

12/14/10

BYLAWS OF EAST RIDGE SOCCER CLUB

SECTION 1 – GENERAL PROVISIONS

1.1 Name

The name of this corporation is the East Ridge Athletic Association (ERAA). The soccer club under the umbrella of the ERAA will be named East Ridge Soccer Club (ERSC). All management of ERSC programs shall be governed by the ERSC Board, subject to approval of the ERAA and MYSA. The President of the ERSC Board will also serve as a Director on the ERAA Board.

1.2 Purpose

The purpose, goal and philosophy of East Ridge Soccer Club ("ERSC" hereafter) is to bring the communities of Cottage Grove, Afton, Newport, Denmark Township, and Woodbury together as a single group of people for the purpose of developing the community and culture through the sport of soccer.

The ERSC is organized exclusively for charitable and amateur sports competition purposes under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

1.3 Competitive Soccer Year

The soccer year shall be from September 1 to August 31 of each year.

1.4 USYSA and MYSA Affiliation

The ERSC is an affiliate member of the Minnesota Youth Soccer Association (MYSA), a state youth association in United States Youth Soccer (USYS). As such are subject to the Constitution, Bylaws and rules of USYS and of the MYSA.

SECTION 2 – MEMBERSHIP

2.1 Members & Territory

The boundaries established for ERSC include, but are not limited to, youth residing within the boundary and attendance area of East Ridge High School and Independent School District 833. Members of ERSC shall be defined as all parents of players registered with the association as well as players over the age of five.

2.2 Membership in Good Standing

All members in good standing must abide by the rules set forth by ERSC, USYS, MYSA, & USSF.

A member will remain in good standing when they are current on all financial obligations, and agree to compliance with the Articles of Incorporation, Bylaws and policies set forth by ERSC are maintained.

Voting Eligibility -- Members are eligible to vote if they are 18 years or older, are in good standing with ERSC and MYSA, and meet one of the following requirements:

- Adult family member or guardian of an ERSC player registered in the current year
- Adult volunteer active during the current year
- Paid & volunteer coaches, trainers, managers, administrators, and officials

2.3 General Membership Meetings

The ERSC shall hold its annual general membership meeting on an annual basis in November with a specific date and time determined by the Board of Directors and shall be communicated to the general membership no less than sixty days in advance of the meeting. All members in good standing are eligible to vote on issues brought to the general membership for resolution at the Annual Membership Meeting.

2.4 Comity

The ERSC shall recognize all suspensions and sanctions of all teams, clubs, and associations under the jurisdiction of MYSA, USYS, and USSF.

SECTION 3 – BOARD of DIRECTORS

Board membership -- the ERSC Board structure is comprised of seven (7) voting members with staggered election years ("even" refers to an election in November 2010, 2012, 2014, etc. and "odd" refers to an election in November 2011, 2013, 2015, etc.). All terms of office are for 24 months, beginning in January.

The Board is responsible for managing the business of the ERSC program. The Board is responsible for maintaining the overall policy and direction of the ERSC program, subject to approval by ERAA and MYSA. The Board may delegate responsibility for portions of the day-to-day operations to members of the Board and/or appropriate committees.

The ERSC Voting Board will be made up of the following positions:

3.1 President / Director of Soccer

The president shall be the principal executive officer of the organization and subject to the control of the Soccer Board of Directors and membership and will also serve as Director of Soccer on the ERAA Board. The President shall supervise all business and affairs of the organization; preside at all meetings of the membership and the Board of directors; sign all official documents of the organization; and appoint committees as needed; serve as ex-official member of all committees, both standing and special except the nominating committee. The person holding this position will be elected at the annual membership meeting in even years and serve for two years beginning in January of the following year (odd year) and concluding in December (of the even year).

3.2 Vice-President

The Vice President shall perform the duties of the President in the event of the inability of the President to act and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall act as liaison between committees and the full board. The Vice-President shall also perform other duties as may be assigned by the President or the Board of Directors. The position of Vice-President will be responsible for one of the following roles: Equipment Coordinator, Legal Coordinator, Uniform Coordinator, Communication & Website Coordinator, Field / Referee Coordinator or Tournament Coordinator. The person holding this position will be elected at the annual membership meeting in odd years and serve for two years beginning in January of the following year (even year) and concluding in December (of the odd year).

