

BYLAWS OF THE RED WING SOCCER CLUB, INC.

ARTICLE 1 GENERAL PROVISIONS

1.101 Name

The name of this non-profit corporation is the Red Wing Soccer Club, Inc.

1.102 Purpose

The purpose of the Red Wing Soccer Club, Inc. is to foster, promote and perpetuate the game of soccer for youth in the community of Red Wing, Minnesota.

1.103 USYSA and MYSA Affiliation

The Red Wing Soccer Club, Inc. is an Affiliate Member of the Minnesota Youth Soccer Association (MYSA). The MYSA is the national state youth association for the State of Minnesota in United States Youth Soccer (USYS). As an MYSA and USYS affiliate, the Red Wing Soccer Club, Inc. and its Members, as defined in these Bylaws, are subject to the Constitution, Bylaws and rules of USYS and of the MYSA as the same may be amended from time to time.

1.104 Soccer Year

The Soccer Year shall be from September 1 to August 31.

ARTICLE 2 MEMBERSHIP

2.101 Territory

The Red Wing Soccer Club, Inc. draws its players primarily from communities located within the Red Wing Independent School District #256. However, the Registrar may accept registrations from players residing in surrounding areas if the Board determines that registration of such players is in the best interests of the Red Wing Soccer Club, Inc.

2.102 Members

Members of the Red Wing Soccer Club, Inc. shall be defined as all parents or legal guardians of players registered with the club, players over the age of 18, registered coaches and referees, and special members who have been named members by the Board of Directors.

2.103 Membership

A parent, player, coach, or referee becomes a Member upon the acceptance of the registration of the parent's child, player, coach, or referee and payment of required fees, if any, established by the Board of Directors. Special members become Members when they are named by the Board of Directors.

2.104 Acceptance of Authority

Members of the Red Wing Soccer Club, Inc. agree to abide by the Articles of Incorporation, Bylaws and rules of the Red Wing Soccer Club, Inc. and recognize the regulatory authority of the MYSA, USYS and United States Soccer Federation (USSF) and have the appellate rights provided to members of these organizations.

2.105 Membership in Good Standing

A Member in good standing must be current in all financial obligations to the Red Wing Soccer Club, Inc. and be in compliance with the Articles of Incorporation, Bylaws and rules of the Red Wing Soccer Club, Inc.

2.106 Registration Closing Date

The Board of Directors shall fix a date in each Soccer Year when the Red Wing Soccer Club, Inc. will cease to accept registration applications from Members for that soccer year. Notice of said date shall be communicated to all Members in a timely manner.

2.107 Comity

The Red Wing Soccer Club, Inc. and its Members shall recognize suspensions and sanctions of all teams, clubs, associations and other organizations under the jurisdiction of MYSA, USYS and USSF after receiving notice of such rulings.

ARTICLE 3 BOARD OF DIRECTORS

Section 1 Management by Board of Directors

3.101 Board to Manage

The business and affairs of the Red Wing Soccer Club, Inc. shall be managed by or under the direction of a Board of Directors, subject to the rights of the Members as provided in these Bylaws or pursuant to Chapter 317A, *Minnesota Statutes*. As part of its duties and responsibilities, the Board of Directors shall publish on an annual basis the rules, policies and procedures of the Red Wing Soccer Club, Inc.

3.102 Number of Directors

The number of directors on the Board of Directors shall not be greater than twenty nor less than three. The Board of Directors may, at any time, increase the number of directors up to the maximum or decrease the number of directors no lower than the minimum, except that any such decrease shall not result in the removal of a sitting director. The Board of Directors may create or abolish various director positions thereby increasing or decreasing the number of directors subject to the number limitations in this paragraph. The Board of Directors' decision to create or abolish directorship(s) shall be effective upon affirmative vote of the Members at the Annual membership Meeting.

3.103 Manner of Acting

Except as otherwise provided in Minnesota Statutes, Chapter 317A, the Board of Directors shall take action by the affirmative vote of a majority of directors present at a duly held meeting.

3.104 Presumption of Assent

A director who is present at a meeting of the Board of Directors when an action is approved by the affirmative vote of a majority of the directors present is presumed to have assented to the action approved, unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate hereafter in the

meeting, or votes against the action at the meeting or is prohibited from voting on the action due to a conflict of interest.

