**BYLAWS OF SUPERIORLAND SOCCER ASSOCIATION**

**(A Michigan Non-Profit Corporation)**

**ARTICLE I**

**MEMBERS, BYLAWS and RISK MANAGEMENT**

**ARTICLE 1. Section 1.1 Name.**

This body shall be known as the Superiorland Soccer Association. The initials “SSA” shall equally refer to the Superiorland

Soccer Association.

**ARTICLE 1. Section 1.2. Purpose.**

It is the mission of SSA to foster the physical, mental, and emotional growth and development of Marquette area youth

through the sport of soccer at all levels of age and competition. SSA shall be established as a non-profit and educational

organization. SSA shall provide the governing structure to administer youth soccer in Marquette County and shall provide a

vehicle to communicate information to players, parents, coaches, referees, and other interested parties.

**ARTICLE 1. Section 1.3. Affiliation.**

Superiorland Soccer Association (SSA) shall be an affiliated member and comply with the authority of the Michigan State

Youth Soccer Association (MSYSA) (and by extension, the United States Youth Soccer Association – USYSA - and United

States Soccer Federation – USSF). Except where restricted or prohibited by law, the articles of incorporation, bylaws,

policies, and requirements of the MSYSA supersede these Bylaws and any other governing documents or decisions of the

SSA. MSYSA will review the documents and procedures of SSA on request to determine compliance with their bylaws.

**ARTICLE 1. Section 2.1. Membership.**

Membership in SSA shall consist of registered players, coaches, referees, Board members and committee members.

**ARTICLE 1. Section 2.2. League Responsibilities.**

SSA is responsible for ensuring that all their players, coaches, referees, Board members and committee members adhere to

these bylaws.

**ARTICLE 1. Section 2.3. League Bylaws and Rules.**

SSA and its members will abide by the USSF bylaws, policies, and requirements on interplay.

SSA will provide annually to MSYSA copies of its bylaws and make copies available to its members.

SSA, no later than ninety (90) days after adoption of any change to its bylaws, shall send to MSYSA copies of such change

to its bylaws for review and validation. If MSYSA shall fail to validate such bylaw change within ninety (90) days of its

receipt, MSYSA’s validation shall be deemed complete and SSA may take actions upon such bylaw change.

**ARTICLE 1. Section 3. Annual General Meeting.**

(1) The Annual General Meeting of members of SSA shall be held during the third quarter of each year, at a time as determined

by the Board of Directors for the transaction of business as may properly be brought before the meeting.

(2) The actions and policies adopted by the Board of Directors or the Executive Committee shall be reported to its membership

at the annual meeting.

**ARTICLE 1. Section 4. Special Meetings.**

Special meetings of members may be called by the President and shall be called by the President, the Executive Committee,

or at the request in writing of at least twenty-five percent (25%) in number of the Board membership entitled to vote at the

meeting. Written notification of special meetings shall show the time, place, and agenda for the meeting and shall be provided

to each Board member at least 5 days prior to the special meeting..

**ARTICLE 1. Section 5. Notice of Meetings.**

Notice of the time, place and purpose of any meeting shall be made via email, phone call, at the end of a prior meeting, or by

newspaper notice. Notices of Meetings must include each proposal a member intends to propose at the meeting, if such

proposal is known to SSA at the time the Notice is provided.

**ARTICLE 1. Section 6. Quorum.**

A simple majority of the Executive Committee membership, present in person, shall constitute a quorum at all meetings of

members.

**ARTICLE 1. Section 7. Conduct of Meetings.**

Meetings of members shall be presided over by the President of the Board of Directors or, if the President is not present, by

the Vice President or, if neither is present, by the Secretary or, if the Secretary is not present, by a chairperson to be chosen

at the meeting. In the absence of the Secretary a person will be chosen to act as secretary of the meeting. All elections and

all questions shall be decided by a majority vote of the members present at the meeting. All meetings of SSA shall be

conducted in accordance with Robert’s Rules of Order.

**ARTICLE 1. Section 8. Voting.**

Each member entitled to vote at the meeting of members shall have the right to cast one vote. A member may designate

another person to vote on his/her behalf for the board of directors by a written proxy, which may be in electronic form.

