

Menomonie Area Soccer Inc.

Bylaws (updated 6/24/2020)

Part I – General

Article 1. Name

Section 1. This organization shall be known as Menomonie Area Soccer Inc., hereinafter referred to as “Menomonie Area Soccer”. Menomonie Area Soccer shall maintain status as nonprofit organization under the laws of the United States and the State of Wisconsin, and shall maintain its tax-exempt status under the Internal Revenue Code.

Section 2. Menomonie Area Soccer is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 3. Menomonie Area Soccer serves the general area of Menomonie, Wisconsin and surrounding communities, but membership is not limited to within those boundaries.

Article 2. Purpose

Section 1. The purpose of Menomonie Area Soccer is to expose young people to the game of soccer and to develop individual and team skills through practice, instruction and games.

Article 3. Memberships in Other Organizations

Section 1. Menomonie Area Soccer shall be a member of, and comply with the bylaws and policies of Wisconsin Youth Soccer Association (WYSA). Menomonie Area Soccer shall also be an affiliate of the U.S. Youth Soccer (USYS), and the U.S. Soccer Federation (USSF).

Section 2. Menomonie Area Soccer shall maintain its bylaws and policies in compliance with the bylaws and policies of the WYSA, United States Youth Soccer Association (USYS) and the United States Soccer Federation (USSF). In the event of

any conflict between the bylaws and policies of Menomonie Area Soccer and the bylaws and policies of the organizations of which it is a member, the provisions of the organizations of which Menomonie Area Soccer is a member shall take priority.

Article 4. Authority

Section 1. The governing authority of Menomonie Area Soccer shall be vested in an elected body known as the Board of Directors (Board), which shall exercise the right of decision on all matters pertaining to the affairs of the organization.

Section 2. The Board may appoint officers and committees and may determine their duties.

Article 5. Fiscal and Seasonal Soccer Year

Section 1. Menomonie Area Soccer's fiscal year shall be from June 1st through May 31st of the following year.

Section 2. The seasonal soccer year shall extend from August 1st through July 31st the following year.

Article 6. Dissolution of the organization

Section 1. Should Menomonie Area Soccer be dissolved, all monetary and physical assets remaining after payment or provision of payment of all debts shall be turned over to the Menomonie Area School District or to another IRS tax-exempt charitable organization for programs promoting youth soccer in the Menomonie area.

Section 2. Should Menomonie Area Soccer merge with another organization, all assets shall be transferred to the surviving entity by the end of the fiscal year.

Part 2 - Membership

Article 1. Equal Opportunity

Section 1. Menomonie Area Soccer will not discriminate against any individual on the basis of race, color, religion, age, sex, national origin, disability, or sexual orientation.

Article 2. Participation

Section 1. Youth Participants – Are registered players under the age of 19. They shall submit an application to the Registrar in the format prescribed by Menomonie Area Soccer. An annual fee established by, and payable to, Menomonie Area Soccer shall accompany all applications, with the exception of players on scholarships who must still submit an application. Acceptance by Menomonie Area Soccer shall constitute approval of the application provided space is available on a team for the player.

Section 2. Adult Participants – Are registered adults who are officers, directors, coordinators, coaches, trainers, managers and other elected or appointed administrators who work on behalf of Menomonie Area Soccer. Acceptance of adult participants by Menomonie Area Soccer shall be subject to approval of the application and verification by WYSA that the person's risk status is current and accepted by WYSA Risk Management system. Menomonie Area Soccer may not accept an individual who is restricted or suspended from participation by any sports organization.

Section 3. Every player, coach, assistant coach, team manager, programs administrator, officer, director, and volunteer who acts as an official representative of Menomonie Area Soccer must be registered with Menomonie Area Soccer and WYSA.

Section 4. Both youth participants and adult participants shall be subject to WYSA's bylaws and policies as well as Menomonie Area Soccer's bylaws and policies.

Section 5. All adult participants must submit to annual background checks in accordance with WYSA policies.

Article 3. Membership

Section 1. Registered members – Are the registered adult participants of Menomonie Area Soccer.

Section 2. Parent members – Are the parents or legal guardians of the youth participants of Menomonie Area Soccer.

