shall have jurisdiction over all Leagues, teams, coaches, players, parents, and Referees affiliated with this Organization.

Section 1008.d. The Board of Director shall, in all matters, except those herein otherwise designated, transact all business of the Organization directly or by designations of its authority. The Board of Directors and others delegated to carry out the lawful business shall enforce the rules of US Soccer and any state, regional, or national affiliate where applicable.

Section 1008.e. The Board of Directors shall have the power to review, ratify, alter, or reject decisions and policies of the Executive Board or of any other committee or person or persons acting for this Organization.

Section 1008.f. The Board of Directors shall have the power to:

- Section 1008.f.1. Arrange soccer games of any nature in its own name.
- Section 1008.f.2. Investigate and correct unfavorable conditions or situations within this organization
- Section 1008.f.3. Discipline its members, teams, players, coaches, parents, and Referees through suspensions, expulsions, or assessments for violations of the rules of this Organization or of US Soccer or any national affiliate where appropriate.
- Section 1008.f.4. Establish a fee schedule prior to the Lake Country Soccer, Inc. Annual General Meeting.
- Section 1008.f.5. Promote the sport of soccer in Southwest Missouri.
- Section 1008.f.6. Make recommendations to the Executive Committee regarding personal issues concerning any employee of Lake Country Soccer, Inc.

Section 1008.g. Acquire and dispose of property (real and personal) in accordance with Chapter 355 of Missouri statutes.

Section 1008.h. In all matters of controversy, the decisions of the Board of Directors shall be subject to appeal according to the rules of any state, regional, or national affiliate of US Soccer where appropriate and US Soccer. The resulting decisions may be appealed.

LAKE COUNTRY SOCCER, INC.

BY-LAWS

By Law 2001 **RULES OF ORDER**

All meeting of this Organization shall be conducted in accordance with Robert's Rules of Order.

By Law 2002 **QUORUM**

A quorum shall have been formed when a simple majority of the voting members, in "good standing", of the board are present.

By Law 2003 **ELECTED OFFICERS AND REPRESENTATIVES**

Section 2003.a. The elected officers of Lake county Soccer, Inc., Executive Committee shall be; the Vice-President, the Secretary, and the Treasurer.

Section 2003.b. The president shall be appointed from the current members of the Board of Director in even numbered years at the Annual General Meeting (AGM) and shall serve a two (2) year term. The President shall be responsible for presiding at all meetings of the Board of Directors and the Executive Committee and appointing all committees (standing and ad hoc) and program directors where applicable, serving this Organization except as herein provided. The President shall serve as an ex-officio member of each committee and shall have one vote on each committee. The president shall act for and represent Lake Country Soccer, Inc. at the Annual General Meeting of any and all state, regional, and/or national affiliate organizations to which Lake Country Soccer, Inc. may be a member of; where applicable. The President shall act for and represent Lake Country Soccer, Inc. in the handling of day-do-day business of this Organization.

Section 2003.c. The Vice-President shall assume the duties of the President when the President is absent. The Vice-President shall perform such duties as are delegated to them by the President. The Vice-President shall be elected in odd numbered years at the AGM and shall serve a two (2) year term.

Section 2003.d. The Secretary shall

1. Assume the duties of the President and Vice-President in the absence of both aforementioned Officers.
2. Maintain all correspondence and communications essential to the conduct of the business of the Organization.
3. Notify members of meetings
4. Prepare an agenda before every meeting
5. Take attendance, when required
6. Keep a record of all meetings (maintain an accurate record of the meeting minutes)
7. Make available to all members, copies of meeting minutes

8. Maintain a file of all committee reports
9. Maintain an accurate file of the membership roll
10. Provide delegates with credentials
11. Sign copies of all documents required by the By-Laws
12. Maintain the Organization's records
13. Be elected at the AGM in odd numbered years and shall serve a two (2) year term

Section 2003.e. The Treasurer will be responsible for the financial affairs of Lake Country Soccer, Inc. This will include:

1. Maintaining adequate systems for controlling, recording, and reporting on all income, expenses, assets, and liabilities
2. Preparing financial statements.
3. The Treasurer will be responsible for meeting all statutory financial requirements including filing State and Federal returns. The Treasurer shall be elected in even numbered years and shall serve a two (2) year term.

