

CONSTITUTION OF THE NEBRASKA STATE SOCCER ASSOCIATION, INCORPORATED

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I. NAME

This Corporation shall be known as the Nebraska State Soccer Association, Incorporated.

II. PURPOSE

The purpose of this Corporation is to educate players and parents, coaches, referees, and administrators in the State of Nebraska in the rules and skills of soccer, to develop qualities of leadership, self-discipline and sportsmanship in youth and adults, to develop physical fitness through competently planned and conducted clinics and competition, and to resolve questions and controversies not resolved at and under the Laws of the Game of soccer established by the Federation Internationale De Football Association or the rules of soccer leagues affiliated with this Association.

III. JURISDICTION

The Corporation's jurisdiction shall consist of the State of Nebraska.

IV. AFFILIATION

The Nebraska State Soccer Association (Nebraska State Soccer) shall be an affiliate of and comply with the authority of the United States Soccer Federation (USSF), the United States Youth Soccer Association (USYSA) and the United States Amateur Soccer Association (USASA). (May 2000)

1. The United States Soccer Federation (USSF) articles of incorporation, bylaws, policies and requirements take precedence over and supersede the governing documents and decisions of the Nebraska State Soccer and its members to the extent applicable under Nebraska law, and the Nebraska State Soccer and its members will abide by those articles, bylaws, policies and requirements. (May 2000)
2. Nebraska State Soccer will not join any organization that has requirements that conflict with the USSF's articles, bylaws, policies and requirements. (May 2000)
3. Nebraska State Soccer shall provide annually to the USSF copies of the Nebraska State Soccer constitution, bylaws and other governing documents; submit changes to those documents to the USSF for approval no later than ninety (90) days after adoption; and make copies of these documents available to Nebraska State Soccer members. (May 2000)
4. Nebraska State Soccer shall provide to the USSF an annual report on the activities of the NNSA and most current financial statements within ninety (90) days after the start of the USSF's seasonal year. (May 2000)
5. Nebraska State Soccer will allow the USSF to review the documents and procedures of the Nebraska State Soccer, on the request of the USSF not less than once every 4 years, to determine compliance with the USSF bylaws. (May 2000)
6. All grievances involving the right to participate and compete in activities sponsored by the USSF, the Nebraska State Soccer or its members may be appealed to the USSF Appeals Committee that shall have jurisdiction to approve, modify or reverse a decision. (May 2000)
7. Nebraska State Soccer shall adopt policies prohibiting sexual and physical abuse that meet the minimum criteria established by the USSF. (May 2000)

8. Nebraska State Soccer shall register all of its players, coaches, teams, referees and administrators with the USSF at least once each year and timely pay all dues and fees of the USSF. (May 2000)
9. Nebraska State Soccer shall maintain its tax-exempt status under the Internal Revenue Code. (May 2000)

V. POWERS

The Corporation shall exercise, through its governing bodies, all powers as may be necessary or requisite to fulfill its stated purposes, consistent with the Constitution, Bylaws, Rules and Regulations of the Corporation and laws of the State of Nebraska and the United States of America. These powers include, but are not limited to, procedures for the discipline and/or sanction of member clubs, leagues and associations, officials and players, supervision over scheduling and conduct of appropriate or USSF/USYSA/USASA play within Nebraska, supervision of fields of play for Nebraska State Soccer and USSF/USYSA/USASA games or events, appeals of member organizations grievances, registration of players with affiliated organizations, administration and/or sanction of State tournaments and supervision of all forms of Nebraska State Soccer or USSF/USYSA/USASA sponsored special teams or clinics within Nebraska.

VI. COLORS

The representative colors of the Corporation shall be dark blue and light blue.

VII. DIVISIONS

The Corporation will recognize the following divisions:

1. Youth Division
 - a. Recreational
 - b. Competitive
2. Adult Division (January 91)
 - a. Men
 - b. Women
 - c. Indoor
 - d. Adult Recreational
 - e. Co-ed
3. Professional Division
 - a. Indoor
 - b. Outdoor
4. And any other divisions which the Corporation deems appropriate from time to time.