3.105 **Absent Directors**

A director may give advance written consent or opposition to a proposal to be acted on at a Board of Directors meeting. If the director is not present at the meeting, consent or opposition to a proposal shall not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consented or objected.

Section 2 Composition of Board of Directors

3.201 **Board of Directors and Voting**

The Directors who shall comprise the Board of Directors of the Red Wing Soccer Club, Inc. shall be: the officers, including the President, Vice President(s), Secretary, and Treasurer; together with all other Directors whose positions may be determined by the Board (such as Registrar, District Representative, etc.) or who may simply hold the position of Director. All members of the Board of Directors are entitled to vote in all matters coming before the Board of Directors. Directors shall not hold elected office in the MYSA.

3.202 **Election**

The Members at the Annual Membership Meeting shall elect directors. The election or appointment of a person as a director shall not, of itself, create contract rights.

3.203 **Term of Office**

Each Director is elected to a two (2) year term, or until his/her earlier death, resignation, removal or disqualification.

3.204 **Resignation**

A director may resign at any time by giving written notice to the Red Wing Soccer Club, Inc.

3.205 **Removal of a Sitting Director**

Any one or all of the sitting directors may be removed at any time, with or without cause, by the affirmative vote of a two-thirds majority of the Members at a Membership meeting, a quorum being present.

3.206 **Vacancies**

Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum. Vacancies on the Board of Directors resulting from newly created directorships may be filled by the affirmative vote of a majority of the directors serving at the time of the increase. A director appointed to fill a vacancy shall hold office until a qualified successor is elected by the Members at the next regular or special meeting of the Members, or until his or her earlier death, resignation, removal or disqualification.

3.207 **Reimbursement of Expenses**

By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and other such expenses determined by the Board of Directors to be reasonable and necessary.

Section 3 Officers and Directors

3.301 **Duties of Officers and Directors**

In addition to the specific duties prescribed in these Bylaws, the officers and directors shall perform any other duties delegated to them by the Board of Directors.

3.302 **President**

The President shall be the chief officer of the corporation and shall:

- (a) When present, preside at all meetings of the Board of Directors, and of the Membership;
- (b) With the Secretary, sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Red Wing Soccer Club, Inc. except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or these Bylaws or by the Board of Directors to some other officer or agent of the Red Wing Soccer Club, Inc.; and
- (c) The President is an ex-officio member of all committees.

3.303 **Vice President**

In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President.

3.304 **Secretary**

The Secretary or his or her designated agent shall:

- (a) Maintain records of and, whenever necessary, certify all proceedings of the Board of Directors and the Red Wing Soccer Club, Inc.;
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) Be custodian of the corporate records;
- (d) Oversee the credentials process at the Annual Membership Meeting;
- (e) With the President, sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Red Wing Soccer Club, Inc., except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or these Bylaws or by the Board of Directors to some other officer or agent of the Red Wing Soccer Club, Inc.

3.305 **Treasurer**

The Treasurer shall be the chief financial officer of the Red Wing Soccer Club, Inc. and either he or she or his or her designated agent shall:

- (a) Ensure that accurate financial records for the Red Wing Soccer Club, Inc. are kept;
- (b) Deposit all moneys, drafts and checks in the name of and to the credit of the Red Wing Soccer Club, Inc. in the banks and depositories designated by the Board of Directors;
- (c) Endorse for deposit all notes, checks and drafts received by the Red Wing Soccer Club, Inc. as ordered by the Board of Directors, making proper vouchers therefore;
- (d) Disburse the Red Wing Soccer Club, Inc. funds and issue checks and drafts in the name of the Red Wing Soccer Club, Inc. as ordered by the Board of Directors;
- (e) Render to the Board of Directors and the President, whenever requested, an account of all transactions by the Treasurer and of the financial condition of the Red Wing Soccer Club, Inc.;
- (f) Oversee the work of the Budget Committee, if established by the Board;
- (g) If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

3.306 Registrar

The Registrar shall coordinate player registration, collect fees, and maintain membership records for the club.

3.307 Boys District Representative

The Boys District Representative shall be the liaison with the Boys MYSA South District.

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3.309 Uniforms and Equipment Coordinator

The Uniforms and Equipment Coordinator shall procure and distribute uniforms and equipment. At the end of the season, the Coordinator shall arrange proper storage and provide an equipment inventory to the President.