Section 3. Voting by members – At the annual general membership meeting and any special general membership meetings, all registered members and parent members shall be eligible to vote on matters that are brought before the meeting, subject to the following limitations:

A. The President shall chair the meeting and may not vote on any issue before the meeting other than election of officers and directors.

B. Parent members are limited to not more than two voting persons per family.

C. Each voting person is limited to one vote; regardless of the number of

offices that person may hold.

Part 3 – Organization and Board

Article 1. Board of Directors

Section 1. The Board shall be comprised of the officers specified in Article 2 and the directors at large. All elected officers and elected directors are eligible to vote on any matter before the Board. The number of officers may be modified from time to time, but the number shall never be fewer than five.

Section 2. The Board shall be the representative governing authority of Menomonie Area Soccer. The Board will have general power to control and manage the affairs, funds and property of Menomonie Area Soccer, including all activities and materials that use Menomonie Area Soccer's name or database; and disburse Menomonie Area Soccer's funds and dispose of its property in fulfillment of its stated purpose.

Section 3. A quorum for conducting business at any Board meeting is formed when a majority of the Board is present. A meeting at which a quorum is initially present may continue to conduct business even if one or more directors leaves before the meeting is adjourned. All decisions of the Board shall be by majority vote of the members present, unless specified otherwise in these bylaws.

Section 4. The Board may delegate authority to committees or to individual directors as it considers necessary to carry out the purpose of Menomonie Area Soccer. Appointed coordinators and other ex officio members of the Board may attend meetings, participate in discussions, and provide advice to the Board but shall not have voting privileges at Board meetings.

Section 5. The Board at any meeting may appoint or engage agents and employees, and determine their responsibilities and compensation, if any.

Article 2. Officers, Directors, Terms and Duties

Section 1. President

The President shall:

- a) Preside over all meetings of Menomonie Area Soccer
- b) Enforce all laws, rules and regulations of Menomonie Area Soccer
- c) Appoint members of special committees as needed or when charged to do so by a majority of the Board
- d) Be an ex officio member of all committees
- e) Be the official representative of Menomonie Area Soccer in all interactions with the public, to WYSA and other clubs/associations, except when another person has been given that authority by the President with approval of the Board.
- f) Call special meetings of the Board or membership.
- g) Be a voting member of the Board.

Section 2. Vice President

The Vice President shall:

- a) Assume the duties of the President in the absence of the President and otherwise assist the President as required.
- b) Act as Safety Compliance Officer Risk Management Coordinator for Menomonie Area Soccer by ensuring compliance with concussion laws and policies imposed by the State of Wisconsin, and ensure all registered adults as named in Part 2, Article 2, Section 2 have applied and been accepted with the WYSA Kidsafe Risk Management program.
- c) Maintain medical supplies as needed.
- d) Perform other such duties as imposed by the Board.
- e) Be a voting member of the Board.

Section 3. Secretary

The Secretary shall:

- a) Keep and publish an accurate record of all meetings.
- b) Conduct the official correspondence of Menomonie Area Soccer through email, website, or paper media.
- c) Maintain the files of Menomonie Area Soccer and keep all records, books, documents and papers relating to Menomonie Area Soccer in such place and form as designated by the Board.
- d) Be responsible for the preparation of the annual report.
- e) Be a voting member of the Board.

Section 4. Treasurer

The Treasurer shall:

- a) Oversee the financial affairs and activities of Menomonie Area Soccer.
- b) Keep an accurate, informative, timely and verifiable record of all moneys received and disbursed by Menomonie Area Soccer, all assets owned or controlled by Menomonie Area Soccer, and all debts owed by Menomonie Area Soccer.
- c) Maintain financial account(s) in a depository approved by the Board.
- d) Disburse funds for authorized purposes in accordance with authorized procedures as outlined in the Purchasing Policy.
- e) Prepare and submit annual financial information to the general membership at the annual meeting.
- f) Provide financial statements acceptable to the Board at each regular meeting or as otherwise directed.
- g) Prepare all documents required to allow Menomonie Area Soccer to maintain

its tax-exempt status under the Internal Revenue Code and Wisconsin State Laws.

- h) Be a voting member of the Board.