VIII. MEMBERSHIP

1. Any league, association or club that agrees to uphold the Constitution, Bylaws, and Rules of this Corporation is eligible for membership upon completion of the following procedures:

- a. An application for membership must be submitted to the Nebraska State Soccer office. The office will forward to the appropriate District Commissioner(s) for review prior to any meeting requesting membership.
 - b. A copy of the governing documents (e.g. constitution, rules, regulations and bylaws) of any league, association or club must be submitted with the application for membership, and
 - c. A majority of the Board of Directors must approve such requests for membership. The Board of Directors may provide for provisional approval by stating the conditions of provisional approval and the conditions to attain full approval.
(November 1997)
2. Classes of Membership. There shall be two classes of members of this corporation. The first class of members shall be voting members and the second class of members shall be non-voting members.
 - a. Voting members. Any soccer league, association or club in the State of Nebraska may apply for voting membership. Soccer associations may consist of players and coaches or any combination thereof. All players affiliated with a member soccer league, and all individuals who are members of a member soccer club or member soccer association shall be registered with this Corporation. All such persons registered with this Corporation and all officers or persons assisting in the activities of voting members shall abide by policies and decisions of this Corporation.
 - b. Non-voting members. The qualifications for non-voting members shall be established by the Board of Directors which may establish more than one class of non-voting membership, including a class or classes of honorary members. The granting of non-voting membership shall be on such terms and conditions and require such approval as shall be determined by the Board of Directors.
3. Removal of Members. The Board of Directors, at any regular meeting, may terminate the membership of any voting or non-voting member upon majority vote of the total votes eligible to be cast provided written notice be given to all members of the Board thirty (30) days in advance of the meeting, and the applicable District Commissioner(s) have recommended such action.
4. Duties. Duties of members shall be as follows:
 - a. In the event of new combinations affecting existing leagues or clubs or players, such change must be submitted to Nebraska State Soccer for approval.
 - b. Any member affiliated with Nebraska State Soccer shall not alter its district affiliation without having obtained the consent of Nebraska State Soccer.
 - c. Each member shall register one week prior to the start of seasonal play, or as otherwise directed by the Board of Directors, all players and coaches on all teams affiliated with Nebraska State Soccer. Nebraska State Soccer must be notified through the Club Registrar of the name of players added to or deleted from teams after the start of seasonal play, unless Nebraska State Soccer waives such a requirement due to external causes.
 - d. Any professional team representative shall prove to Nebraska State Soccer any affiliation with the United States Soccer Federation, prior to being seated on the Board of Directors.

5. Membership dues. Membership dues shall be as determined from time to time by the Board of Directors.
6. Definitions of Membership.
 - a. Club Team - A selected group of properly registered players, representing an organization and wearing its chosen colors throughout a season.
 - b. Club - A youth or adult organization that has at least one (1) team of properly registered players meeting the age appropriate team maximum and minimum player requirements.
 - c. Association - Shall be constitutionally an organization comprising properly registered leagues with the same purposes and objectives, together with organized groups of coaches and managers.
 - d. Referees - All duly and properly USSF registered referees under the jurisdiction of this Corporation.
7. Books and Financial Records
 - a. Member clubs and leagues shall maintain correct and complete books and records of account and shall, keep minutes of all meetings at its registration office. (November 97)
 - b. All books and records of account of member clubs, leagues and teams shall be open to the reasonable inspection of its members. (November 97)
8. Inactive status. Any league, association or club not hosting competition or registering a minimum of (1) team during a seasonal year shall become inactive and relinquish their registering and voting privileges until they become active. A majority vote of the Board of Directors shall be required to re-active an inactive league, association or club for that seasonal year. (November 97)
9. The membership of Nebraska State Soccer and the members of Nebraska State Soccer shall be open to any soccer players, coaches, trainers, managers, administrators and officials not subject to suspension under USSF, USYSA, USASA or any of their affiliate members. (May 00)
10. Nebraska State Soccer will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin. (May 00)

IX. ANNUAL MEETING

There shall be an Annual Meeting of Nebraska State Soccer held on the date and at a place designated by the Board of Directors, during the month of November.