3.310 Coaching Coordinator

The Coaching Coordinator shall recruit coaches and arrange training clinics.

3.311 Referee Coordinator

The Referee Coordinator shall recruit, train and schedule referees. The Coordinator also shall provide monthly timesheets to the Treasurer.

3.312 Fields Coordinator

The Fields Coordinator shall secure suitable playing sites, arrange field maintenance, and coordinate scheduling of fields for practice sessions and games.

3.313 Communications Coordinator

The Communications Coordinator shall collect and disseminate information to members, prepare the newsletter, and arrange publicity in the community.

ARTICLE 4 COMMITTEES

4.101 Establishment and Appointment

The Board of Directors may establish such committees as it deems necessary or advisable in the best interests of the Red Wing Soccer Club, Inc. The President, subject to approval of the Board of Directors, shall appoint members to special committees. The committees shall have the duties delegated to them by the Board of Directors.

4.102 Removal of Committee Members

The Board of Directors may remove a committee member if it finds that the member is not fulfilling his/her duties. A two-thirds majority affirmative vote of the Board of Directors shall be required to remove a committee member.

4.103 Vacancies on Committees

The President, subject to the approval of the Board of Directors may appoint a person to fill a vacancy on any committee.

ARTICLE 5 VOTING

Section 1 Membership Meetings

5.101 Who May Vote

Members attending the meeting shall have the right to vote at Membership meetings.

5.102 Number of votes

Members attending the meeting shall each have one vote.

Section 2 Committee Meetings

5.103 Voting

In all meetings of any committee of the Red Wing Soccer Club, Inc. each committee member present at a meeting shall have one vote.

Section 3 General Provisions

5.104 Proxy Voting Prohibited

Proxy voting is prohibited.

ARTICLE 6 MEETINGS

Section 1 Membership Meetings

6.101 Annual Membership Meeting

The Members of the Red Wing Soccer Club, Inc. shall meet once per year at a date and time determined by the Board of Directors. Notice of said meeting shall be given at least 5 days and no more than 60 days in advance of the meeting. This meeting shall be known as the Annual Membership Meeting.

6.102 Special Membership Meetings

Special Membership Meetings may be called as follows:

- (a) by a majority of the Board of Directors
- (b) by the signature of a Majority of the Members on a request for a special meeting delivered to the Board of Directors.

In the event a Special Meeting is called, Members shall receive at least thirty (30) days notice of such Special Meeting.

Section 2 Committee Meetings

6.201 Board of Directors

The Board of Directors shall hold regularly scheduled meetings during the year. Any Board of Directors member may call special meetings by giving 7 days advance notice of the meeting date to the other Board of Directors members.

6.203 Committees

The Committees established by the Board of Directors shall meet as necessary to fulfill their responsibilities on 7 days prior notice to the committee's members by the chairperson. A committee member or a director having oversight responsibility for such committee may call special meetings upon 14 days prior notice to the committee's members.

6.204 Emergency Meetings

In the event of an emergency, meetings of the Board of Directors or any committee may be called upon 48 hours notice by any technological means available.

Section 3 General Rules

6.301 Notices

U.S. Mail, telephone, e-mail, fax or any other technological means may be used to give notice of a meeting.

6.302 Quorum.

In all meetings of the Board or any committees of the Red Wing Soccer Club, Inc. a quorum shall consist of one-third (1/3) of the total number of Board or committee's members. In all meetings of the Membership, a quorum shall consist of ten percent (10%) of the total number of Members.

6.303 Minutes

Minutes shall be kept at every Membership, Board of Directors and committee meeting. Copies of the minutes shall be kept and be made available upon request.

6.304 Robert's Rules of Order

Except as otherwise provided in these Bylaws or the MYSA rules, policies or procedures, meetings shall be conducted in accordance with Robert's Rules of Order as most recently revised.

6.305 Order of Business

The recommended order of business for Membership and Board meetings is:

- (a) Roll Call
- (b) Minutes of Previous Meeting
- (c) Correspondence
- (d) Committee Reports
- (e) Treasurer's Report
- (f) Unfinished Business
- (g) New Business
- (h) Elections
- (i) Bylaw and Rule Changes
- (j) Adjournment

ARTICLE 7 PLAY AND PLAYERS

Section 1 Rules of Play

7.101 Playing Rules

FIFA "Laws of the Game" shall apply to all games played within the jurisdiction of the MYSA except as specifically modified by USYS and the MYSA Rules.