By Law 2004 GENERAL MEMBERSHIP MEETINGS

Section 2004.a. There shall be an Annual General Meeting (AGM) held the second Thursday in November in each calendar year for the purposes of election of Officers and representatives, consideration of a budget for the fiscal year, consideration of amendments to the Constitution and By-Laws, Policies, **Rules & Regulations**, and any other necessary business.

Section 2004.b. A special General Membership Meeting may be called by:

1. The President of Lake Country Soccer, Inc.
2. A majority vote of Lake Country Soccer, Inc. Board of Directors, or
3. A petition by 25% of the membership in "good standing"

Section 2004.c. The Board of Directors, at its discretion, may change the date and time of the Annual General Meeting. Notice shall be given at least fifteen (15) days in advance of the 2nd Thursday of November.

By Law 2005 ANNUAL DUES

Each member shall pay annual dues (per current approved fee schedule). Annual dues may be changed only at the General Membership Meeting in conjunction with the annual budget. (see By Law Section 2010d)

By Law 2006 DISCIPLINE (Fines)

Fines of up to \$1,000.00 for non-compliance with the **By Laws, Policies, and Rules & Regulations** of Lake Country Soccer, Inc. may be assessed by the Board of Directors.

By Law 2007 PRIORITY RULES

No By Law shall be passed by Lake Country Soccer, Inc. inconsistent with the By-Laws, Policies, Rules & Regulations of US Soccer or any national affiliate of US Soccer where applicable. The articles

of incorporation, By-Laws, Policies, **Rules & Regulations**, and requirements of US Soccer take precedence over and supersede the governing documents of Lake Country Soccer, Inc. to the extent applicable under state law. Lake Country Soccer, Inc. and its members will abide by those articles, By-Laws, Policies, Rules & Regulations and requirements.

By Law 2008 AMENDMENTS

Any proposal or motions to amend the Constitution and/or By-Laws of this Organization must be made in writing to the Secretary of this Organization sixty (60) days prior to the Annual General Meeting (AGM). The Secretary shall send out all proposals to the membership and the Board of Directors thirty (30) days prior to the AGM.

The Members of the corporation shall have the power to make, alter, amend, and repeal the Constitution and/or By-Laws by a vote of two-thirds (2/3rd) of the votes cast at a General Membership meeting.

The corporation shall keep, at its principle offices, a copy of the Constitution and By-Laws of the corporation, as amended, which shall be open to inspection by any Member of the Corporation or any member of the Board of Directors at all reasonable times during business hours.

By Law 2009 FISCAL YEAR BUDGET

The fiscal year shall be January 1 to December 31.

The Treasure will prepare monthly financial statements for presentation to the Board of Directors in a manner prescribed by the Board of Directors.

The Treasurer will present a financial report to the members including the following:

1. Budget and actual figures for the most recently completed fiscal year
2. Budget, results to date , and projected fiscal year totals for the current fiscal year
3. The budget for the next fiscal year
4. Narrative explanation of all significant trends and changes in these statements

This financial report will be presented to the Executive Committee at least sixty (60) days before the AGM. This report will be presented to the Board of Directors at least forty-five (45) days before the AGM. The Board of Directors approved financial report will be sent to the General Membership (members in "good standing") at least fifteen (15) days before the AGM.

The financial statements must be approved by a majority affirmative vote of the delegates attending the AGM.

By Law 2010 MEMBER VOTING RIGHTS

Section 2010.a.Each member in "good standing" shall have voting powers as set forth in the Constitution and By-Laws of this Organization. Voting shall be one (1) vote per each registered team which competes, or competed in the Lake Country Soccer, Inc., previous fall or current spring outdoor league.

Section 2010.a.1. Membership may be granted to any properly registered team or teams in an age or groups where Lake Country Soccer, Inc. does not host a league in an age group or groups for the fall or spring outdoor season. This remains in accordance with one (1) vote per registered team.

Section 2010.b. Members in “good standing” shall be entitled to attend the AGM for voting purposes, as detailed above. All entitled votes may be exercised by the representatives present even if not all present at the time of the vote. Votes may only be cast by a member who is in “good standing”. Designees must present to Lake Country Soccer a proxy signed by the member in order to be allowed to cast that member’s vote(s). A member or designee may only cast a vote for him or herself.

