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ARTICLE 1 General Provisions

1.1 Name

The name of this corporation is the New Ulm United Soccer Club, hereinafter known as NUUSC or Club.

1.2 Mission

NUUSC is a volunteer and community based non-profit soccer organization. The objective of the New Ulm Soccer Association is to provide a means for members to participate in organized competition; to promote youth soccer as a sport in New Ulm and surrounding communities; to effectively develop skills and sportsmanship; and to improve the welfare and recreation of the community through the sport of youth soccer.

1.3 Affiliation

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

1.4 Soccer Year

The Soccer Year is defined by MYSA.

ARTICLE 2 Membership

SECTION 1 – MEMBERSHIP RIGHTS

2.1.1 Member Definition

A Member is defined as either a member of the Board of Directors or a voting representative of a NUUSC player's family. They are a person at least eighteen years of age or older who has been a member in good standing in the Association during the prior last twelve (12) months or is a parent or legal guardian of a child who has been an active participant during the prior twelve (12) months.

Membership begins upon the acceptance of the registration of that parent's or guardian's child(ren) and payment of any fees established by the NUUSC's Board of Directors (Club Fees).

2.1.2 Acceptance of Authority

Members of the NUUSC agree to abide by the Articles of Incorporation, Bylaws, and rules of the NUUSC. A Member in good standing must be current in the payment of Club Fees to the NUUSC, and be in compliance with the Articles of Incorporation, Bylaws and rules of the NUUSC.

2.1.3 Comity

The NUUSC and its Members agree to abide by the National and State Rules, and to recognize the regulatory authority of the MYSA, USYS and United States Soccer Federation (USSF). Members shall have the appellate rights provided to members of these organizations. Without limiting the generality of the foregoing, the NUUSC 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.

SECTION 2 – MEMBERSHIP MEETING

2.2.1 Annual Membership Meeting

The Members of the NUUSC shall meet once per year, at a date and time determined by the Board of Directors.

Notice of the Annual Membership Meeting shall be communicated to the Membership no less than 60 days in advance of the meeting.

2.2.2 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 seven days' notice of such Special Meeting. Notice of a meeting may be made by telephone, e-mail, fax, or any other technological means available.

2.2.3 Who May Attend

All Members in good standing have the right to attend Membership meetings.

2.2.4 Who May Vote

Members of the Club who are designated as Voting Members shall be entitled to a vote.

2.2.5 Number of Votes

Each family representing any Registered Player(s) under 18 years of age receives one vote per family. Any Registered Player eighteen (18) years of age or older may vote on their own behalf.

2.2.6 Proxy Voting

Proxy voting is prohibited.

2.2.7 Order of Business

The recommended order of business for Membership meetings is:

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

ARTICLE 3 Board of Directors

Section 1 – Operation, Rights and Duties

3.1.1 Board to Manage

The business and affairs of the NUUSC 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.

The board of Directors shall be responsible for establishing and enforcing the rules, policies, and procedures of the NUUSC.

The rules, policies and procedures as adopted by the Board of Directors are binding upon and shall be adhered to by the NUUSC, its directors, officials, administrators, and all individuals acting on behalf of the NUUSC.

As part of its duties and responsibilities, the Board of Directors shall publish on an annual basis the rules, policies, and procedures of the NUUSC.

3.1.2 Number of Directors

The number of directors on the Board of Directors shall not be greater than twenty (20), nor less than three (3).

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 and/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.

3.1.3 Restrictions on Directors

All members of the board shall be volunteers and shall not receive monetary compensation for their services on behalf of NUUSC.

3.1.4 Election; Qualification

Directors shall be elected by the Members at the Annual Membership Meeting. To be eligible to serve as a director, an individual must be a current Member. The Board of Directors may make an exception to this rule by voting and giving an individual membership rights even though they would not be a member by normal means.

3.1.5 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.

3.1.6 No Conflict with MYSA

Directors may hold elected office in the MYSA per approval of MYSA and NUUSC.