Abstaining from voting is not considered a vote cast or counted as a vote.

**ARTICLE 1. Section 9. Nondiscrimination.**

The SSA will not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin.

**ARTICLE 1. Section 10. Risk Management**

SSA shall establish a Risk Management policy and maintain a Risk Management Program to ensure the safety of its members.

The Risk Management program shall meet certain minimum criteria established by the United States Soccer Federation. The

program shall include the use of an employee/volunteer disclosure statement for all volunteers, employees, coaches, and

program administrators who are involved with any approved or sponsored program of SSA.

**ARTICLE II**

**DIRECTORS**

**Article II. Section 1. Number and Qualifications.**

The property, business and affairs of SSA shall be managed by its Board of Directors. The Board of Directors shall consist

of the Executive Committee (President, Vice President, Secretary, Treasurer, and Registrar) and the At-Large Board Members

(Director of Officials, Director of Coaches, Events Director, Travel Coordinator, Legal Counsel, Director of Marketing &

Public Relations, and 2 General Directors. There shall be a minimum of eleven (11) but no more than thirteen (13) Board

Members. Board Members shall be elected by a majority vote of the Board of Directors at a regular or special board meeting

each September.

**ARTICLE II. Section 2. Election of Directors**.

The Executive Committee shall be divided so that the President, Secretary and Registrar are elected in even-numbered years

for a term of two (2) years; the Vice-President and Treasurer shall be elected in odd-numbered years. The At-Large Board

Members shall be split to have the Events Director, Travel Coordinator, Legal Counsel and 1 General Director elected in odd

numbered-years for a term of two (2) years. The Director of Officials, Director of Marketing & Public Relations, Director of

Coaches and 1 General Director shall be elected in even numbered years. Directors elected by the members or appointed to

fill vacancies shall hold office, unless sooner displaced, until the annual meeting at which their respective successors are to

be elected and thereafter until their respective successors have been elected and qualified. The Board of Directors shall have

power to fill any vacancy in any office occurring for any reason.

**ARTICLE II. Section 3. Quorum**.

A majority of the Executive Committee shall constitute a quorum for the transaction of business and the action of a majority

of the Executive Committee members present at a meeting at which a quorum is present shall be the action of the Board of

Directors, except as action by a majority of the directors then in office may be specifically required by other sections of these

Bylaws. A director may participate in a meeting by means of a conference telephone or similar communication equipment,

by means of which all persons participating in the meeting can hear each other and their participation, shall constitute presence

at the meeting. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may

adjourn the meeting from time-to-time until a quorum shall have been obtained.

**ARTICLE II. Section 4. Action by Unanimous Written Consent of the Executive Committee.**

If and when the Executive Committee shall severally or collectively consent in writing or electronic submission (email) to

any action to be taken by SSA either before or after the action is taken, that action shall constitute a valid Board action as

though it had been authorized at a meeting of the directors. Written consents shall be filed with the minutes of the proceedings

of the Board of Directors at the next regular Board meeting.

**ARTICLE II. Section 5. Vacancies**.

Whenever any vacancy shall have occurred in the Board of Directors by reason of death, resignation, removal, or otherwise,

a majority of the directors then in office, may fill the vacancy at a Board of Directors meeting, and the person so elected shall

serve as the director for the vacated term. The resignation of a director shall be effective upon receipt by SSA or at a

subsequent time as set forth in the notice of resignation. A director or the entire Board of Directors may be removed, with or

without cause, by a vote of the majority of the members entitled to vote at an election of directors.

**ARTICLE II. Section 6. Regular Meetings**.

Regular meetings of the Board of Directors may be held monthly and may be held without notice at such other times or

intervals and at such places as may from time-to-time be determined by resolution of the Board. The resolution may authorize

the President to fix the specific date and place of each regular meeting. A regular meeting of the Board may be held without

notice immediately after the Annual General Meeting at the same place as that meeting was held for the purpose of organizing

SSA for the ensuing year.

**ARTICLE II. Section 7. Special Meetings**.

Special meetings of the Board of Directors may be held at any time or place upon the call of the President or by the President

or Secretary at the direction of not less than two directors then in office. Oral, electronic submission (email) or written notice

of the time and place of all special meetings of the Board shall be duly served on or sent to each director in a timely fashion.