Section 2010.c. Only members in “good standing” may cast votes at the General Membership Meeting. The Vice-President, Secretary, and Treasurer and members of the Board of Directors may cast votes at the General Membership Meeting. The President may only cast a vote in the case of a tie.

Section 2010.d. “Good standing” shall be defined as, “any member, who has properly paid annual membership dues in accordance with the approved fee schedule, by the published deadline date designation by the Board of Directors.” To be eligible to vote at the Annual General Meeting a members must have paid the annual membership dues no later than September 30th of the current fiscal year.

By Law 2011 PROTESTS AND APPEALS

Section 2011.a. The Appeals Committee shall consist of three (3) impartial members of Lake Country Soccer, Inc. appointed by the Executive Director. Each member shall have one (1) vote. The chairperson shall cast a vote only in case of a tie.

Section 2011.b. All appeals will be in accordance with the Lake Country Soccer, Inc. Appeals policy.

By Law 2012 RECOGNITION

This Organization shall recognize suspensions and other rulings of US Soccer and any US Soccer national affiliate of which it has been officially notified and which comply with US Soccer and any US Soccer national affiliate policies, By Laws, **Rules & Regulations** where applicable.

By Law 2013 RESPONSIBILITY

Each team and member shall take all precautions necessary to prevent disorder at games. Failure to comply shall be referred to the Board of Directors for appropriate action.

By Law 2014 REPRESENTATION

Section 2014.a. No dispute, claim, protest, or appeal shall be presented to or efende in this Organization except by a bona fide member of Lake Country Soccer.

Section 2014.b.No legal action may be instituted by any player, team, parent, referee, or member unless all avenues of recourse have been exhausted within the Organization and US Soccer and any US Soccer national affiliate where applicable.

By Law 2015 SUSPENSIONS

Section 2015.a.Affiliated teams playing against suspended Teams or Clubs or Associations shall be assessed a fine (per approved fee schedule).

Section 2015.b.Any Team, Club, or Association using a suspended player or players in any sanctioned game shall be assessed a fine (per approved fee schedule) and will forfeit the game.

Section 2015.c.Any Team, Club, or Association using a non-registered player or players in any sanctioned game shall be assessed a fine (per approved fee schedule) and will forfeit the game.

Section 2015.d.In any game under the jurisdiction of this Organization, the referee **must** report the name of the player (s) ordered off the field and the players (s) Pass(es) **must** be submitted to the League Administrator with the referee's report. A suspended player may not participate in the replay of the game. A suspension herein referred to shall mean a player will not be able to participate in his/her team's regularly scheduled League Game. If a player is suspended for more than one (1) game, **no exhibition or friendly or scrimmage or non-sanctioned game shall count towards the suspension.** Suspensions assessed in league play shall apply to all teams on which a player may be rostered until the suspension has been satisfied for the team on which the player's suspension was assessed.

Section 2015.e.Referee assault can be physical acts against the referee or the referee's personal property. All assaults must be reported to the League Administrator.

Section 2015.f. Any Organization member who creates a problem situation shall be dealt with by the Lake Country Soccer, Inc. Board of Directors.

By Law 2016 EXECUTIVE COMMITTEE

The Executive Committee, to the extent provided herein, shall have and exercise the authority of the Board of Directors in the management of the corporation. provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the By-Laws; electing, appointing, or removing any Member or any Director or Officer of the Corporation; amending the Articles of Incorporation; adopting a plans of merger or adopting a plans of consolidation with another corporation; authorizing the sale, lease, pledge, exchange or mortgage of all or substantially all of the property and assets of the corporation or revoking proceeding therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

The Executive Committee may not authorize distributions to members, Directors, officers, agents, or employees except in exchange for value received. The Executive Committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law.

Section 2016.a. VACANCIES

Any vacancy occurring on the Executive Committee shall be filled by the Board of Directors. A person appointed to fill a vacancy shall fulfill the remainder of the term of member unless sooner removed or disqualified, until his or her successor is duly elected and commences his or her term of office.

Section 2016.b. COMPENSATION

Executive Committee members as such, shall not receive any state salaries for their services, but nothing herein contained shall be construed to preclude any Executive Committee Member from serving the corporation in any other capacity and receiving compensation thereof with the approval of the Board. An Executive Committee member may be reimbursed for his or her actual expenses reasonably incurred in attending meetings and in rendering services to the corporation in the administration of its affairs.