3.1.7 Term of Office

Each director is elected to a two-year term or until his/her earlier death, resignation, removal, or disqualification.

3.1.8 Resignation

A director may resign at any time by giving written notice to the NUUSC.

3.1.9 Removal or Suspension 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 Voting Members at Annual Membership Meeting, with a quorum being present.

Any sitting Director may be suspended or removed at any time, with or without cause, by the affirmative vote of two-thirds of the sitting members of the Board of Directors (excludes vacant positions). Written explanation will be provided to terminated Director/Member not less than 15 days prior to effective date. The Director/Member may be given an opportunity to be heard, orally or in writing, not less than five days before effective date of termination of position.

The Board of Directors, by majority vote of the sitting Directors, may for good cause shown, reinstate a suspended Director.

The Board of Directors, by a majority vote at a meeting where a quorum is present, may appoint an acting Director to assume the responsibilities and perform the duties of a suspended Director.

An interim Director shall hold office until a qualified successor is elected by the Membership at the next regular or special meeting of the membership, or until his or her earlier death, resignation, removal, or disqualification.

3.1.10 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.

3.1.11 Reimbursement of Expenses

By resolution of the Board of Directors, a Director may be reimbursed for reasonable and necessary expenses incurred on behalf of the corporation, provided proper documentation is submitted.

SECTION 2 – MEETINGS

3.2.1 Regular and Special Meetings

The Board of Directors shall hold regularly scheduled meetings during the year.

The President or any two (2) Directors may call a special meeting with other Directors by providing the other Directors with five (5) days advance notice of the meeting.

In the event of an emergency, a special meeting of the Board of Directors may be called upon with 48 hours' notice. [Examples: Large expenses (greater than \$500) outside of budgeted amount, removal of a director]

3.2.2 Notices

Notice of a meeting may be made by telephone, e-mail, fax, or any other technological means available.

3.2.3 Quorum

A quorum shall consist of a majority of the total number of the Directors on the Board.

3.2.4 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.

All directors shall be entitled to one vote on all matters.

3.2.5 Proxy Voting

Proxy voting is prohibited.

3.2.6 Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

3.2.7 Virtual Conference Meetings

Members of the Board of Directors and any committee established by the Board of Directors may participate in a meeting by means of a remote conference or similar communications equipment whereby all persons participating in the meeting simultaneously may hear each other, whether or not any of the persons are physically present at the meeting, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Any business transacted at such a meeting shall be deemed to have been duly and lawfully transacted at a meeting duly convened and held, and the Secretary or other appropriate officer may certify any action taken at such a meeting to any interested party as action taken at a meeting duly and lawfully convened and held.

3.2.8 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 order 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.

3.2.9 Minutes

Minutes shall be kept at every meeting and shall be made available upon request from any Director or Member.

3.2.10 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.

3.2.11 Order of Business

The recommended order of business for Board meetings is:

- a. Roll Call
- b. Minutes of Previous Meeting
- c. Calendar Review
- d. Correspondence
- e. Committee Reports
- f. Old Business
- g. New Business
- h. Adjournment

SECTION 3 - COMMITTEES

3.3.1 Establishment and Appointment

The Board of Directors may establish such committees as it deems necessary and in the best interests of the NUUSC. The President, subject to approval of the Board of Directors, shall appoint members to special committees.

A committee shall consist of one or more members. Committees shall have the duties delegated to them by the Board of Directors. Committee chairperson reports to the Board of Directors.

3.3.2 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 majority vote of the Board of Directors shall be required to remove a committee member.

3.3.3 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.

3.3.4 Meetings

Committee meetings shall be conducted in accordance with the standards and requirements for Board meetings set forth in Article 3.2.11.

ARTICLE 4 Directors

4.1 Qualifications

The officers of this corporation shall include a President, Vice President, Secretary, Treasurer, Registrar, Director of Coaching, Director of Communications, Director of Equipment, Director of Fields, Director of Marketing/Fundraising, Director of Recreation, Director of Referees, Director of Tournaments, and Director of Volunteers.

