

# **Constitution and By-Laws of The Schwaben Athletic Club**

## **(Amended as of 02/16/2024)**

### **ARTICLE I**

#### **Foundation and Purpose**

- A. The Schwaben Athletic Club, hereinafter referred to as “Schwaben AC” or “Club” was founded in October, 1926 to strive for and has as its objectives the following:
1. Soccer or
  2. Any other sport in which the members elect to participate.
  3. To encourage friendship and club loyalty amongst its members through dances and other social affairs.
  4. To educate, develop, promote and regulate soccer for junior players **and adults**.
  5. To promote sportsmen like competition.
  6. To combat juvenile delinquency.
  7. To promote physical and cultural development.
  8. To sponsor clinics, workshops, lessons and seminars for sports instruction and education.
  9. Foster the Club’s German heritage per our founders intentions.
- B. Mission Statement
1. To be a premier soccer club in the Midwest.

### **ARTICLE II**

#### **Administration**

- A. The officers of the Club, which shall be called the Board, shall administer the affairs of this Club. These people shall be elected by the active and legacy members of this Club, with such qualifications as shall be determined from time to time, by the active and legacy members, and each officer of said board shall be an active member of this Club.

### **ARTICLE III**

#### **Officials**

- A. The officers of the Schwaben AC shall consist of:
1. President
  2. Senior Vice President
  3. Vice-President
  4. Secretary
  5. Treasurer
  6. Director of Coaching
  7. Facilities Director
  8. Director-At-Large

### **ARTICLE IV**

#### **Duties of Officers**

- A. President
1. The President shall be the chief executive and presiding officer of the Schwaben AC. The President shall preside at meetings of the Club, and shall, in general, have such authority and perform duties as are customary for presiding officers. The President shall have such other powers and perform such other duties as may be required by the Board. The President shall ensure that Board functions are carried out, and candidates are identified for vacant Board positions for Board approval. The President may appoint such committee or committees as authorized to appoint by the Board. The President or another officer shall be one of the the

approvers of checks of the Club greater than \$10,000. The President shall, subject to the approval of the Board, sign contracts and make agreements in the name and on behalf of the Schwaben AC. The President shall be a member of the Executive Committee.

B. Vice-President/Senior Vice President

1. The Vice-President shall, in the absence of the President, shall preside over meetings of the Schwaben AC. The Vice-President shall assume the duties of the President if the President leaves office prior to completion of his/her term. The President may delegate such of his/her responsibilities to the Vice-President as the President shall determine.

C. Secretary

1. The Secretary shall keep a record of the proceedings of the Board and annual or special meetings of the Club, or appoint Recording Secretary to record proceedings,  
He/she shall be responsible for the safekeeping of all valuable documents of the Club. He/she shall provide and maintain all By-Laws, Rules, and Regulations of the Club. He/she shall serve all notices required by law, or the By-Laws of the Club, and, in case of his/her absence, his/her duties may be performed by any persons whom the Board may direct. In the absence of the President and Senior VP and/or Vice-President, he/she shall preside over meetings of the Club.

D. Treasurer

1. The Treasurer shall have custody of all funds, securities, evidence of indebtedness, and shall deposit funds and securities in the name and to the credit of this Club in a bank or depository. He/she shall keep appropriate books and an accurate account of all money received and paid out. He/she shall have charge of all funds and shall have overall responsibility for the collection of fees and payment of expenses as approved by the Board. He/she shall prepare a detailed financial report for submittal to the membership at the annual meeting. He/she shall submit a monthly financial statement to the Board at the regular monthly meeting. He/she shall be responsible for the filing of all required federal and state income tax and information forms. He/she shall arrange for and submit all records for an annual audit. He/she may transfer funds between accounts of the Club. In the absence of the President, Senior VP, Vice-President and Secretary, he/she shall preside over meetings of the Club.

E. Director of Coaching

1. The Director of Coaching shall administer the soccer program.
2. Shall make a report of sports activity at meetings.
3. Assign coaches and Team Managers for teams.
4. Collection of Youth fees
5. Be responsible for player insurance coverage and handling of injuries and accidents.
6. Attend league meetings
7. Grow the program.
8. Appoint Youth/Website Administrator
9. Youth Administrator to keep a current list of all members, publicity director, communication.

F. Directors

1. The Directors shall contribute to operations, special projects and studies conducted by the Board
2. Facilities Director is responsible for fields and equipment.
3. Director-At-Large is responsible for Club Functions, e.g. Concessions, Fundraising, Dances, etc.

**ARTICLE V**  
**Powers of The Board**

A. General Powers of the Board:

1. The Board shall have the management of the business of the Club, and subject to restrictions imposed by law, by the articles of incorporation or by these By-Laws, may exercise all of the powers of the Club.