Section 2016.c. RESIGNATION AND REMOVAL

Any Executive Committee member may resign from the Executive Committee. Such resignations shall be in writing, shall be delivered to the Executive Committee members, its presiding officer or to the President or Secretary, and shall be effective immediately or upon its acceptance by the Executive Committee members, as such resignation shall provide. Any Executive Committee member or members elected or appointed may be removed, without cause, by a vote of at least sixty-six percent (66%) of the Members present at any meeting of the Members at which a quorum is present or by a unanimous vote of the Board. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of an officer or officers.

Section 2016.d. MEETINGS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall meet at times and places they determine.

Section 2016.e. CHAIRPERSON OF THE EXECUTIVE COMMITTEE

The chairperson shall be the President of the Board of Directors

Section 2016.f. SECRETARY OF THE EXECUTIVE COMMITTEE

The Secretary of the Executive Committee shall be the Secretary of the Corporation. The Secretary shall keep the minutes at all meetings of the Executive Committee and shall also fill the office of the Secretary of the corporation and fulfill all duties described in Section 2003.d.

Section 2016.g. BY LAWS

The Executive Committee may adopt By Laws for its own government not inconsistent with these By-Laws adopted by the Board of Directors.

By Law 2017 BOARD OF DIRECTORS

Responsible for carrying on the work of the corporation shall be vested in the Board of Directors.

Section 2017.a. The Board of Directors shall:

1. Manage the property and affairs of the corporation, however the Board hereby appoints the Executive Committee to manage all of the day-to-day operations of the corporation

- including the management of the facilities, leagues, programs, tournaments, advertising, and promotions of the corporation;
2. Be responsible for establishing the policies and programs of the Corporation that shall be implemented by the management of the Corporation;
 3. Be responsible for controlling operations of funds and capital assets for the use and benefit of the Corporation;
 - a. The Board of Directors shall establish such internal fiscal policies and controls as are necessary to assure the protection of the Corporations assets.
 - b. All funds of the Corporation, not otherwise employed, shall be deposited in such depositories as the Board of Directors may determine. Separate accounts that are not under the control of the board are prohibited.
 - c. The Board of Directors shall regularly review the financial condition of the Corporation and shall seek such information from its accountants and auditors as will allow it to have a full understanding of the fiscal health of the organization.
 - d. The Board of Directors has the legal and fiduciary responsibility to exercise due care and prudence in the financial affairs of the organization. It shall exercise appropriate stewardship, including the purchase of insurance protection. The corporation is a non-profit public charity and its assets must be protected so that it may continue to serve the community in the future.
 4. Be responsible for personnel policies;
 5. Be responsible for maintaining membership in any state, regional, or national affiliate of the United States Soccer Federation including, but not limited to, the Missouri Youth Soccer Association or US Youth Soccer;
 6. Appoint the president of the Corporation at the Annual General Meeting at that time when appointment for the office of president shall be conducted;
 7. Be responsible for reviewing and approving the programs of the Corporation and oversight of the business affairs of the Corporation;
 8. Determine those matters to be presented at the membership meetings for review and discussion and those matters to be submitted for a vote;
 9. Report at the annual membership meeting on the work of the Corporation during the past year and on plans for the ensuing years;
 10. Have charge of all the properties, securities, and invested funds of the Corporation except as restricted and designated by the donors of gifts to the Corporation;
 11. Not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation of the Corporation or by a corporation organized under the Missouri Nonprofit Corporation Act;
 12. Not exercise the powers of the Corporation to carry on activities, which are not themselves in furtherance of the purposes of the Corporation;
 13. Apply all income and the property of the organization exclusively for its nonprofit purposes. No part of net earnings or other assets of the Corporation shall inure to the benefit of any Member, Directors, officer, contributor or any other private individual have in, directly or indirectly, a persona or private interest in the activities of the Corporation.;
 14. Endeavor to adhere to the policies and ordinances set forth by the Springfield Greene County Parks & Recreation Department and/or the City of Springfield, related to all activities conducted under the auspices of and the authority of Lake Country Soccer, Inc.

Section 2017.b. Each Director shall serve their term unless sooner removed or disqualified, until his or her successor is duly elected and commences his or her term of office. Prior to

the end of the term of any Directors, the Nominating Committee shall nominate a successor Director for each position to be filled.