Any two offices may be held by the same person.

4.2 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 Members,
- (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 NUUSC 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 NUUSC; and as directed by our policies.
- (c) The President is an ex-officio member of all committees.

4.3 Vice President

The Vice President shall:

- (a) In the absence of the President or in the event of the President's 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; and
- (b) Oversees Risk Management, and
- (c) Oversee all club business as directed by the President.

4.4 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 NUUSC,
- (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; and
- (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 NUUSC, 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 NUUSC.

4.5 Treasurer

The Treasurer shall be the chief financial officer of the NUUSC and either he or she or his or her designated agent shall:

- (a) Ensure that accurate financial records for the NUUSC are kept,
- (b) Deposit all moneys, drafts, and checks in the name of and to the credit of the NUUSC in the banks and depositories designated by the Board of Directors,
- (c) Endorse for deposit all notes, checks and drafts received by the NUUSC as ordered by the Board of Directors, making proper vouchers therefor,
- (d) Disburse the NUUSC funds and issue checks and drafts in the name of the NUUSC, 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 NUUSC; and
- (f) 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.
- (g) The Treasurer is responsible for preparing and filing tax returns.

4.6 Director of Coaching

The Director of Coaching (DOC) is essential to having a successful youth soccer organization. The essential duties include, but not limited to coach development, player development, parent development, and club culture development in alignment with the club mission statement.

The Coaching Director shall be responsible for the operation of all competitive leagues, as defined by MYSA, including the formation of teams and recruitment of coaches.

4.7 Registrar

The Registrar records all registration information on official club registration software.

4.8 Director of Communications

- (a) Oversees the Club website and social media (i.e. Facebook)
- (b) Sends emails to Members

4.9 Director of Equipment

The Equipment Manager's job will be to acquire, maintain, store, and distribute Club uniforms, balls, and supplies as authorized by the Board.

4.10 Director of Fields

The Field Manager shall:

- (a) Assure the readiness of all fields used by the Club.
- (b) Work with coaches to schedule all practice times for Club teams.
- (c) Work in conjunction with the Team Parents for regular field maintenance.
- (d) Work with the Director of Referees for field assignment and game scheduling.

4.11 Director of Marketing/Fundraising

The Fundraising/Marketing Director shall:

- (a) Set yearly targets for corporate sponsorship.
- (b) Develops and implements a marketing plan to promote the organization as a whole.
- (c) Seeks sponsorships for New Ulm Soccer Association Recreational Summer and Fall Programs, New Ulm Soccer Association Boys and Girls Tournaments.
- (d) Will present all fundraising activities to the Board for approval.

4.12 Director of Recreation

The Director of Recreation shall:

- (a) Be responsible for the operation of all recreational leagues, as defined by MYSA.
- (b) Have essential duties including, but not limited to, the formation of teams and communication with recreation level parents and families.
- (c) Work with the Registrar to ensure accuracy of member and registration information
- (d) Work with the Director of Coaching in the recruitment and training of coaches.
- (e) Be responsible for recruiting players and making the community aware of the recreation program.

4.13 Directors of Referees

The Director of Referees shall:

- (a) Be responsible for recruiting and training of referees for the Club.
- (b) Schedule the officials for Club games as required by seasonal and tournament schedules.
- (c) Record and/or verify referee time sheets before submitting to Club Treasurer for payment.
- (d) Additional duties may be assignment of fields for matches.

4.14 Director of Tournaments

The Tournament Director oversees entire organization and operation of the New Ulm soccer tournaments.

4.15 Director of Volunteers

The Volunteer Director is responsible to maintaining the Dibs software program

4.16 New Ulm High School Liaison

- (a) Communicates between the Club and New Ulm High School soccer program
- (b) Submits requests from the New Ulm High School soccer program to the Board, or vice versa
- (c) Provides updates for their organization.