1. Notice. Notice of the of the Annual Meeting, or of any special meeting shall be mailed to each voting member (club, league, association, etc.) at its last known address not later than thirty (30) days prior to the date of holding the meeting; provided that the necessity for such notice may be waived by a waiver signed by all of the voting members.
2. Quorum. A majority of the total votes eligible to be cast, represented in person, shall constitute a quorum at the meeting of members. The holders or their representatives of a majority of the votes present at a meeting, even though less than a majority of the total votes outstanding, may adjourn the meeting from time to time without notice other than an

announcement at a meeting until such time as a quorum is present. When a quorum is present, any business may be transacted which might have been transacted at the original meeting. If a quorum is present, the affirmative vote of the majority of the votes represented at the meeting and entitled to vote on the subject matter shall be the act of the voting members unless the vote of a greater number is required by law, Constitution, Bylaws or the Rules of Nebraska State Soccer.

3. Voting Rights. Voting rights at the Annual Meeting shall be as follows:
 - a. Each member of the Board of Directors shall have one vote.
 - b. Each club in good standing (meaning all monies owed have been paid to Nebraska State Soccer), affiliated with Nebraska State Soccer shall have one vote. Each club shall also have one additional vote for every 100 players or part thereof, based on registered teams during the current fall season.
 - c. Voting rights of the referee representative shall be based upon 1 vote plus one additional vote for each 100 duly and properly registered USSF referees. The SRA shall be the referee representative for voting purposes. (November 97)
 - d. Each league or association affiliated with Nebraska State Soccer shall have one vote.
 - e. Ten days prior to the Annual Meeting, a Credential Form, as provided by Nebraska State Soccer, from the Secretary or President of each league, club or association must be received by the Secretary or Executive Director/Operation Manager of Nebraska State Soccer, designating who the individual representative, with voting rights at the Annual Meeting will be. An alternate(s) may be designated. Late credentials are subject to the approval of two thirds (2/3) of the eligible votes present at the meeting.
 - f. The Adult Commissioner shall be elected by only those votes representing Adult teams (19 years of age and older). (November 02)
 - g. Membership fees and assessments of voting members shall be determined by the Board of Directors. Any member who fails to pay any fee or assessment or part thereof when due shall not be permitted to vote, nor its clubs or teams to vote until such fees or assessments have been fully paid.

X. SPECIAL MEETINGS

Special meetings of voting members may be called at any time by the President or by a majority of the members of the Board of Directors or by the holders of twenty-five (25) percent of the votes of the voting members, and shall be held at such place in Nebraska as shall be stated in the notice. Notice shall follow the same rules as required for an annual meeting as shown in Article IX.

XI. REGULAR MEETINGS

The day-to-day business of Nebraska State Soccer shall be conducted by the Board of Directors at regular meetings.

1. Meetings. Board meetings may be called at any time by the President or by three members of the Board. A majority of the voting members of the Board shall constitute a quorum. Board members shall be notified of each meeting at least seven (7) days prior to such meeting. At least four (4) regular meetings shall be held in a calendar year.

2. Voting. Only members of the Board shall be permitted to vote, unless designated as non-voting members, at Board meetings. Voting by proxy shall not be permitted.
3. Quorum. Should a quorum not be declared at any regular meeting, the meeting may be held and then the minutes submitted at the next regular meeting at which a quorum is present. The minutes of the meeting may then be approved or disapproved by the quorum at the next regular meeting.

