



## *CONSTITUTION*

### **Article I – Name**

A. The organization shall be known as the Society for American Soccer History, and shall hereinafter be referred to as the Society.

### **Article II – Objectives**

- A. To foster the study of soccer as a significant American social and athletic institution.
- B. To establish an accurate historical account of soccer through the years.
- C. To facilitate the dissemination of soccer research and information.
- D. To cooperate in safeguarding propriety interests of individual research efforts of members of the Society.

### **Article III – Membership**

- A. Membership shall be open to those who have an interest in soccer research, statistics, or history.
- B.
  - 1. Full members shall be accorded all privileges to which such membership shall normally entitle them, including bulletins, publications, and any other benefits the Society shall obtain or provide.
  - 2. Associate membership may be made available with limited privileges.
- C. Any member who fails to abide by the objectives or any other provision of the Constitution shall be subject to expulsion by action of the Executive Board or by a majority of those voting at the annual meeting. Members shall receive thirty days advance notice of such planned action.

**Article IV – Finances**

- A. Dues shall be determined at the annual meeting. Date of payment shall be stated in the by-laws.
- B. All monies received by the Society shall go directly into the Society's treasury and shall be used to defray the cost of the annual publications, bulletins, membership directory, and other expenses of the Society that are approved by the Executive Board.

**Article V – Officers and Committees**

- A. The officers shall include a President, a Vice President, a Secretary, and a Treasurer.
- B. Election of officers shall be by a plurality of votes cast. A tie vote will be decided by a plurality of those voting at the annual meeting. Officers shall take office at the conclusion of the annual meeting.
- C. An Executive Director may be appointed by the Society's executive board under such terms and for such period of time as are mutually agreeable.
- D. In addition to the aforementioned officers, there shall be five (5) Directors to provide functional continuity for the Society on administrative policy. These five (5) members shall be elected by a plurality of the votes cast for a term of one (1) year.
- E. The Officers and Directors shall constitute the Society's Executive Board which shall be responsible for handling any business which cannot be transacted at the annual meeting.
- F. Removal of Officers and Directors and the filling of vacancies shall be as stated in the by-laws.
- G. The President shall have the power to appoint all committees deemed necessary to the operation of the Society.

**Article VI – Board of Advisors**

- A. An Advisory Board shall be constructed by the Executive Board with Advisors approved by plurality of votes cast by the Executive Board.

## **Article VII – By-Laws**

- A. The Society may adopt by-laws to carry out the operations of the Society and these original by-laws shall be ratified by the affirmative vote of two-thirds of those eligible to vote. Further by-law changes may be made by a process set forth in the by-laws.

## **Article VIII – Meetings**

- A. There shall be an annual meeting, the date and site of which will be selected by the Executive Board, and communicated to the membership no less than sixty (60) days in advance.
- B. The membership shall receive a Treasurer's report and reports from all committees, and conduct any other business that may come before it at the annual meeting.
- C. Members eligible to vote shall be those full members in good standing with the Society present at the annual meeting.

## **Article IX – Amendments**

- A. The *Constitution* and *By-Laws* may be amended by a two-thirds vote of the members voting by a thirty (30) day ballot. Amendments may be proposed by the Executive Board on its own initiative or on the petition of at least one percent or any five members (whichever one is greater) addressed to the board. All such proposed amendments shall be presented by the Board to the membership, with or without recommendation, at the time of election of Officers and Directors. Total *Constitution/By-Laws* revision may be presented in a special mailing. At least two-thirds of valid ballots must be returned to constitute a valid action.

## **Article X – Parliamentary Procedures**

- A. The proceeding of the Society's annual meeting and all Executive Board meetings shall be governed and conducted according to the latest edition of *Robert's Rules of Order*.

## **Article XI – Dissolution**

- A. If the Society should ever be compelled to dissolve, all obligations and liabilities shall be satisfied. The remaining assets, if any, shall be distributed in accordance with the Society's Articles of Incorporation as amended.

## ***BY-LAWS***

### **Article I – Membership**

- A. One may become a full member of the Society by payment of dues and submitting a completed application form.
- B. The membership year shall begin on January 1 of the calendar year.
- C. A member's dues must be paid by April 1 to remain in good standing.

### **Article II – Officers and Functions**

#### A. *President*

- 1. Shall preside over the annual meeting.
- 2. Shall serve as chair of the Executive Board.
- 3. May establish *ad hoc* committees and appoint the chairperson.
- 4. Shall carry out the directives of the membership and the Executive Board.
- 5. Shall work on public relations matters.
- 6. Shall be elected annually.
- 7. Shall be empowered to sign contracts and letters of agreement subject to prior approval of the Executive Board.

#### B. *Vice President*

- 1. Shall assume all duties of the President in the absence of the President or in the event that the President is unable to accept or perform his or her responsibilities and duties.
- 2. Shall be elected annually.