Meetings may be held at any time without notice, if all the directors are present or if those not present waive notice of the

time, place and purpose of the meeting.

**ARTICLE II. Section 8. General Powers as to Negotiable Paper.**

The Board of Directors shall, from time-to-time, prescribe the manner of making, signatures or endorsement of checks, drafts,

notes, acceptances, bills of exchange, obligations and other negotiable paper or other instrument for the payment of money

and shall designate the officer or officers, agent or agents, who shall from time-to-time be authorized to make, sign or endorse

the same on behalf of SSA. Authorized signatures include the President, Treasurer, and Registrar.

**ARTICLE II. Section 9. Powers as to Other Documents**.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver

any conveyance or other instrument in the name of SSA, and such authority may be general or confined to specific instances.

When the execution of any contract, conveyance, or other instrument has been authorized without specification of the officers

authorized to execute, the President may execute the same on behalf of SSA.

**ARTICLE II. Section 10. Board Action Without Meeting.**

If and when a majority of the members of the Board shall severally or collectively consent in writing or by electronic

submission (email) to any action authorized to be taken by the Board, either before or after the action is taken, the action shall

constitute a valid Board action and the written consents shall be filed with the minutes of the proceedings of the next regular

Board meeting.

**ARTICLE III**

**COMMITTEES**

**ARTICLE III. Section 1. Discipline Committee.**

The Board of Directors shall establish the Discipline Committee as a standing committee. The Director of Coaches, Legal

Counsel and Vice President shall be members of the committee, and additional persons may be appointed to the committee

by a majority vote of the Board of Directors. The Vice President shall serve as the chairperson for the committee. The

Discipline Committee shall follow the policies and procedures of SSA, MSYSA and the concepts of due process, and provide

fair and swift hearing and resolution of all appeals or disciplinary procedures.

The Discipline Committee has authority to bar completely, suspend, or otherwise discipline, any player, coach, manager,

team assistant, league officer, Board Member or SSA team for unacceptable behavior or conduct either in carrying out the

duties of their position or while holding aforementioned offices and/or position. Upon receiving a charge or complaint, the

Executive Committee shall forward the information to the Discipline Committee. That committee will act with due process

in accordance with procedures established (1) elsewhere in the bylaws (2) by separate Board policy, and (3) by MSYSA. The

Committee will determine validity of the charges and, if appropriate the sanction to be taken against the individual. The

finding of a first offense will result in disciplinary action as deemed appropriate in the Committee’s discretion. The finding

of a second offense will result in a suspension for not less than one (1) year.

**ARTICLE III. Section 2. Appeals Committee.**

The members of the Executive Committee shall serve as the Appeals Committee as a standing committee. The Appeals

Committee shall hear all appeals taken from the Discipline Committee and shall follow the policies and procedures of SSA,

MSYSA and the concepts of due process, and provide fair and swift hearing and resolution of all appeals or disciplinary

procedures.

**ARTICLE III. Section 3. Other Committees.**

The Board of Directors may designate one or more members to constitute any other committee, who shall have only such

powers as are expressly granted to them in such resolution.

**ARTICLE III. Section 4. Procedures.**

All committees and each member thereof, shall serve at the pleasure of the Board of Directors. The Board of Directors shall

have the power at any time to increase or decrease the number of members of any committee, to fill vacancies, to change any

member and to change the functions or terminate the existence of any committee. The Board of Directors may designate one

or more directors or other persons as alternate members of a committee, who may replace an absent or disqualified member

at a meeting of the committee. In the absence of a disqualified member of a committee, the members present at a meeting and

not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the

Board of Directors to act at the meeting in place of an absent or disqualified member. The Special Committee and all other

committees, if the Board of Directors shall not have designated a chairperson thereof, shall elect a chairperson from their

membership. All committees shall elect a secretary who need not be a member of the committee and who shall keep minutes

of all meetings of the committee, which shall be submitted to the next meeting of the Board of Directors for approval. Regular

or special meetings of any committee may be held in the manner provided in these Bylaws for regular or special meetings of

the Board of Directors, and a majority of any committee shall constitute a quorum at any meeting.