XII. BOARD OF DIRECTORS

1. Membership. The day-to-day business of Nebraska State Soccer shall be conducted by the Board of Directors. The Board of Directors shall consist of:
 - a. The following officers elected at the Annual Meeting:
 1. President
 2. Vice-President
 3. Secretary
 4. Treasurer
 5. Adult Commissioner.
 - b. The Past President
 - c. The District Commissioner(s) from each District approved at any preceding annual meeting.
 - d. The Operations Manager/Executive Director, Youth Commissioner – Recreational, Youth Commissioner – Competitive, Olympic Development Director, Fields Commissioner, Special Needs Soccer Commissioner (TopSoccer, Soccer Start), and State Referee Administrator shall constitute non-voting members of the Board of Directors. (November 09)
2. Terms.
 - a. The President, Secretary and Adult Commissioner are elected for terms of 2 years at the annual meeting, held in even-numbered years. The Vice president and Treasurer are elected for terms of 2 years at the annual meeting held in odd-numbered years. (November 02)
 - b. District Commissioners shall serve two year terms. All Directors shall serve the NSSA until their successors are elected and qualify, unless their service is sooner terminated because of death, resignation, removal or otherwise.
 - c. The Past president shall serve a 2-year term on the board of Directors on the expiration of the individual's term as president. An individual removed as president or Past president under subparagraph 3 is not a member of the board of Directors, and the position of Immediate past president remains vacant on the board. (November 02)
 - d. An officer's term of office commences after the adjournment of the meeting at which the officer was elected or appointed, or if filling a vacancy before the expiration of a term of office, immediately after elected to fill the vacancy. All Directors shall serve Nebraska State Soccer until their successors are elected and qualify, unless their service is sooner terminated because of death, resignation, removal or otherwise. (November 02)
3. Removal. The voting members, at any special meeting of the full membership, which is called in accordance with Article X, may declare the term of office of any elected Director or Directors at an end and elect new Director(s) who shall immediately, upon their election and

qualification, assume their duties as described in the By-laws. A special meeting to consider the removal of an elected Director or Directors may only be called after the person or persons seeking the removal have filed a grievance and otherwise followed the procedures set forth in the Rules and Regulations of this Association.

4. Absences. Any member of the Board of Directors who has missed three (3) consecutive unexcused absences from the Board of Directors meetings may have his/her office declared vacant by a three-fourths vote of the Board of Directors.
5. Vacancies. If the office of President becomes vacant for any reason, the vice president shall become the president for the balance of the term. (November 02) Vacancies caused by death, resignation or other similar cause, may be filled by the Board at any regular meeting thereof.
6. Quorum. A majority of the voting members of the Board of Directors shall constitute a quorum. (November 08)
7. If a Director is elected/appointed to another position on the Board of Directors, he/she must relinquish his/her current position immediately after elected/appointed. (November 08)
8. Positions. The President shall annually appoint, subject to approval of the Board of directors by not later than the first Board meeting after the annual general meeting, the non-elected members of the Board of Directors. (November 09)

XIII. DISTRICT COMMISSIONERS

Nebraska State Soccer shall have six (6) districts. The Board of Directors shall establish the district boundaries, shall create new districts, and shall apportion or reapportion the districts as the need arises, which shall be determined by the Board of Directors. The initial boundaries shall be set forth in Exhibit A. (attached)

1. Term. One (1) District Commissioner shall be elected by the eligible voting members of districts one (1), two (2), four (4), five (5), and six (6) to serve for a period of two (2) years. Two (2) District Commissioners shall be elected by the eligible voting members of district three (3) to serve for a period of two (2) years. (November 08)
2. Elections.
 - a. District Commissioners shall be elected in alternate years. The odd-numbered districts shall elect their respective Commissioners in odd-numbered years, and the even-numbered districts shall elect their respective Commissioners in the even-numbered years.
 - b. Elections of District Commissioners shall be conducted within thirty (30) days of the Nebraska State Soccer AGM. Voting rights for the purpose of elections will be as follows:
 1. Each club in good standing (meaning all monies owed have been paid to the Nebraska State Soccer Association), affiliated with Nebraska State Soccer shall have one vote. Each club shall also have one additional vote for every 100 players or part thereof, based on registered teams during the current fall season. (November 02)