Section 2 Classification

7.201 Player Classification

Players are classified as amateur and youth.

7.202 Amateur Defined

An amateur does not receive a wage or salary for playing soccer.

7.203 Youth Defined

A youth has not reached the age of 19 years before August 1 immediately preceding the start of the Soccer Year. A youth who reaches age 19 on or after August 1 shall be allowed to complete that Soccer Year.

Section 3 Player Registration

7.301 Registration Required

A player must register with the Red Wing Soccer Club, Inc. A player must not register with any other association or club during an MYSA-sanctioned soccer season.

7.302 When Registered

A player is registered the moment the player and the player's parent or guardian signs the registration form and pays the fees required by Red Wing Soccer Club, Inc.

7.303 Registration Binds Player

Once registered, a player is bound to the Red Wing Soccer Club, Inc. for that soccer season, except as provided in 7.304 and 7.305.

7.304 Player Transfers

A registered player may request a transfer from the Red Wing Soccer Club, Inc. in accordance with the MYSA rules.

7.305 Player Releases

A registered player not placed on a team by the Red Wing Soccer Club, Inc. must be released by the Red Wing Soccer Club, Inc.

ARTICLE 8 FINANCES

Section 1 General Rules

8.101 Fiscal Year

The fiscal year for Red Wing Soccer Club, Inc. shall be from January 1 to December 31.

8.102 Prohibited Transactions

The Red Wing Soccer Club, Inc., its officers, directors, members and any persons acting in or on its behalf, shall take no actions which may adversely affect the Red Wing Soccer Club, Inc.'s nonprofit and/or tax exempt status or which may otherwise violate any state or federal law.

8.103 Contracts and Banking

The Board of Directors, except as may otherwise be required by law, the Articles of Incorporation or these Bylaws, may authorize any officer(s) or agent(s) to enter into any contract or to execute and deliver any instrument or document in the name of and on behalf of the Red Wing Soccer Club, Inc. and such authority may be general or confined to specific instances.

8.104 Acceptance of Gifts

The Board of Directors may accept on behalf of the Red Wing Soccer Club, Inc. any contribution, gift, bequest, or devise for the general purpose or any special purpose of the Red Wing Soccer Club, Inc.

8.105 Annual Audits

An annual audit shall be conducted of the financial records of the Red Wing Soccer Club, Inc. An appropriate auditor or audit committee shall be appointed by the President and approved by the Board of Directors. This audit shall be completed and a report prepared and submitted to the Board of Directors for its review within 60 days of the close of the fiscal year. Such audit shall be available for review by a Member upon request.

8..106 Distribution of Funds Upon Dissolution

In the event of the dissolution or final liquidation of the Red Wing Soccer Club, Inc., none of the funds held by the Red Wing Soccer Club, Inc. shall be distributed to any director or Member or individual. The rules of USYS shall determine the disbursement of such funds, except that all disbursements must be to an organization which qualifies as a tax exempt entity under Section 501 (c) of the Internal Revenue Code as it may be amended from time to time.

ARTICLE 9 AMENDMENT OF BYLAWS

9.101 Proposal to Amend

Any Member, director or committee of the Red Wing Soccer Club, Inc. may propose to amend these Bylaws by delivering the proposal in writing to the Board of Directors not less than 120 days prior to the Annual Membership Meeting or a Special Membership Meeting.

9.102 Review of the Proposed Amendment

The Board shall review the proposed amendment for form and for any conflict with the other existing Articles of Incorporation, Bylaws and rules of the Red Wing Soccer Club, Inc., MYSA, USYS or USSF, and report its recommendation to the Membership.

9.103 Notification of Members

Members shall be given notice of the proposed amendment and the recommendation of the Board of Directors in writing no less than 60 days prior to the Annual Membership Meeting or Special Membership Meeting. The author of the Bylaw amendment shall provide the Red Wing Soccer Club, Inc. sufficient copies to mail to all Members no less than 75 days prior to such meeting.

9.104 Voting

Amendments to the Bylaws may be made by the affirmative vote of two-thirds of the votes present at a Membership Meeting, a quorum being present.