Section 5. Registrar

The Registrar shall:

- a) Be responsible for registering all accepted applicants within Menomonie Area Soccer.
- b) Forward registration information to WYSA District registrars, coaching director and others as required.
- c) Certify birth dates as necessary and accept required forms and fees from program participants.
- d) Advise the Board of registration numbers, player fees paid and owed, requests for scholarships, and requests for refunds.
- e) Advise the Board of potential coaches, and other volunteers.
- f) Coordinate with the Recreational Play Director and Coach Director the assignment of players and coaches based on registration numbers, genders, ages, and skill levels.
- g) Coordinate with the Competitive Soccer Director and Coach Director the assignment of players and coaches based on registration numbers, genders, ages and skill levels.
- h) All fees shall be given to the Treasurer for deposit.
- i) Print and distribute team rosters to coaches.
- j) Serve as liaison to WYSA District 9 Registrar.
- k) The Board may appoint assistant registrars to help in performing the Registrar's duties.
- l) Be a voting member of the Board.

Section 6. Directors At Large

The Directors at Large shall consist of: a Coach Representative, a Parent Representative, a Community Representative, a Coach Director, a Referee Director, a Field Maintenance Director, a Recreational Soccer Director, a U6 Director, a Competitive Soccer Director, a Webmaster Director, and a Marketing & Fundraising Director. These directors may be voted into office at any time during a year. They will be elected for a term of one year and will remain in office until the next annual meeting or one year, whichever comes first. The Directors at Large will ensure balanced representation of all points of view of Menomonie Area Soccer's constituents. Directors at Large will be voting members of the Board.

Descriptions of the duties for the aforementioned directors are as follows:

The Coach Director shall:

- a) Be responsible for the coordination of player and coach development.
- b) Develop and carry out a Coach Development Program including and/or providing coaching clinics, conducting meeting for the coaches, setting policy and providing training related to acceptable behavior and other activities as appropriate to facilitate the training of the coaches and the players.
- c) Communicate the following to coaches: information on programs, Menomonie Area Soccer's policies and general information relating to activities and team organization.
- d) Coordinate with the Registrar the recruitment, selection and assignment of coaches to teams, subject to the approval by the Board.
- e) Serve as representative of coaches at all Board meetings and report all matters relating to coaching to the Board.

The Referee Director shall:

- a) Establish acceptable qualifications for game officials hired by the Menomonie Area Soccer.
- b) Coordinate recruiting, training, scheduling and supervision of referees in Menomonie Area Soccer activities.
- c) Arrange training to develop referees for Menomonie Area Soccer games and maintaining records for payroll as needed.
- d) Ensure compliance with USSF, WSRC and competitive league rules affecting referees.
- e) Report to the Board on all matters and activities concerning referees.

The Field Maintenance Director shall:

- a) Be responsible for purchasing field maintenance equipment and supplies, as documented in Menomonie Area Soccer's purchasing policy.
- b) Be responsible for selecting appropriate lawn care applications and timing, subject to the approval of the Board.
- c) Oversee field maintenance activities, including field lining and goal post placement.
- d) Provide goal maintenance and replacement, nets, and goal anchoring needs.
- e) Will select individuals to lay-out and line fields for play, and inspect goals and field equipment for condition and safety.

The Recreational Soccer Director shall:

- a) Be responsible for recreational soccer play at U6 – U12
- b) Develop and carry out Menomonie Area Soccer's recreational soccer program in compliance with the rules and team formation policies for

- recreational teams.
- c) Communicate information on programs, Menomonie Area Soccer's policies, and general information relating to activities and team organization to recreational teams.
 - d) Working with the Registrar, order uniforms for recreational teams, subject to Board approval.
 - e) Coordinate with the Coach Director the recruitment and selection of coaches, subject to Board approval.
 - f) Coordinate with the Registrar and Coach Director the assignment of players and coaches to teams.
 - g) Recommend registration fees and procedures to the Board.
 - h) Ensure the availability of toilets and concessions.
 - i) Report to the Board on all matters relating to recreational soccer.
 - j) The Board may assign assistants to the Recreational Soccer Director to help manage specific groups.

