



IOWA SOCCER CONSTITUTION

ARTICLE I. – Name

The name of this organization shall be the Iowa Soccer Association, Inc., and will be referred to as the ISA or Iowa Soccer in this Constitution and Bylaws.

ARTICLE II. – Purpose

The purpose for which this Corporation is formed is to further and promote the sport of soccer through organization, training, and education; to aid, administer, assist and teach the sport of soccer for pleasure, recreational and other nonprofitable purposes to and for citizens of the State of Iowa; to organize soccer teams to compete and participate in soccer; and to promote the sport of soccer through the establishment and development of soccer programs.

- a. Funds: The Corporation may charge fees as set by the Board of Directors. The Corporation may also accept personal, corporate and governmental grants or gifts to secure the funds necessary to provide for programs, services and facilities in accordance with the Corporation's stated purpose.
- b. Nonprofit Status: This Corporation is not organized for pecuniary profit, and it shall not have to issue certificates of stock or ownership certificates or declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer, or individual. The balance, if any, of all money received by the Corporation from its operations, after payment in full of all debts and obligations of the Corporation shall be held, accumulated, used and distributed exclusively for carrying out the stated purpose or purposes of the Corporation consistent with laws and regulations applicable to a tax exempt, nonprofit corporation governed by the provisions of Section 501c (3) of the Internal Revenue Code of 1954, as amended, and Chapter 504A, Iowa Code, as amended.

ARTICLE III. – Territory

The territory of the Iowa Soccer Association shall be the State of Iowa, and additional territories as granted by the United States Youth Soccer Association (USYSA), the United States Adult Soccer Association (USASA) and by the United States Soccer Federation (USSF).

ARTICLE IV. – Location

The ISA office shall be within the State of Iowa as approved by the Board of Directors.

ARTICLE V. – Colors

The representative colors of ISA shall be blue and green.

ARTICLE VI. – Organization

The ISA shall operate pursuant to the laws of the State of Iowa and the United States.

ARTICLE VII. – Affiliation

ISA is an affiliate of, and shall comply with the authority of the United States Youth Soccer Association (USYSA), the United States Adult Soccer Association (USASA) and the United States Soccer Federation (USSF) referenced as “the Federation” herewith.

ARTICLE VIII. – Administration

The Corporation shall be governed by its Articles of Incorporation, Bylaws, and Rules and Regulations except when these are superseded by USYSA, USASA or USSF.

- a. The governing authority of this Corporation shall be vested with the Board of Directors selected through an open and democratic election process.
- b. The voting members of the Board of Directors shall be composed of the elected officers and appointed members of the Corporation and District Chairpersons as provided in the Bylaws. Appointed voting members shall not exceed forty nine percent (49%) of the total voting membership. Non-voting members of the Board will be selected, as appropriate, by the Board of Directors.
- c. The Board of Directors shall have the powers and authority as set forth in the bylaws, rules and policies of the ISA. They shall transact business in the name of the ISA.
- d. The Board of Directors shall meet at least four (4) times annually at a time and place convenient to all members within the State of Iowa. Any member of the ISA may attend the Board of Directors meeting.
- e. The United States Soccer Federation articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of the ISA and its members to the extent applicable under state law, and the ISA and its members will abide by those articles, bylaws, policies, and requirements.
- f. The ISA will not join any organization that has requirements that conflict with the United States Soccer Federation’s articles, bylaws, policies, and requirements.
- g. The ISA shall provide to the Secretary General of the Federation an annual report on the activities of the Association and the most current annual financial statements within ninety (90) days after the start of the Federation’s seasonal year or as otherwise required by the USSF.
- h. The ISA will (A) provide annually to the United States Soccer Federation copies of the Association’s constitution, bylaws, and other governing documents, (B) submit changes to those documents to the Federation for approval not later than ninety (90) days after adoption, and (C) make copies of those documents available to its members.

- i. The ISA will allow the United States Soccer Federation to review the documents and procedures of the Association, on request of the Federation, not less than once every four (4) years to determine compliance with these bylaws.

ARTICLE IX. – Annual General Meeting

Actions and policies adopted by the Board of Directors, or officers of the ISA shall be reported to its membership, or their authorized representatives, at least once each year at a meeting of the ISA's membership, with notice and agenda of the meeting at least 15 days in advance of the meeting.

- a. The Annual General Meeting of the Corporation shall be held no later than December 31 of each year at such time and place within the State of Iowa as designated by the Board of Directors. Notification to all members shall be made at least 30 days prior to the date of said Annual General Meeting.
- b. The order of business at the Annual General Meeting shall be as follows:
 - I. Call to order
 - II. Roll call
 - III. Credentials report
 - IV. Reading and acceptance of the minutes of the previous Annual General Meeting
 - V. Reports
 - VI. Unfinished business
 - VII. Proposals for changes to the Articles of Incorporation, Bylaws and/or Rules and Regulations
 - VIII. Election of officers and directors (other than district chairpersons)
 - IX. Good of the sport
 - X. Adjournment

ARTICLE X. – Special Meetings of the Members

Special meetings of the members may be called at any time, for any purpose or purposes, by the Board of Directors or a majority of the Affiliates.

- a. Written or printed notice of a special meeting of the members, stating the time, place and purpose or purposes thereof, shall be given or mailed to each member entitled to vote thereat, at least ten days before the date fixed for the meeting.
- b. The business transacted at any special meeting of the members shall be limited to the purposes stated in the notice.

ARTICLE XI. – Termination, Dissolution or Liquidation of Assets

In the event of termination, dissolution or liquidation of the assets of this Corporation, its assets shall be applied and distributed, consistent with Article 8 of the Articles of Incorporation, as follows:

- a. All liabilities of the Corporation shall be paid and discharged, or adequate provisions shall be made therefore;
- b. Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such instruments governing the establishment of such requirements; and
- c. Any remaining assets shall be transferred or conveyed exclusively for the purposes of the Corporation or to such organization or organizations operated exclusively for recreational, charitable, educational or other non-profitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954, as it may be amended, in such manner as the Board of Directors shall determine.

ARTICLE XII. – Amendments

This Constitution can be amended by a vote of 2/3 of the voting members present at a duly called AGM meeting. Amendments become effective after the adjournment of the AGM, providing there was no other date specified for the effective date of the amendment.

ARTICLE XIII. – Ratification

The formal ratification of the Constitution will take place immediately after the AGM with all members of the Board of Directors present signing the dated ratification page.

Revised 12-08