4.17 Martin Luther College Liaison

- (a) Communicates between the Club and Martin Luther College

(b) Submits requests Martin Luther College to the Board, or vice versa

(c) Provides updates for their organization.

4.18 Board Member at Large

These appointed members work with the New Ulm Soccer Association Board to fill vacancies and help where needed.

ARTICLE 5 Miscellaneous

5.1 Fiscal Year

The NUUSC's fiscal year shall be from January 1st to December 31st of each year.

5.2 Prohibited Transactions

The NUUSC, its officers, directors, Members, and any persons acting in or on its behalf, shall take no actions which may adversely affect the NUUSC nonprofit and/or tax-exempt status or which may otherwise violate any state or federal law.

5.3 Contracts and Banking

The Board of Directors, except as may otherwise be required by law or otherwise provided in 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 NUUSC and such authority may be general or confined to specific instances.

5.4 Acceptance of Gifts

The Board of Directors may accept on behalf of the NUUSC any contribution, gift, or bequest that is consistent with the purposes of the NUUSC, and as long as it is not for individual gain or benefit of a particular Director or Member.

5.5 Annual Financial Review or Audit

A review or annual audit of financial records for NUUSC may be conducted. An appropriate review committee, auditor or audit committee may be appointed and approved by the Board of Directors, as deemed necessary. The review and/or audit shall be completed, and a report prepared and submitted to the Board of Directors for its review within ninety (90) days of the close of the fiscal year. Such audit shall be available for review by a Member upon request.

5.6 Distribution of Funds Upon Dissolution

In the event of the dissolution or final liquidation of the NUUSC, none of the funds held by the NUUSC shall be distributed to any director, officer, Member, or other individual. The Board shall determine the disbursement of funds, except that if the NUUSC shall be a tax-exempt organization, the Board shall disperse the funds in a manner that is consistent with the requirements of the Internal Revenue Code, Section 6043(b) and Treasury Regulations section 1.6043-3. .

ARTICLE 6 Amendment of Bylaws

6.1 Authority to Amend

Only the Membership may amend the Bylaws. The Board shall have no authority to amend the Bylaws.

6.2 Proposal to Amend

Any director and ten percent of the Voting Members of the NUUSC may propose to amend these Bylaws by delivering the proposal in writing to the Board of Directors not less than thirty (30) days prior to the date of the Annual Membership Meeting or a Special Membership Meeting.

6.3 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 NUUSC, MYSA, USYS and USSF, and report its recommendation to the Membership.

6.4 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 thirty (30) days prior to the Annual Membership Meeting or Special Membership Meeting.

The person(s) proposing the Bylaw amendment shall provide the NUUSC an electronic submission to be shared with all Members via electronic means no less than thirty (30) days prior to such meeting. By request, Voting Members may request a paper copy be delivered by other means.

6.5 Voting

Amendments to the Bylaws may be made by the affirmative vote of two-thirds of the Voting Members present at a Membership Meeting.

ARTICLE 7 Conflict of Interest Policy

7.1 Disclosure

Any Director, Board member, or key employee who has an interest in a contract or other transaction presented to the Board of Directors or committee thereof for authorization, approval or ratification shall make a prompt and full disclosure of his or her interest to the Board of Directors or committee prior to the Board acting on such contract or transaction. Such disclosure shall include any relevant or material facts known to such person about the contract or transaction, which might reasonably be construed to be averse to the corporation's interest.

7.2 Determination

The Board, by a two-thirds vote, person or persons who discloses potential conflict shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions and deliberations in respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the votes thereon, and the abstention from voting and participation.

7.3 Conflict of Interest Sheet

Each sitting member of the board of directors is required to fill out and submit to the Board of Directors a "Conflict of Interest Information Sheet" each year.

This "Conflict of Interest Information Sheet" requires full disclosure from the director on all soccer related affiliations including but not limited too; team(s) and age group(s) affiliations. Directors shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions and deliberations.