Section 2017.c. The Nominating Committee appointed by the Board of Directors shall be comprised of two (2) members of the Corporation, and three (3) others from the following community organizations:

- (a) Springfield, MO Park Board
- (b) Springfield, MO Sports Commission
- (c) Springfield, MO Chamber of Commerce, or
- (d) Springfield, MO Convention & Visitors Bureau

Section 2017.d. The Board of Directors may expand the Springfield Community organization at any time. The members of the Corporation shall confirm each successor Directors by majority vote at the annual membership meeting, except that vacancies existing at other times during the year may be filled for the remainder of their term by a majority vote of the Board of Directors.

Section 2017.e. The Nominating Committee shall recommend to the Membership, the individuals(S) who have met selection criteria for appointment to the Lake Country Soccer, Inc. board of Directors. If any recommended person(s) is/are rejected by the General Membership, the rejections are referred back to the Nominating Committee. The Nominating Committee may then recommend another candidate.

Section 2017.f. The Nominating Committee may re-nominate a Director leaving office provided, that no Director may hold his or her office for more than six (6) years in succession.

Section 2017.g. SELECTION CRITERIA- BOARD OF DIRECTORS

Members of the Board of Directors must

- (a) Have distinguished themselves in their field
- (b) Possess particular skills or expertise that would benefit the corporation
- (c) Are influential in Springfield and the surrounding area
- (d) Have a special interest in the world's greatest sport, soccer.

Section 2017.h. BOARD OF DIRECTORS- COMPOSITION

Members of the Board of Directors

- (a) Shall serve a three (3) year term upon successful acceptance on to the Lake Country Soccer, Inc. Board of Directors with the ability to serve on additional consecutive term. Terms shall be staggered so that, as nearly as possible, an equal number of terms shall expire each year.
- (b) Shall have no more than two (2) Directors at any time be affiliated with the same team, soccer club, or any other soccer organization (excluding Lake Country Soccer, Inc.) which participates in any league owned and operated by lake Country Soccer, Inc.
- (c) Shall have completed a Conflict of Interest Statement prior to their accepting a Director position and should their personal or professional situation change an updated Conflict of Interest Statement will need to be submitted.
- (d) May not be a Director of any other soccer organization or board which participates in any league owned and operated by Lake Country Soccer, Inc.
- (e) The Board shall include one representative from the Springfield Parks Board

(f) The Board shall include no less than one representative from the following organizations:

- a. Springfield, MO Sports Commission
- b. Springfield, MO Chamber of Commerce, or
- c. Springfield, MO Convention & Visitors Bureau

(g) Members of the Board of Directors must retire from active membership on the board for at least one year after serving two consecutive three-year terms.

Section 2017.i. VACANCIES

Any vacancy occurring in the Board of Directors shall be filled by a person meeting the criteria set forth in Section 2017.g. A person appointed to fill a vacancy shall fulfill the remainder of the term of the Director unless sooner removed or disqualified, until his or her successor is duly elected and commences his or her term of office.

Section 2017.j. COMPENSATION

Directors as such, shall not receive any state salaries for their services and may not receive any compensation from the corporation for any other services. A Director may be reimbursed for his or her actual expenses reasonably incurred at the request and with the prior approval of the Executive Committee in attending meetings and rendering services to the corporation in the administration of its affairs.

Section 2017.k. RESIGNATION AND REMOVAL

Directors may resign from the Board of Directors. Such resignations shall be in writing, shall be delivered to the Board of Directors, its presiding officer or to the President or Secretary, and shall be effective immediately or upon its acceptance by the Board of Directors, as such resignation shall provide. A director elected or appointed, may be removed, without cause, by a vote of two-thirds (2/3rd) of the Members present at any meeting of the Members at which a quorum is present or by a unanimous vote of other Members of the Board of Directors. The meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of a Director or Directors.

By Laws 2018 **MEETINGS OF THE BOARD OF DIRECTORS**

Section 2018.a. The Board of Directors shall meet at the times and places they determine but not less than once each calendar quarter. One meeting must be within thirty (3) days following the AGM. In addition, special meetings may be called as required by the President or the majority of the Board of Directors or upon written demand to the President of one-third (1/3rd) or more of the total membership in "good standing". Any notice shall state the date, time, and place of the meeting and shall include a proposed agenda of the business expected to be addressed at the meeting. The Board may provide by resolution, the time and place, either within or without the State of Missouri, for the holding of additional regular meetings of the board, without other notice other than such resolution. Any Director may waive notice of any meeting. Unless otherwise determined by the Board, each member of the Executive Committee shall attend each regular meeting and be prepared to report on all matter concerning their particular committee.