B. Specific Powers of the Board:

1. Without prejudice to such general powers, it is hereby expressly declared that the Board will have the following powers:
  - a. To adopt and alter a common seal of the Club.
  - b. To make and change regulations not inconsistent with these By-Laws, for the management of the Club's business and affairs.
  - c. To appoint and remove all officers, directors, agents, and employees of the Club as prescribed herein or as otherwise approved; prescribe their duties, if they so deem necessary, and at their discretion, from time-to-time, to devolve the powers and duties of any officer upon any other person for the time being.
  - d. To pay for any property purchased by the Club.
  - e. To designate from time-to-time, the time and place of its meetings or to authorize the President to do so.
  - f. To select and designate such bank or trust company as they deem advisable, as official depository of the funds of the Club and to prescribe and order the manner in which such deposits shall be made and/or withdrawn. All checks in the amount of \$10,000 or greater must be approved by at least two (2) Board members.

C. Compensation:

1. With the exception of the Director of Coaching no individual shall receive remuneration for their services as an officer of the Club
2. The DOC will be treated as Independent Contractors and issued 1099's.

D. Replacement of Officers:

1. Any vacancy occurring on the Board of Directors, caused by resignation or any other reason, shall be filled by majority vote of the remaining members of the Board of Directors unless the number of vacancies occurring in the Board reduces the number thereof to less than half of the authorized Board positions. In such an event, a Special meeting of the Club shall be called. The Secretary or such other officer designated by the majority of the remaining members of the Board shall notify each Active Member as provided in Article XII.E of such meeting.
2. An Officer found negligent in the performance of his/her duties as defined by these By-Laws, may be removed from office by a three-fourths (3/4) vote of the Board.

**ARTICLE VI**  
**NOMINATION AND ELECTION OF THE BOARD**

A. Nomination and Election:

- 1 At the annual meeting of the Club, the active members of the Club shall elect the members of the Board.
- 2 Nomination and election of the Board shall be the first item of new business at the annual meeting.
- 3 Any person seeking election to a position at the annual meeting shall submit a statement of intention to seek office stating his/her name and the position sought no less than 30 days before the annual meeting. The list of nominees shall be published at least 20 days prior to the annual meeting in a manner provided in Article XII.B.
- 4 Election of all Club board members shall require a simple majority vote of the Active and Legacy members present and voting at the annual meeting. Each Active and Legacy member shall be entitled to one vote. When three or more members are nominated for an office and on the first ballot one nominee fails to receive a majority vote, a runoff election shall be held between the two

candidates receiving the most votes. In case of tie votes, additional votes may be taken until one candidate receives a majority

- 5 Voting for the election of any Board member of this Club shall be by secret written ballot for any tested position. Any position for which there is only one nominee may be elected by voice vote.

**B. Term of Office**

1. The term of office shall be for 1 year.

**C. Conflict of Interest:**

1. No officer or director or employee of this Club shall: (i) engage in any profit-making activity with which this Club is directly or indirectly involved; (ii) be employed by, or a member of, any for-profit organization with which this Club does business; or (iii) hold any position in any competing organization. Any person found not to be in compliance with this provision shall be removed from his or her position with the Club and may be held liable for damages resulting from said breach of fiduciary responsibility. This provision does not apply to paid referees.

**ARTICLE VII**  
**COMMITTEES**

**A. General Committees:**

1. Allows the Board to designate and appoint committees and their members. All committee chairpersons shall be members of the Board and have board vote. All other committee members shall be members of the Club but only members of said committee may vote on committee recommendations or on decisions requiring a vote.
2. Each committee shall keep regular minutes of their proceedings and report the same to the Board.

**B. Other Committees:**

By resolution passed by a simple majority of the whole Board, the Board may designate and appoint such committee(s), including a chairman on any subject within the powers of the Club; such committee(s) and chairman to have such powers, to exercise such duties and to perform such services as may be prescribed, from time to time, by the Board. Such committee(s) shall have such name or names as may be stated in these bylaws or as may be determined from time to time, by resolution by the Board.

**C. Finance Committee:**

Shall consist of President, Senior VP, Treasurer, and Director of Coaching, plus three active members to act as audit committee.

**ARTICLE VIII**  
**MEMBERSHIP**

**A. General:**

1. Membership in this Club is open to any person over the age of 18.
2. New Members: Must be sponsored by current member, attend a general meeting to be taken up, pay a nominal initiation fee.
3. Membership in this Club shall consist of Honorary members, Active members and Legacy members.