2. Each affiliated league wholly within the boundaries of the district will be accorded one (1) vote.
 3. Each affiliated league whose member teams reside in more than one district will have one (1) vote in each district in which more than ten (10) teams reside.
 3. If a District Commissioner is elected/appointed to another position on the Board of Directors, he/she must relinquish his/her position as District Commissioner.
 4. The District Commissioners shall, subject to the control of the Board of Directors, represent their respective districts, and shall administer and have direct authority over their respective districts as provided:
 - a. Within any district, the District Commissioner may designate assistants to aid him/her in the performance of his/her duties.
 - b. District Commissioner may designate a representative to represent them at meetings of the Board of Directors in the event of their absence.
 - c. District Commissioner shall submit a list of assistants to the Secretary.
 5. Duties. The duties of the District Commissioners shall include, subject to the authority of the Board of Directors, the following:
 - a. The District Commissioner has the authority, after notice and proper hearing, to suspend players, teams, coaches (or clubs) wholly within the district, whenever:
 1. A league has declined to hold such hearing, and passes the authority on to the District Commissioners, or
 2. the reason for, or personnel involved in, said hearing do not fall within the jurisdiction of a single league (in which case the Commissioner for the District in which the event occurred shall have jurisdiction of the grievance), or
 3. the District Commissioner deems it necessary for alleged violations of Nebraska State Soccer, USYSA, or USASA Bylaws and/or Rules and Regulations whenever a league does not adjudicate the matter.The District Commissioners authority to suspend may only be implemented following a proper hearing, or as an emergency measure upon receipt of evidence that a procedure, rule, bylaw or constitutional provision has been violated, but only until the Board of Directors has the opportunity to review and ratify such action. The District Commissioner shall, immediately upon implementing the decision to suspend, notify the President and the Secretary in writing of such action.
 - b. The District Commissioner shall be thoroughly familiar with the Constitution, Bylaws and the Rules and Regulations of Nebraska State Soccer and shall be thoroughly familiar with the insurance program and each program provided by Nebraska State Soccer for the benefit of its affiliated members. Whenever there is doubt or uncertainty regarding any program or benefit, a ruling shall be obtained from the Nebraska State Soccer President or their designee.
 - c. The District Commissioner or his/her representative shall attend all Board of Directors Meetings of Nebraska State Soccer.
 - d. The District Commissioner shall be responsible for aiding in the implementation of all Nebraska State Soccer programs within his/her respective district. Such programs

would include, but not be limited to, Coaches Training, Referee Certification, the Olympic Development Program, the Insurance Program, and State run tournaments.

- e. The District Commissioner shall encourage the growth of affiliated soccer within his/her district.
6. Vacancies. When a District Commissioners position is declared vacant, the Board of Directors shall call for an election of a new District Commissioner within a period of thirty (30) days of said declaration. If such an election is not held the Board of Directors, may appoint a District Commissioner for said vacancy. The newly elected or appointed District Commissioner shall serve out the remainder of the unexpired term of office of the District Commissioner who left office.
7. Removal. Voting members of a District may request a hearing for the removal of their District Commissioner at any time. A District Commissioner may be removed by a 2/3 vote of the eligible voting members of the district.
8. Each District Commissioner shall adhere to all provisions of this Constitution and pertinent Bylaws in carrying out the duties of his/her office.
9. All references to District Commissioners in this Constitution shall apply equally to his/her duly appointed or elected delegate or other authorized representative.