**ARTICLE III. Section 5. Committee Action without Meeting.**

If and when a majority of the members of a Committee shall severally or collectively consent in writing or by electronic

transmission to any action authorized to be taken by the committee, either before or after the action is taken, the action shall

constitute a valid committee action and the written consents shall be filed with the minutes of the proceedings of the next

committee meeting.

**ARTICLE IV**

**OFFICERS**

**ARTICLE IV. Section 1. Election or Appointment.**

The officers of SSA shall be President, Vice President, Secretary, Registrar and Treasurer who shall be elected as provided

in Article III of these Bylaws. The same person may not hold two or more offices. The SSA Board shall appoint such other

officers and agents, as it may deem necessary for the transaction of the business of SSA.

**ARTICLE IV. Section 2. Term of Office.**

The term of office of all officers shall commence at the conclusion of the current Board of Directors meeting following their

election and shall continue as provided in Article III.

Any officer may be removed from office only by the affirmative vote of a majority of the Board members at a Board meeting

called for that purpose, if in the judgment of the Board Members the interests of SSA will be best served by removal. An

officer may resign by written notice to the Board. An officer’s resignation will become effective as of the date of receipt of

the letter of resignation or as of the date specified in that letter. In legal action commenced by ten percent or more of the

members, a director may be removed from office if such director was involved in fraudulent, illegal or dishonest conduct or

gross abuse of authority or discretion and removal is in the best interest of SSA.

**ARTICLE IV. Section 3. President of SSA.**

The President of SSA shall preside and serve as the chair at all meetings of the members and of the Board of Directors. The

President shall be the chief executive officer of SSA and shall have general and active management of the activities of SSA,

and shall insure that all orders and resolutions of the Board are carried into effect. The President shall execute all authorized

conveyances, contracts, or other obligations in the name of SSA except where required by law to be otherwise signed and

executed and except where the signing and the execution thereof shall be expressly delegated by the Board of Directors to

some other officer or agent of SSA. The President shall assist in supervising all employees. The President shall also serve as

State Delegate at the annual MSYSA meeting.

**ARTICLE IV. Section 4. Vice President of SSA.**

The Vice President of SSA, in the absence of the President, shall preside at all meetings of the members and of the Board of

Directors. The Vice President shall serve as the Risk Management Coordinator, assist in supervising all employees and have

such other powers and duties as may, from time-to-time, be prescribed by the Board of Directors. The Vice President shall

chair the Discipline Committee.

The Risk Management Coordinator shall (1) ensure that all Coaches, Assistant Coaches, Team Managers, Board Members

and any agent of SSA that has direct contact with registered players successfully completes and maintains the Risk

Management process according to MSYSA standards; (2) track payment account to MSYSA and submit to Treasurer when

additional funds are needed; (3) provide payment codes to all applicants of the Risk Management process; and (4) resolve

issues and concern of SSA members throughout the Risk Management process. These duties must be completed prior to the

start of their position where there is direct contact with registered players.

**ARTICLE IV. Section 5. The Secretary.**

The Secretary shall attend all meetings of the Board and of the members and record all votes and the minutes of all proceedings

and have such other duties as delegated by the Board of Directors.

**ARTICLE IV. Section 6. The Registrar.**

The Registrar shall attend all meetings of SSA and shall be responsible for overseeing the maintenance of a complete record

of the registration of all players and affiliation of all teams at the state office. The Registrar shall oversee the published

procedures for the proper registration of players consistent with US YOUTH SOCCER and MSYSA policies.

**ARTICLE IV. Section 7. The Treasurer.**

The Treasurer of SSA shall attend all meetings of SSA and shall:

(1) Direct the keeping of full and accurate accounts of receipts and disbursements of SSA, with the accounts being maintained

within the financial policies of SSA.

(2) Oversee the preparation of financial statements on a monthly basis.

(3) At quarterly delegates meetings provide a fiscal report showing income and expenses by budget categories, and the current

balance of all Association accounts.

(4) In accordance with the financial policies of SSA, secure an internal audit of the financial accounts and transactions of

SSA, including all accounts and transactions of all programs made available at the Annual General Meeting, when deemed

necessary.