The U6 Director shall:

- a) Develop and carry out a U6 soccer program.
- b) Communicate information relating to U6 soccer program to U6 members.
- c) Coordinate the recruitment of parent assistants to help manage specific activities related to the U6 soccer program.

The Competitive Soccer Director shall:

- a) Be responsible for soccer play in the WYSA and other districts competitive leagues.
- b) Develop and carry out a Competitive Soccer program in compliance with WYSA and other districts rules and team formation policies for competitive teams.
- c) Communicate information on programs, Menomonie Area Soccer's policies, and general information relating to activities and team organization to team coaches.
- d) Working with the Registrar, order uniforms for Competitive teams, subject to Board approval.
- e) Coordinate the recruitment and selection of coaches with the Coach Director and identify Team Managers within each team.
- f) Coordinate with the Registrar and Coach Director the assignment of players and coaches to teams.
- g) Recommend registration fees and procedures to the Board.
- h) Ensure availability of toilets and concessions.
- i) Ensure that the WYSA and other districts dates are met for registration.

The Webmaster Director shall be responsible for:

- a) Maintenance, set-up and updates to the website and virtual presence of Menomonie Area Soccer as appropriate, subject to the approval of the Board.

The Marketing and Fundraising Director shall:

- a) Carryout all fund-raising activities approved by the Board.
- b) Assist with promoting Menomonie Area Soccer through marketing strategies approved by the Board, such as placing advertisements in community publications.

Article 3. Appointed Coordinators

Section 1. The Board may appoint coordinators to manage the programs that Menomonie Area Soccer provides. Appointed Coordinators shall serve for the seasonal year (August 1st – July 31st) in which they are appointed, unless another term is set by the Board upon appointment. Appointed Coordinators may be removed by a majority vote of the Board at any Board meeting. Appointed Coordinators shall attend regular Board meetings, shall advise the Board on all matters pertaining to the programs under their jurisdiction, and may participate in Board discussions. Appointed Coordinators shall not, however, be entitled to vote on issues before the Board and shall not be considered in determining whether a quorum is present for conducting business at a Board meeting.

Article 4. Election of Officers and Directors

Section 1. All members of the Board shall be elected by participating members at the annual meeting.

Section 2. The Board shall establish procedures for nominations and elections.

Section 3. The term of office shall be two years, beginning at the start of each fiscal year, with a transition period beginning immediately after the annual meeting has been adjourned. The transition period is defined as a time when the current director and future director work together to satisfy the responsibilities of their elected office.

Section 4. No director may serve in one office for more than two consecutive two-year terms unless no other candidates are nominated at the annual meeting.

Section 5. A majority of the votes cast in a specific contest shall be required to elect a person to the Board.

Article 5. Resignation of Directors

Section 1. Any director may resign by giving written notice of resignation to the Board. Such resignation shall take effect at the time specified in such notice, with or without the acceptance of such resignation.

Article 6. Removal of Officers or Directors

Section 1. A Board member may be suspended or removed from office for failure to meet responsibilities or for otherwise acting in a manner detrimental to the interests of the Menomonie Area Soccer.

Section 2. Suspension or removal of a Board member shall require a two-thirds affirmative vote of the eligible voting Board members, not including the person whose removal is in question. A vote to remove a Board member shall only be taken following a fact-finding hearing before the Board.

Section 3. If the Board receives a complaint regarding the conduct of a Board member or otherwise becomes aware of allegations of misconduct regarding a Board member, the President or Vice President shall appoint an impartial committee of fact-finders to review the allegations within 15 days. The committee shall present a report to the Board within 30 day of being appointed.

Section 4. The person whose removal is in question may attend the meeting at which removal is on the agenda and may offer information and discussion regarding the allegations. The person whose removal is in question shall not participate in any vote regarding the removal and shall leave the room in which the meeting is being held if so requested by any voting member of the Board.

Article 7. Vacancies

Section 1. Vacancies in the Board shall be filled by a majority of all directors then serving in office at any regular meeting of the Board, or at a special Board meeting called for that purpose.

Section 2. A director selected to fill a vacancy shall serve until the next annual meeting.

