

# BYLAWS OF EDINA SOCCER CLUB

This instrument constitutes the Bylaws of Edina Soccer Club, adopted for the purpose of regulating and managing the internal affairs of the corporation.

## ARTICLE I

### CORPORATE SEAL

Section 1.1 The corporation shall not have a seal.

## ARTICLE II

### NON-PROFIT PURPOSES

Section 2.1 IRC Section 501(c) (3) Purposes.

This corporation is organized for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code, and for the purposes set forth in Article II of the Articles of Incorporation of the Edina Soccer Club.

Section 2.2 Specific purposes.

The specific purposes of this corporation shall be:

To promote, coordinate, administrate and further the interests of players and families in Edina who wish to participate in traveling soccer. In addition, it shall be the purpose of the Club to provide a fun and constructive experience for traveling soccer players and their families to promote enjoyment of the game of soccer and the development of life fulfilling skills.

This is accomplished through:

- Placing high priority on the development of values reflecting good sportsmanship, fair and honest competition, mutual respect and civility by players, coaches, referees, parents and representatives of the club;

- Development of self-confidence and self-esteem on the part of participants in the program;
- Teaching patience, discipline, teamwork and work ethic through the game of soccer;
- Encouraging individual player development to the limits of the player's own ability and desire and through teaching individual soccer skills, general team tactics, knowledge of the rules of the game, and an understanding and appreciation of the spirit and history of the game of soccer;
- Promoting the education and development of coaches and referees.

In addition, in order to accomplish these purposes, the corporation, through the Board of Directors, may adopt certain written policies and procedures including, but not limited to, Drug, Alcohol and Tobacco Policy, Dispute Resolution Procedures, Codes of Conduct and Team Formation Policies.

The Edina Soccer Club will strive to provide its players and families a broad range of soccer experiences by sponsoring and supporting teams to participate fully in the leagues and activities of the Minnesota Youth Soccer Association (MYSA). In appropriate situations, ESC will cooperate with other soccer programs to provide additional instructional and playing opportunities for all players and to encourage the education and development of referees and coaches.

### ARTICLE III

#### MEMBERS

Section 3.1 Any action or approval of the Members or shareholders of a corporation which would otherwise be required by the terms of any agreement to which this corporation is

a party, or by which this corporation is bound, or by the provisions of any law, rule or regulation to which this corporation is subject, requires only action or approval of the Board.

#### ARTICLE IV

#### BOARD OF DIRECTORS

Section 4.1 The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors elected by the affirmative vote of a majority of the directors present at a duly held meeting. The Board of Directors shall consist of seven (7) or more individuals as established from time to time by resolution of the Board of Directors.

Section 4.2 Directors shall serve for a term of three (3) years each, and shall be so elected that approximately one-third (1/3) of the directors within each group of directors is elected each year.

Section 4.3 At all meetings of the Board of Directors a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 4.4 Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

Section 4.5 The Board of Directors shall have regular monthly meetings at such places and times as it shall establish by resolution. The annual meeting of the Board of Directors shall be held at such time and place as may be designated by resolution of the Board of Directors.

Section 4.6 A director may resign at any time by giving written notice of his or her resignation to the corporation. The resignation is effective when received by the corporation, unless a later date has been specified in the notice.

Section 4.7 A director may be removed from office, with or without cause, by the affirmative vote of two-thirds (2/3) of the directors present at a duly held meeting; provided that

not less than five (5) days and not more than thirty (30) days notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

Section 4.8 In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

Section 4.9 Special meetings of the Board of Directors may be called at any time upon request of the Chair, the President or any two (2) directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

Section 4.10 The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the corporation to the extent determined by the Board. Examples of such committees would include the following:

- a. Coaches committee;
- b. Rules and referees committee;
- c. Uniforms and equipment committee;
- d. Insurance and collections committee; and
- e. Registration and publicity committee.

Section 4.11 The Board of Directors may hold their meetings at such places, whether in this state or in any other state, as a majority of the directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the registered office of the corporation.

Section 4.12 Whenever under the provisions of these Bylaws notice is required to be given to any director, it shall be construed to require personal notice, but such notice may be given in writing by mail by depositing it in a post office or letter box within the State of Minnesota, in a post-paid, sealed wrapper addressed to such director or committee Member at his or her last known address; or by prepaid telegram or telegraphic letter addressed to such director similarly addressed, and such notice shall be deemed to have been given at the time when thus mailed or deposited in the telegraph office.

Section 4.13 Directors shall not be compensated for their duties as directors, except that directors may be reimbursed for expenses incurred on behalf of the corporation, which are authorized by the Board.

## ARTICLE V

### OFFICERS

Section 5.1 The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may, from time to time, appoint.

Section 5.2 The duties of the officers of this corporation shall be:

- a. President - The President shall be the chief executive officer of the corporation and shall be responsible for the day to day operations of the corporation. In addition, she or he shall perform such other duties as may be determined from time to time by the Board of Directors.
- b. Vice President - The Vice President shall act as aid to the President and shall perform the duties of the President in the absence or inability of the President.

- c. Secretary - The Secretary shall attend all meetings of the Board of Directors and any committee thereof, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporation records, and perform such other duties as may be determined from time to time by the Board of Directors.
- d. Treasurer - The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, and disbursing corporate funds as authorized. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors.

Section 5.3 An officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice.

Section 5.4 Any officer may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 5.5 A vacancy in an office because of death, resignation or removal may be filled by the Board of Directors.

## ARTICLE VI

### FINANCE

Section 6.1 Any dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 6.2 All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

Section 6.3 All contracts, checks and orders for payment, receipt or deposit of money, and access to securities of the corporation shall be as provided by the Board of Directors.

Section 6.4 The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

Section 6.5 Title to all property shall be held in the name of the corporation.

Section 6.6 A summary report of the financial operation of the corporation shall be made by the Treasurer at least annually to the Board of Directors.

## ARTICLE VII

### AMENDMENTS

These Bylaws or any section hereof may be amended or repealed by the Members of the Board of Directors in any respect not inconsistent with the Articles of Incorporation of the Edina Soccer Club.

## ARTICLE VIII

### RULES OF ORDER

Robert's Rules of Order, newly revised, shall govern the proceedings of all meetings of the Corporation and its constituent parts, except as provided in these Bylaws.

## ARTICLE IX

### LAWS APPLICABLE

Minnesota Statutes Chapter 317A shall be applicable as to any matters or in any respects not otherwise covered by these Bylaws.

ARTICLE X

CERTIFICATION

These Bylaws of the Edina Soccer Club were duly adopted as the Bylaws of said corporation by the unanimous vote of the Board of Directors at a general meeting of such Board of Directors duly held on the 5<sup>th</sup> day of NOVEMBER, 1995.

OTD C. Berg  
SECRETARY

ATTEST:

K. W. R. P. R.  
PRESIDENT