3.3 Treasurer

The Treasurer of ERSC shall be a liaison between the ERSC Board and ERAA Treasurer. The treasurer shall, in general, perform all duties incident to the office, including preparing the annual budget and a statement of income and expenditures to be presented to the membership at its annual meeting as well as provide written financial statements to the board of directors at each board meeting. Upon completion of term of office, the Treasurer shall deliver all books, papers and reports as appropriate to the new incumbent. The person holding this position will be elected at the annual membership meeting in even years and serve for two years beginning in January of the following year (odd year) and concluding in December (of the even year).

3.4 Secretary

The Secretary shall perform all duties incident to the office of Secretary, subject to the control of the Board of directors. Minutes of the meetings will be recorded and copies maintained by the Secretary. Copies will be distributed to Board Members within 2 weeks of each Board Meeting or Annual Membership meeting. Upon completion of term of office, the Secretary shall deliver all books, papers and reports as appropriate to the new incumbent. The person holding this position will be elected at the annual membership meeting in odd years and serve for two years beginning in January of the following year (even year) and concluding in December (of the odd year).

3.5 Registrar

The Registrar shall arrange and conduct registration sessions for Spring and Fall soccer; provide necessary materials for processing of late sign-ups; maintain a database of all registered players, provide mailing lists as required, and maintain a database of ERSC players' birth certificates, coaches, and volunteers; interface with MYSA and provide all necessary information for the registration of traveling soccer administrators, teams, players, and coaches; be responsible for reconciling and keeping digital records of all registration fees including reimbursements, scholarships, late fees, etc.; and provide statistical information concerning registrations and projections of future registrations. The person holding this position will be elected at the annual membership meeting in even years and serve for two years beginning in January of the following year (odd year) and concluding in December (of the even year).

3.6 Committee Leader

The Member at Large is to be chosen from the general membership and will serve as a liaison between the general membership and the ERSC Board. The position of Member at Large will be responsible for one of the following roles: Equipment Coordinator, Legal Coordinator, Uniform Coordinator, Communication & Website Coordinator, Field / Referee Coordinator or Tournament Coordinator. The person holding this position will be elected at the annual membership meeting in odd years and serve for two years beginning in January of the following year (even year) and concluding in December (of the odd year).

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elected at the annual membership meeting in even years and serve for two years beginning in January of the following year (odd year) and concluding in December (of the even year).

3.8 Leadership Committee

The ERSC Leadership Committee will generally be made up but not limited to the following positions (with the exception of the roles being taken on by the Vice President and each of the two Committee Leader positions:

- Director of Player and Program Development -- an independent contractor who is compensated in accordance with the negotiated contract. Will oversee both Competitive and Recreational Programs and will develop and implement training programs and clinics; administer and execute try outs; complete team selection; select, support and develop coaches; assist Treasurer in the preparation of Fall and Spring season budget; as well as any other duties outlined in the contract.
- Equipment Coordinator - Organize the distribution, collection, maintenance, and storage of team equipment, including nets, flags, balls, bags, first aid kits, other soccer equipment, and other supplies.
- Communications and Website Coordinator -- will be responsible for all communications for the club including media, e-mail, and website and will coordinate any surveys.
- Fields/Referees Coordinator -- will coordinate with the cities of Woodbury and Cottage Grove (and any others as necessary) as well as South Washington County Schools to arrange for field, gym, indoor field, and meeting room use and schedule and communicate use of assigned locations for games, practices, and training sessions. In addition, this person will also coordinate with the Referee Coordinator to ensure referee assignment for all league or tournament competitions.
- Tournament Coordinator - Organize, establish, and host ERSC tournaments (indoor or outdoor), ideally working with a committee.
- Fundraising Coordinator -- Develop and manage fundraising programs and actively participate on the tournament committee.
- Development League Director --Under the direction of the Director of Player and Program Development, the Recreational Soccer Coordinator will organize and manage the recreational soccer program including coaches selection, team formation, training, games schedule, and any associated administrative duties. If this coordinator receives compensation it will be as an independent contractor in accordance with negotiated contract.
- Charitable Giving Coordinator of Soccer -- Coordinate donations
- Uniform Coordinator -- Coordinate the ordering, payment collection and distribution of uniforms, try-out shirts, pinnies, as well as personal add-on clothing, spirit wear, equipment bags, etc.
- Legal Coordinator
- Team Managers' Coordinator