Article 8. Committees

Section 1. The Board may create committees for the purposes established by the Board. The duration of such ad hoc committees shall be established by the Board. The Board may adopt policies that specify details of committee formation, staffing and reporting to the Board.

Section 2. The President shall be an ex-officio member of all committees established by the Board, although the Board may appoint another person to chair the committee.

Part 4 – Meetings

Article 1. Board of Directors Meetings

Section 1. Regular Board meetings shall be held monthly at the time and place designated by the Board.

Section 2. Notice of the time and place of regular board meetings shall be sent by the president to each director at least seven days prior to the date of such meetings by written, telephone or electronic notice.

Section 3. Special meetings of the Board may be called by the President, and shall be called by the Secretary at the written request of any three voting directors then serving in office.

Section 4. Action may be taken without a meeting if written consent or by electronic notice describing the action so taken is signed by a majority of the voting directors then serving in office.

Section 5. Members of the Board or of any Committee may participate in board meetings by telephone or similar means, if all members participating in such meetings can hear and respond to each other's comments and concerns. Participation in a meeting under this provision constitutes presence in person at such meeting.

Article 2. Annual General Membership Meeting

Section 1. The annual membership meeting of Menomonie Area Soccer shall be held in the month of January of each year, or on such other date as the Board may set. The Board must provide not less than 7 days' notice to eligible voting members prior to any membership meeting.

Section 2. A quorum of the membership is formed by 11 participating members at a properly called membership meeting.

Section 3. At the annual membership meeting, the members shall hear reports of Menomonie Area Soccer, elect officers and directors and conduct such other business as may properly come before the membership. Voting shall be by the eligible voters as specified in Part 2, Article 3, Section 3.

Part 5 - Administration

Article 1. Dispute Resolution

Section 1. It is the policy of the Menomonie Area Soccer to resolve all disputes involving persons involved with Menomonie Area Soccer in an amicable way, and if disciplinary action is found to be necessary, to take only the minimum action necessary. All means available will be taken to avoid legal action, including emphasizing compromise rather than principle, and avoiding personality conflicts.

Article 2. Personal Liability

Section 1. No director shall be held personally liable for any debts of Menomonie Area Soccer.

Section 2. Present and former directors and officers of Menomonie Area Soccer, and their personal representative, shall be indemnified by Menomonie Area Soccer against costs and expenses reasonably incurred by or imposed upon them in connection with or resulting from any action, lawsuit or proceeding to which they are made a party by reason of being or having been a director or officer of Menomonie Area Soccer, except in relation to such matters as a director or officer is finally adjudicated to have acted in bad faith or to have been liable by reason of willful misconduct or willful negligence in performing the duties of director or officer. Costs and expenses for which this Article provides indemnification include damages, attorney fees and reasonable amounts paid in settlement.

Article 3. Bank accounts, contracts, and other financial documents

Section 1. The Board may select one or more banks or other depositories for the funds of Menomonie Area Soccer. The Board shall determine who is authorized on behalf of Menomonie Area Soccer to sign checks, other orders for payment of money, promissory notes and other evidences of indebtedness, to enter into contracts, and to execute and deliver other documents.

Section 2. Menomonie Area Soccer shall not make any loan of money or property to nor guarantee any obligation of any director, officer or employee. However, Menomonie Area Soccer may advance money to a director, agent or employee of Menomonie Area Soccer for expenses reasonably anticipated to be incurred in the performance of Menomonie Area Soccer duties, to the extent that such individual would be entitled to reimbursement for such expenses without such advance.

Article 4. Amendments

These bylaws shall take effect upon adoption by the Board and replace any prior version. Once in effect, these bylaws may be amended by:

- 1) Publication on Menomonie Area Soccer's social media outlets including but not limited to: website, Facebook, and Menomonie Area Soccer's email list, setting forth the current provision, the proposed amendment, and the time and place of the next board meeting at which the proposed amendment will be discussed, which shall be held not less than ten days after the mailing, and
- 2) Approval by a two thirds majority of the existing Board at the meeting cited in Part 5, Article 4, Section 1.

These Bylaws of Menomonie Area Soccer have been approved by a two thirds majority vote.

President

6-24-2020

Date

Secretary

6-24-2020

Date