Section 2018.b. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the President, the presiding officer of the Board or at least thirty-three percent (33%) of the

Directors then in office. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Missouri, and the time for holding any special meeting of the Board called by them.

Section 2018.c. SPECIAL MEETINGS NOTICE

Notice to any special meeting of the Board of Directors shall be given at least seven (7) days prior thereto. Notice shall be provided to each Director of the time, place, and purpose of the meeting. Notice must be made in writing and communicated either via email or USPS regular mail or by private carrier. Any Director may waive notice of any meeting and shall be in writing. The 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 2018.d. QUORUM

The presence of a simple majority of the Directors in office shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be valid as the act of the Board, except in those specific instances in which a greater number may be required by the Missouri Non Profit Corporation Act, the Articles of Incorporation of the Corporation or these By-Laws.

Section 2018.e. VOTING

Each Director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for vote of the Directors. The President shall not vote except in the case of a tie and then shall vote to break the tie.

Section 2018.f. MEETINGS BY CONFERENCE TELEPHONE

Unless otherwise provided in the Articles of Incorporation of the Corporation, members of the Board, or of any committee designated by the Board, may participate in a meeting of the Board or committee by means of conference telephone or similar communication equipment whereby all persons participating in the meeting can hear each other, and participating in the meeting in this manner shall constitute presence in person at the meeting.

Section 2018.g. MEETINGS BY ELECTRONIC MAIL (EMAIL)

Unless otherwise provided in the Articles of Incorporation of the Corporation, members of the Board, or of any committee designated by the Board, may participate in a meeting for the Board or committee by means of electronic mail (email); whereby all persons participating in the meeting have access to a computer and email account, and participation in the meeting in this manner shall constitute presence in person at the meeting.

Section 2018.h. ACTIONS WITHOUT MEETINGS

Any action which is required to or may be taken at a meeting of the board of Directors or of the Executive Committee or any other committee of the Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by at least sixty-six percent (66%) of the Members of the Board of Directors or of the committee, as the case may be. The consents shall have the same force and effect as a majority vote at a meeting duly held.

By Law 2019 **FEES**

It is the responsibility of this Organization to timely collect all fees and forward to the appropriate state, regional, or national affiliate in accordance with established submission time lines.

By Law 2020 **SAFE ENVIRONMENT**

The role of Lake Country Soccer, Inc. is to promote and nurture the advancement of the sport of soccer in southwest Missouri. Lake Country Soccer, Inc. strives to provide a safe environment that fosters mutual respect and offers its soccer participants the opportunity to develop athletically and socially. In accordance with mandates of state, regional, and national US Soccer affiliate associations, where applicable, Lake Country Soccer, Inc. requires that coaches, referees, volunteers, and administrators do not have a history of criminal or violent behavior. Lake Country Soccer, Inc. adopts (subject to any contrary requirement in state or local laws) criteria established by US Soccer and any of its state, regional, or national affiliates regarding the prohibition of sexual and physical abuse.

By Law 2021 **UNSPECIFIED MATTERS**

This Organization is fully empowered to decide all matters not specifically provided for in the Constitution, By-Laws, Policies, Rules & Regulations of this Organization.

By Law 2022 **INDEMNIFICATION**

Unless otherwise prohibited by law, Lake Country Soccer, Inc. will indemnify any current or former director or officer, and may by resolution indemnify any employee or volunteer, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, employee, or volunteer acting on behalf of Lake Country Soccer, Inc. Notwithstanding, there shall be no indemnification for gross negligence or criminal conduct.

The Corporation may advance expenses or may undertake the defense itself, but such expenses shall be repaid if it is ultimately determined that an officer, director, employee, or volunteer was not entitled to such indemnification.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, volunteer, or other agent against any liability incurred by him or her which arises out of the person's status with Lake Country Soccer, Inc.

By Law 2023 **MERGERS**

Decisions on whether this Corporation shall merge with another entity requires a two-thirds vote of the Board of Directors. Any such action shall be done in accordance with the laws of the State of Missouri governing non-profit, charitable organizations.