ERSC Board Members/Leadership Committee Members may assist with duties of other Board positions on an “as needed” basis.

3.9 Nominations

Nominations for open positions on the Board of Directors may be made by members of the existing board at any time. Approval of nominated board positions needs to meet a majority vote by the ERSC Board.

New positions on the Leadership committee shall be created on an as needed basis by a majority vote of the ERSC Board of Directors.

3.10 Elections

Elections for positions on the Board of Directors shall be held during the Annual General Membership meeting. President, Treasurer and Registrar, and one of the Committee Leader positions shall be elected in even numbered years and the Vice President, Secretary, and Communication and the other Committee Leader position shall be elected in odd numbered years.

All board members will have a term lasting for two years, however all members may serve multiple terms in their position by running for re-election when their term expires. They may also run for another open position on the ERSC Board, when elections are held. No board member may hold more than one board position at one time.

3.11 Removal of Board Member

A Board Member may be removed for the inability to carry out mutually agreed upon expected duties or for conduct that is detrimental to ERSC or ERAA. In order to remove a Board Member, a written complaint must be presented to the ERSC Board of Directors. The complaint will be reviewed and investigated by the remaining board members. If there is sufficient justification, a hearing before the full voting ERSC Board will be held. A majority vote by the Board is required to dismiss the Board Member.

Any Board Member may resign at any time by giving "written" notice to the ERSC Board. Email may constitute "written" notice.

In the event of a vacancy on the ERSC Board, the Board shall nominate an individual and approval shall meet a simple majority vote by the remainder of the ERSC Board.

3.12 Board Meetings

The Board shall generally meet on a monthly basis. These meetings shall be scheduled at the determination of the Board and time, location and agenda shall be posted on the website at least 14 days in advance.

General members & guests are invited to attend ERSC Board meetings. All meetings are open and the first 15 minutes of each meeting will be allotted for guest/member issues if needed. Any member wishing to address the board about any issue needs to provide written notification to the President and Vice President 7 days in advance of the board meeting. The Board reserves the right to confidential meetings when discussing any problems associated with a specific athlete, coach, parent, board member or other individual involved with the program, or for other situations as deemed necessary by a majority of the ERSC Board of Directors

In the event of an emergency meeting of the Board of Directors the intent to meet must be posted on the website at least 24 hours in advance

Minutes will be kept at all Board of Directors meetings, as well as at all sub-committee meetings.

SECTION 4 - PLAY AND PLAYERS

4.1 Registration

A player must register and is considered registered the moment the player and the player's parent or guardian signs the registration form required by ERSC. All players must be members in good standing of both ERSC and ERAA. ERSC will adhere to USYS and US Club transfer policies. All requests must be approved by both the President and the Director of Player and Program Development.

4.2 Equipment

Team Equipment will be provided by ERSC as part of the "participation fee." Players will need to provide their own soccer shoes, soccer ball, and shin guards. A charge will be made for equipment that is lost or damaged beyond normal wear and tear.

4.3 Coaches

All head coaches must provide a written application and must be approved by the Director of Player Development / Director of Coaching and must be at least 18 years old and be willing to submit to a background check.

4.4 Teams

For recreational teams, we will make every attempt to have them as balanced as possible in terms of skill level, however a try-out process will not be conducted. For competitive teams, players will be evaluated according to skill level and placed on the appropriate team.

4.5 Playing Rules

FIFA *Laws of the Game* as modified by MYSAs and all MYSAs rules, policies and procedures shall apply to all competitive games played within the jurisdiction of MYSAs.