(5) Shall give SSA a bond, in such sum and with such surety or sureties as shall be satisfactory to the Board, for the faithful

performance of the duties of the office and the restoration to SSA (in case of death, resignation, or removal from office) of

all books, papers, vouchers moneys and other property of whatever kind in his/her possession or under his/her control and

belonging to SSA.

(6) Assist the Board of Directors in reviewing a proposed annual budget for SSA.

(7) Prepare papers regarding the tax-exempt status of SSA.

(8) Responsible for preparing or securing the preparation of any and all federal and state tax returns, if applicable.

(9) Provide that all accounts of SSA be paid and that all checks have two manual signatures.

(10) Perform other responsibilities assigned by the Board of Directors or the President.

(11) Annually provide and distribute to the members, upon request, a year-end balance sheet and statement of source and

application of funds.

**ARTICLE IV. Section 8. Restrictions on Officers.**

No officer, member of the Board of Directors, employee or agent of SSA shall:

(A) Hold office with any affiliated member of SSA

(B) No officer or member of Board of Directors or agent of SSA shall be a paid employee of SSA except as provided

by contractual agreement.

**(C)** If a business, in which an officer of SSA has an interest, wishes to participate in the bidding process to provide goods

or services to SSA, such business must do so by sealed competitive bid. All such bids are to be opened at the same

time and place, and such officer may not participate in the decision to award the bid.

**(D)** Any transaction in which a director is determined to have a personal interest shall not be set aside or give rise to

damages so long as the director establishes that the transaction was beneficial to the SSA, the material facts and

interest of the director were disclosed or known to the directors or members entitled to vote.

**ARTICLE IV. Section 9. Expenses.**

The Officers and Board Members of SSA may be reimbursed for expenses incurred on behalf of SSA.

**ARTICLE V**

**INDEMNIFICATION OF DIRECTORS, OFFICERS and EMPLOYEES**

**ARTICLE V. Section 1. Third Party Suits.**

To the extent permitted by Michigan law, from time-to-time in effect and subject to the provisions of this Article, SSA shall

indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed

legal action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of

SSA) by reason of the fact that he or she is or was a director, officer, employee or agent of SSA, or is or was serving at the

request of SSA as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other

enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and

reasonably incurred by him or her in connection with the action, suit or proceeding, if he or she acted in good faith and in a

manner he or she reasonably believed to be in or not opposed to the best interest of SSA or its members, and, with respect to

any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of

any action, suit or proceedings by judgment, order, settlement, conviction, or upon a plea of nolo contendre or its equivalent,

shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably

had cause to believe to be in or not opposed to the best interests of SSA or its members and, with respect to any criminal

action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

**ARTICLE V. Section 2. Suits by or in Right of SSA.**

To the extent permitted by Michigan law from time-to-time in effect and subject to the provisions of this Article, SSA shall

indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed

action or suit by or in the right of SSA to procure a judgment in its favor by reason of the fact that he or she is or was a

director, officer, employee or agent of SSA, or is or was serving at the request of SSA as a director, officer, employee or

agent of another corporation, (including attorneys' fees) actually and reasonably incurred by him or her in connection with

the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed

to be in or not opposed to the best interests of SSA or its members, except that no indemnification shall be made in respect

of any claim, issue or matter as to which the person shall have been adjudged to be liable for negligence or misconduct in the

performance of his or her duty to SSA unless and only to the extent that the court in which the action or suit was brought

shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the

person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

**ARTICLE V. Section 3. Indemnification against Expenses.**

To the extent that a person who is or was a director, officer, employee or agent of SSA, or a trustee, director, officer, employee

or agent of any other corporation, partnership, joint venture, trust or other enterprise with which he or she is or was serving

at the request of SSA has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to

in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against

expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

**ARTICLE V. Section 4. Determination that Indemnification is Proper.**

Any indemnification under Section 1 or Section 2 of this Article (unless ordered by a court) shall be made by SSA only upon

a determination that indemnification of the person is proper in the circumstances because he or she has met the applicable

standard of conduct set fourth in Section 1 and Section 2. The determination shall be made (1) by the Board by a majority

vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, or (2) if such a quorum is not

obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written

opinion.