**B. Specific:**

1. **Honorary Members:** Honorary Members may be extended by the Board to individuals who have rendered outstanding or extraordinary service in the promotion of the Club's objectives.
  - a. **Active Members:** Active Members shall consist of the following: officers, adult registered players, parents and/or legal guardians of registered players.
  - b. **Legacy Members:** Legacy Members are Members of the club who are current members as of 12-31-2023.
  - c. **Participating Members:** Participating Members shall consist of youth registered players

**C. Right to Vote:**

1. Each Active and Legacy member shall be entitled to one vote at the annual or special meetings of the members of this Club. Those members entitled to vote shall do so in person. No voting by proxy is permitted.

**D. Termination of Membership:**

1. Any member of whatever class may terminate his or her membership by written notification to the Secretary of this Club.
2. If the Board finds the conduct of any member is negligent in the performance of their duties as defined in these By-Laws, purposely ignores the Rules, Regulations, or is detrimental to the objectives of this Club, it may suspend the member, or take such other sanctions, or actions deemed necessary under the circumstances, such action will require a three-fourths (3/4) majority vote of the entire Board.
3. Adult players who are no longer registered.
4. Upon non payment of fees.

**E. Fees:**

1. **By whom Paid:**
  - a. Active, Honorary and Legacy members shall pay fees determined by the Finance committee.
  - b. Honorary members shall pay no fees.
2. **When Payable:**
  - a. Fees for each playing season shall be payable at the time of registration of the Participating members, and for all other members at the time the fees are set by the Board.

**F. Liability of Members:**

1. No member of this Club shall be personally or otherwise liable for and or the debts, liabilities, and/or obligations of this Club.

**G. Term of Membership:**

1. The term of membership for all Board members shall be from election at the annual meeting to the subsequent annual meeting.
2. The term of membership for all other members shall be for one year from date of registration of membership.
- 3.

**ARTICLE IX**  
**Meetings**

**A. Specific:**

1. The Annual Meeting of the Club shall be held during the month of February or March of each year. By majority vote, the Board shall establish the date, time, and place of the annual meeting. The Board shall give a minimum of 30 days notice of the annual meeting as provided in Article XII.B. Unless the Board by majority vote determines otherwise, the Annual Meeting shall be held on the second Tuesday in March. The Secretary or such other officer designated by the Board shall notify each Active Member as provided in Article XII.B of such meeting.
2. The Annual Meeting shall be held for the following purposes:
  - a. Presentation of the Club status.
  - b. Presentation of a financial report for approval by the voting membership.
  - c. Nomination and election of the Board.
  - d. Voting on amendments to the By-Laws. Such amendments must be presented to the Board at its regularly scheduled meeting at least 30 days in advance of the annual meeting and must be published in the Club's newsletter or published on the Club's website at least 30 days prior to the annual meeting.
  - e. Disposal of other Club business.

**B. General Meetings:**

1. General meetings of the Club will be held the last Friday of each month.

**C. Board Meetings:**

The Club shall hold regular monthly board meetings during the year, or at least once per quarter to conduct club business. Meeting day and time will be determined by majority vote of the Board at the start of each soccer season.

**D. Special meetings of the Board:**

Special meetings of the Board may be held as needed.

**E. Call of special meetings:**

Special meetings of the Board for any purpose or purposes may be called at any time by the President or, if he/she is absent or unable, or refuses to act, by a majority of the remaining Board. Notice of a special meeting shall be given at least seven days in advance to all Board members in a manner provided in Article XII.B.

**F. Quorum:**

In order for business to be conducted, a simple majority of all occupied Board positions, must be present at a meeting of which proper notice was given.

**ARTICLE X**  
**DONATIONS**

- A.** This Club may accept gifts, legacies, donations, and/or contributions, in any amount and in any form, from time-to-time, upon such terms and conditions as may be decided from time-to-time by the Board.

**ARTICLE XI**  
**FISCAL YEAR**

- A. The fiscal year shall be the calendar year unless a majority of the board votes to change to a fiscal year and designates dates.

**ARTICLE XII**  
**MISCELLANEOUS PROVISIONS**

A. Drafts and Notes:

1. All drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club for all debts of the Club shall be approved by a simple majority vote of the Board at a regular or special Board meeting, and shall be signed by the Treasurer and co-signed by one of the other officers.

B. Notice and Waiver of Notice:

1. Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by email, by publishing said notice on the Club website, or by depositing the same in a post office box in a sealed postpaid wrapper, addressed to the person entitled thereto at his last known post office address, and such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given under these By-Laws may be waived by the person entitled thereto. Members not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by law.

C. Liquidation

1. If for any reason the Club is forced to terminate, all of its assets shall be donated to one or more charitable organizations. A special meeting shall be called at such time to determine the distribution of said assets by a three quarters majority vote.