4.6 Refunds

Refunds of registration fees will be determined on an individual basis at the discretion of the President, Vice-President and the Treasurer of the ERSC Board.

SECTION 5 – BOARD SUSPENSION & CONFLICT RESOLUTION POLICY

5.1 Member Suspension

The ERSC Board of Directors reserves the right to take appropriate disciplinary action and/or suspend any coach, parent, player, or fan that violates the ERSC Codes of Conduct. The ERSC Board reserves the right to remove any one of these individuals at any time.

5.2 Code of Conduct

A Code of Conduct explaining suspension and conflict resolution will be provided to each Parent/Player and Coach. The Code of Conduct must be signed by these individuals.

SECTION 6 – FINANCE AND PURCHASING

6.1 Fiscal Year

The fiscal year will begin January 1 and end December 31.

6.2 Budget

The Director of Player and Program Development along with the Treasurer shall prepare Fall and Spring season as well as an annual budget with monthly projections, as deemed necessary. The annual budget will be prepared and presented to the Board and approved by the membership at the annual membership meeting in the Fall.

Copies of the annual report of the prior year's income and expenses prepared by the Treasurer shall be available to the membership at the annual membership meeting.

A written, monthly update of expenditures and revenue will be presented at each of the monthly board meetings.

6.3 Expenditures

Authorization to incur debts must be recommended by the Board in the form of a motion and of a majority vote by the members of the ERSC.

Expenditures of \$500.00 or less encumbered by a Member-must have a pre-approval by a majority vote by the Board of the ERSC.

Authorization for expenditures over \$500.00 must be recommended and approved by a 2/3 majority vote by the Board of the ERSC before the expense is incurred.

The Member will be reimbursed by the Treasurer as long as the Member completes the required reimbursement request form to include a valid receipt and justification that the expenditure was for the enhancement of the ERSC or its tax-exempt purpose.

6.4 Financial Transactions

All financial transactions over \$100 shall bear, as a minimum, the signatures of at least two of the following: President, Vice-President, Treasurer, or other authorized Board signer. All other financial transactions shall bear the signatures of the President, Vice-President, Treasurer, or other authorized Board signer.

6.5 Audits

- a. The ERAA Executive Board may request an annual audit of the ERSC's financial records
- b. Any audit should be conducted within thirty (30) days after the end of the fiscal year.
- c. A qualified third party who was not a member of the outgoing ERAA Board and is not a member of the incoming ERAA Board must conduct the audit.

SECTION 7 – CHARITABLE GIVING

7.1 Guidelines

All charitable giving/fundraising activities and their operations shall be within the parameters and guidelines of the South Washington County Board of Education as set forth in their policy (specifically Section 706 and / or others).

7.2 Approval

All charitable giving/fundraising projects shall be presented in writing at a General Board Meeting to the ERSC to include the project and its operations, the estimated amount of monies to be raised and the purpose for which any monies will be used.

Once approved by the ERSC Board by a majority vote, any project needs to be coordinated with the ERAA Director of Charitable Giving to ensure it doesn't conflict with any ERAA efforts. The goal of the ERSC charitable giving plans should be consistent with those of the ERAA.

Such activities shall have the approval of all city, state, county and school administrators where required.

SECTION 8 – AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote at the annual membership meeting of the ERSC, provided the amendment was submitted in writing to the Board thirty (30) days prior to the membership meeting. The amendment needs to reflect a purposeful direction that aligns itself with the philosophy and purpose of the ERAA.

SECTION 9 - DISSOLUTION

The ERSC may be dissolved at any regular membership meeting of the ERSC, provided the motion to dissolve was submitted in writing to the membership at the previous regular membership meeting, or to the Board thirty (30) days prior to the membership meeting. Upon dissolution, all assets of the ERSC shall be distributed for one or more exempt purposes within the meaning of the Internal Revenue Code, with preference that they be transferred to the South Washington County Board of Education to support the sports programs at East Ridge High School or to another organization serving the East Ridge High School Sports community.