XIV. FINANCIAL ACCOUNTING

1. Bank Accounts.
 - a. A checking account shall be opened in the name of Nebraska State Soccer. Funds deposited in it may be withdrawn only in checks signed in accordance with the Nebraska State Soccer's Financial Control System.
 - b. A savings account will be opened in the name of Nebraska State Soccer.
 - c. All checks of \$500 or less can be signed by one individual, which can be the Treasurer, Executive Director/Operation Manager, or Voting Board member. All checks that are greater than \$500 will require two signatures, which can be the Treasurer, Executive Director/Operation Manager, or a Voting Board Member. The only exception would be when a payment goes to a signer, then other individuals that are permitted must sign the check. The Treasurer and one other approved member of the Voting Board or the Executive Director/Operation Manager will sign all withdrawals and deposit them in the checking account.
 - d. The Board of Directors may authorize the purchase of saving certificates or other interest bearing instruments to maximize the return on Nebraska State Soccer funds.
2. Audit/Review. The member organizations may petition for an audit/review of the Nebraska State Soccer financial records by submitting a request signed by sufficient members of the electorate to total 20 percent of the available votes. The request for audit/review can specify the names (up to 5) of members (Audit Committee) of Nebraska State Soccer who will perform the audit. The Treasurer must provide all the financial records within one week following the first Board of Directors meeting after the request was received. The Audit Committee must present the results of their audit at the next general or annual meeting. All financial records must be returned within one week after the completion of the audit.

XV. RULES OF ORDER

All meetings shall be conducted according to Robert's Rules of Order, current revision.

XVI. RECORDS, REPORTS, AND RIGHTS OF INSPECTION

1. Required Records. The Nebraska State Soccer Association shall maintain:
 - a. Adequate and correct books and records of account,
 - b. Minutes of the proceedings of the Board of Directors and committees, and
 - c. A record of its members giving their names and addresses
2. Records Maintained. Those minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the foregoing.
3. Dissemination.
 - a. The proposed agenda for meetings of the Board of Director shall be posted on the Nebraska State Soccer Association website no later than 5 days before the scheduled meeting.
 - b. The minutes of all proceedings of the Board of Directors shall be posted on the Nebraska State Soccer Association website in a secured manner within 5 days of their conclusion. They shall be marked as "Unapproved" until such time as they are approved by the Board of Directors.
4. Rights of Inspection. The accounting books & records and minutes of the proceedings of the Board of Directors and committees shall be open to inspection upon the written demand by any member club at any reasonable time, for a purpose reasonably related to such club's interests as a member. It shall require a two thirds (2/3) vote of the Board of Directors to deny a club's right of inspection.

XVII. BYLAWS

Bylaws will be hereinafter adopted. The Bylaws can be amended or repealed in whole or in part, in the manner provided therein. Amendments are binding on all members, including those who may have voted against them.

XVIII. AMENDMENTS

1. Amendments to the Constitution shall be made at the Annual Meeting or a special meeting by a vote of at least two-thirds (2/3) of all votes cast. Any proposed amendments or changes must be submitted to the Secretary or Executive Director/Operation Manager of Nebraska State Soccer prior to such meeting to meet member notification requirements.
2. Notice. The Secretary or the Executive Director/Operation Manager of Nebraska State Soccer shall mail such proposed amendments or changes not less than thirty (30) days prior to the meeting to all voting members.

XIV. DISTRIBUTION OF PROPERTY UPON DISSOLUTION

Upon the dissolution of this Corporation, the Board of Directors shall, after making provision for all liabilities, dispose of all assets exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized or conducted exclusively for charitable, educational or scientific purposes as shall at the time qualify as exempt under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any United States

Internal Revenue law then in effect), as the Board of Directors shall determine, while adhering to USSF Rule 204g.

(November 08 several grammatical and clarification changes were made throughout the document.)

(November 09 several grammatical and clarification changes were made throughout the document.)

In witness whereof the members of the Nebraska State Soccer Association, Incorporated, hereby amend its Constitution of March, 1978, January, 1983, November, 1984, November, 1987, February, 1988, June, 1992, November, 2002, November, 2008, November, 2009 and adopt the foregoing in its place and stead its Revised Constitution this 20th day of November, 2010.

Secretary

Date