**ARTICLE V. Section 5. Reimbursement of Expenses.**

Expenses incurred by any person who may have a right to indemnification under this Article in defending a civil or criminal

action, suit or proceeding may be paid by SSA in advance of the final disposition of the action, suit or proceeding as authorized

in the manner provided by Section 4 of this Article upon receipt of an undertaking by or on behalf of the person to repay the

amount unless it shall ultimately be determined that he or she is entitled to be indemnified by SSA pursuant to this Article.

**ARTICLE V. Section 6. Insurance.**

SSA may purchase and maintain insurance (and pay the entire premium thereof) on behalf of any person who is or was a

director, officer, employee or agent of SSA, or is or was serving at the request of SSA as a trustee, director, officer, employee

or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against his

or her status, as such, whether or not SSA would have the power to indemnify against such liability under the provisions of

this Article or under the provisions of Sections 561 through 565 of the Michigan Business Corporation Act.

**ARTICLE V. Section 7. Severability.**

The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of the remaining

provisions of this Article.

**ARTICLE VI**

**SEASONAL YEAR; FISCAL YEAR; SEAL; NOTICES**

**ARTICLE VI. Section 1. Seasonal Year.**

The seasonal year of SSA shall begin on August 1 and end on July 31 of the following calendar year.

**ARTICLE VI. Section 2. Fiscal Year.**

The Fiscal Year of SSA shall be January 1 through December 31.

**ARTICLE VI. Section 3. Notices.**

Any notice required by statute or by these Bylaws to be given to the members, to the directors, or to any officers of SSA,

unless another requirement is provided herein or in any statute, shall be sufficient if given by depositing it in a United States

Post Office box or receptacle in a sealed, postpaid wrapper, addressed to the member, or officer at his last address as that

appears on the records of SSA, and the notice shall be deemed to have been given at the time of the mailing, or notice may

be given via email to the member’s recorded email address.

**ARTICLE VII**

**MISCELLANEOUS**

**ARTICLE VII. Section 1. Activities.**

(1) Except for employees or authorized contractors and subcontractors and except as otherwise provided herein, no private

individual, corporation, contributor, or member of SSA may be granted or paid any income or interest from the assets or

funds of SSA.

(2) No part of the activities, assets, or funds of SSA shall be committed to the dissemination of propaganda or the attempting

to influence legislation or other political action. SSA shall not participate or intervene in any political campaign or publish or

distribute any statement or spend any funds on behalf of any candidate for public office.

(3) The accomplishment of its purpose and exercise of its powers by SSA shall be in conformity with the requirements of Act

54; Michigan Public Acts of 1963, as amended or supplemented by state or federal legislation.

(4) SSA shall maintain its tax-exempt status under the Internal Revenue Code.

**ARTICLE VII. Section 2. Gifts.**

The Board of Directors, the President, or any person expressly so authorized by the Board may accept gifts on behalf of SSA

for the general purposes of SSA, but no conditional contribution, gift, bequest or devise and no contribution, gift, bequest or

devise for a purpose more restricted than the general purposes of SSA shall be finally accepted without approval of the Board

of Directors.

**ARTICLE VII. Section 3. Investments.**

SSA shall have the right to retain all or any part of any securities or other property acquired by it and to invest and reinvest

any funds held in it, according to the judgment of the Board of Directors, without being restricted as to the class of investments

to be made, provided that no action shall be taken on behalf of SSA if that action is a prohibited transaction or would result

in denial of tax exemption under the Internal Revenue Code or the Regulations there under as they now exist or as they may

hereafter be amended.

**ARTICLE VII. Section 4. Dissolution.**

(1) Upon dissolution, any assets shall be distributed to other charitable organizations which are tax-exempt under IRC Section

501 (c) (3) or to governmental entities.

(2) If SSA intends to dissolve for any reason, it shall immediately notify the USYSA, USSF and MSYSA of its intentions.

**ARTICLE VII. Section 5. Discrimination.**

Girls’ teams, boys’ teams and coed teams shall be established on an equal basis, as need dictates.

**ARTICLE VII. Section 6. Distributions.**