#### C. *Secretary*

- 1. Shall take minutes at the annual meeting and at all Executive Board meetings and distribute same promptly to all Executive Board members.
- 2. Shall be elected annually.
- 3. Shall maintain and record all changes in and of the policy manual.

4. Shall be responsible for the use and maintenance of corporate files and records either directly or by supervisory authority at the discretion of the Executive Board.

D. *Treasurer*

1. Shall prepare or monitor the preparation of the Society's annual budget and the reporting of financial status against budget and submit recommendations regarding same to the executive board.
2. Shall prepare and submit expense reports regarding Executive Board meetings.
3. Shall be elected annually.

E. *Executive Director*

1. Shall be the Society's chief administrative officer.
2. Shall carry out the directives and policies of the Executive Board.
3. Shall supervise the Society's fiscal operations and submit quarterly and annual financial reports to the executive board.
4. Shall submit an annual budget and periodic lists of recommended projects to the Executive Board.
5. Shall work with the President for public relations.
6. Shall serve as editor of such publications as determined by the Executive Board.
7. Shall be a non-voting member of all standing committees and receive reports from all committees.

F. *Directors*

1. Shall serve an annual term.
2. Shall serve on the Executive Board.

G. *Executive Board*

1. Shall advise and direct the Executive Director.
2. Shall determine policies.
3. Shall approve all contracts and letters of agreement prior to signing.

4. Shall appoint the chairpersons of all standing and research committees except the Nominating Committee.
5. Shall meet at the annual meeting and at least one (1) other time between annual meetings.
6. May establish new research committees in accordance with the by-laws.
7. No member of the Executive Board may serve more than eight (8) successive years.
8. All decisions of the Executive Board shall be made by majority votes except where specified otherwise in this document.

#### H. *Vacancies*

1. If a vacancy occurs on the Executive Board for any reason other than a recall by two-thirds vote at the Annual Business Meeting, the vacancy shall be filled by two-thirds vote of the remaining members of the Board until next election, at which time the members shall elect a replacement for the unexpired term. If a vacancy is created by a two-thirds vote of recall at the Annual Business Meeting, the vacancy shall be filled by a majority vote at the Annual Business Meeting until the next election, at which time the members shall elect a replacement for the unexpired term.

#### I. *Removal of Officers*

1. An Officer or Director for reasons of cause (such as medical incapacity or gross improprieties) may be judged by the Executive Board unsuitable for service to the Society. The Executive Board by unanimous vote (excluding the Officer or Director in dispute, who may not cast a vote) may remove an elected Officer or Director from service. Officers and Directors also be removed by two-thirds vote of the membership at the Annual Business Meeting. The Board shall notify the Officer or Director in question thirty (30) days prior to the meeting and shall provide for a reasonable opportunity for defense. The vacancy created by the removal of an Officer or Director shall be filled according to Section II.H.1 of these by-laws.

### **Article III – Quorums**

- A. Five (5) full members in good standing shall constitute a quorum for an annual business meeting.
- B. A majority of the Executive Board membership shall constitute a quorum for an executive board meeting.

## Article IV – Committees

### A. *Nominating Committee*

1. Shall consist of three (3) members as follows: The President shall appoint the chairperson and the Executive Board shall appoint two (2) members.
2. Shall solicit candidates and receive petitions for office and prepare a slate not to exceed three (3) nominees for each office on the ballot in accordance with these by-laws.
3. While serving, members of this committee shall themselves be ineligible for nomination to any office of the Society.
4. Members shall be appointed within thirty (30) days following the annual meeting and shall serve for a term of one (1) year.

### B. *Auditing Committee*

1. The Executive Board or its representative shall appoint the chairperson and up to two (2) additional members.
2. Shall audit and validate the expense reports of the Executive Board and report the same to the membership at the annual meeting.
3. Shall examine the annual financial report of the Society's accountant and report the same to the membership at the annual meeting.

### C. *Tellers Committee*

1. Shall be appointed by the Executive Board and shall consist of a chairperson and two (2) additional members.
2. Shall receive, validate, open, and tally all ballots cast in accordance with the policy manual.
3. The tabulation of the ballots shall constitute a certified election.

## Article V – Research Committees

- A. Shall be established by the Executive Board.
- B. Shall upon establishment have a stated purpose and a set of goals in conjunction with the objectives set forth in Article II of the *Constitution*.
- C. All committees shall submit a written report to the Executive Director annually and informally upon request.

- D. The Executive Board shall have the power to dissolve any research committee in accordance with the Society's policy manual.

**Article IV – *Ad Hoc* Committees**

- A. The President may appoint and disband *ad hoc* committees as needed.
- B. These committees shall serve for a finite period of time and be only established to perform specific tasks for the Society.

EFFECTIVE DATE OF THESE *CONSTITUTION* AND *BY-LAWS*: January 1, 1994

RATIFIED: October 21, 2018