

ILLINOIS FUTBOL CLUB BYLAWS

[Updated December 13, 2022]

ARTICLE I: NAME, PURPOSE, MEMBERSHIP

Section 1. Name: The name of this entity is the Illinois Futbol Club, an Illinois not-for-profit organization (hereinafter referred to as “Club”).

Section 2. Purpose: The Club exists to provide an opportunity for young people in Champaign-Urbana, Illinois and the surrounding area to develop their soccer skills through instruction from qualified coaches and through games with teams organized for the purpose of fostering competitive soccer.

Section 3. Membership:

a. Definition: Membership shall be the families of players on Club teams.

b. Voting Rights: Each family in good financial standing with the club shall have one vote regardless of the number of players from the family. The applicable membership vote shall be exercised by a parent or guardian.

ARTICLE II: GOVERNANCE

Section 1. Board of Directors

a. Numbers, Types and General Powers of Directors: The business and affairs of the Club shall be managed by a Board of Directors which shall exercise all the powers of the Club except such as are by law or by the Articles of Incorporation or Bylaws conferred upon or reserved to the members. The Board shall be comprised of not more than thirteen (13) directors, nine (9) of which shall be elected by and from the membership of the Club. The remaining four (4) directors are appointed and exercise the powers as specified in Article II, Section 1(c).

b. General Expectations of Directors:

1. Each Director shall carry out his or her duties in a responsible manner, acting only in the best interests of the Club and its membership.
2. Each Director shall be prepared to report on his or her activities and areas of responsibility at meetings.

c. Additional Powers of the Board of Directors: The Board of Directors shall have the power to make, adopt, amend, abolish, and promulgate such policies, rules, contracts, security and other types of deposits, payments, or charges, as it may deem advisable for the proper management, administration and regulation of the business and affairs of the Club, as long as consistent with law and the Club's Articles of Incorporation and Bylaws.

d. Elected Directors:

1. Nominations: Any member of the Club in good standing or individual as described in Article I, Section 3 above who desires to be elected to its Board of Directors must be nominated by a member of the Club, including himself or herself, and such nomination shall be filed with the President not less than ten (10) days prior to the election by the members. Nominations shall include a statement of qualifications of the candidate, which shall be provided to the members as part of the election.

2. Election: Directors will be elected by electronic mail ballot. Voting for directors shall be by the membership of the entire Club. Unless otherwise decided by the Board of Directors, elections shall be held in December. The term of office for newly elected Directors will begin the following January for a minimum 2-year term. If the number of open seats is equal to or lesser than the number of nominations, a vote by the membership shall not be necessary. In such circumstances, the membership shall be notified of the process of selection and identification of new Directors.

e. Appointed Directors:

1. Numbers and types: There shall be four appointed Directors comprised of the following: Director – Coaches Representative, Director – Parents Representative, Director of Tournaments, Director of Coaching (full-time staff member). Appointed directors shall be selected and have the roles and responsibilities as follows: as set forth below:
 - a. Director – Coaches Representative shall:
 - (i) be a voting member of the Board
 - (ii) be selected by the coaches by a method of their choosing
 - (iii) represent the interests of the coaches
 - (iv) receive a stipend for each team coached
 - b. Director – Parents Representative shall:
 - (i) be a voting member of the Board
 - (ii) be a member of the Club in good standing
 - (iii) be selected by the parent representatives by a method of their choosing
 - (iii) represent the interests of the parent representatives
 - c. Director of Tournaments shall:
 - (i) be an ex officio, non-voting member of the Board
 - (i) be selected by the Board of Directors
 - (iii) be responsible for the staging and execution of Club-sponsored tournaments
 - (iv) be exempt from the prohibition against Director compensation as specified in Article IV, Section 9
 - d. Director of Coaching shall:
 - (i) be a non-voting member of the board:
 - (ii) be appointed or hired by the Board
 - (iii) be responsible for overall technical direction and organization of the Club
 - (iv) be exempt from the prohibition against Director compensation as specified in Article I, Section 1.i.
2. Director of Operations: The board shall have the discretion to create, by majority vote, an additional appointed Director of Operations who shall have the following role and terms:
 - (i) be a non-voting member of the board:
 - (ii) be appointed or hired by the Board
 - (iii) be responsible for overall administration and organization of the Club
 - (iv) be exempt from the prohibition against Director compensation as specified in in Article I, Section 1.i.

f. Terms: Elected Directors terms shall be two (2) years or until a successor has been elected. Directors may seek election for a maximum 2 additional consecutive terms (total of 6 consecutive years). Terms of office are staggered such that at least four (4), but not more than five (5), of the nine (9) director positions elected by the

membership of the Club expire at the end of each calendar year. Appointed Directors (as noted above) will serve 1-year terms and can continue for up to 3 consecutive 1-year terms.

g. Vacancies: In the event of vacancy on the Board of Directors through death, resignation or otherwise (but not if a director has been removed or if the number of directors has been increased), the remaining directors may, by a majority vote, elect a successor to fill such vacancy to hold office until the regularly scheduled Directors' election in December, at which time a director to fill such vacancy shall be elected by the members, for the remainder of the term of the director whose position is vacant or as noted in the Election paragraph above.

h. Removal of Directors:

1. Petition & Special Meeting: Any member may bring one or more complaints for cause against any one (1) or more Directors and may request the removal of such Director or Directors by reason thereof by filing with the Secretary, in writing, a detailed and specific statement of such complaint(s) together with a petition signed by not less than twenty (20) members of the Club requesting the removal of such Director or Directors. A special member meeting shall be convened for the stated purpose of hearing and acting on such complaint(s). The Board shall specify the place, time (between 9:00 a.m. and 8:00 p.m.) and date of such special meeting not less than thirty (30) days after the filing of such petition, and the Secretary shall give notice of such special meeting as provided for elsewhere in these By-laws.
2. Notice & Opportunity to be Heard: The Director or Directors against whom a removal petition has been filed shall be informed in writing of the complaints(s) set forth in such petition as soon as is practicable and no less than fifteen (15) days prior to the meeting of members at which the charges are to be considered. Directors subject to a removal petition shall have an opportunity at the special board meeting to be heard in person and to present evidence in response to the petition. The person or persons who filed the removal shall have the same opportunity but must be heard first. The Board, by a majority of the directors, has the discretion to determine the process for hearing and deciding a removal petition. The director(s) subject to a removal petition shall have no vote or role in the determination of the process or decision.
3. Membership Vote: The question of the removal of a Director or Directors shall, separately for each, if more than one has been charged, be considered and voted upon at such meeting and/or via electronic mail ballot. For a removal vote to occur a minimum of 50% of the current membership must be present, or submit an electronic ballot, to constitute a valid quorum. Proxy voting is not permitted. The Board Secretary shall attest to the membership size, conduct a review of the meeting participants to determine if the required quorum is present and oversee the vote. A majority of the members present shall be required to remove a Director.
4. Filling Vacancy Created by Removal: Any vacancy created by such removal shall be filled by a vote of the members in a special election in accordance with the normal nomination and election procedures. Any newly-elected Director at such meeting shall serve for the unexpired portion of the removed Director's term.

i. Compensation and Expenses: Directors shall serve without compensation, except for reimbursement of reasonable expenses incurred for the benefit and interests of the Club, as approved and authorized by the Board of Directors.

j. Voting: Unless specifically identified as a non-voting Director in these bylaws, each director shall be entitled to one vote and no more upon each matter submitted to a vote at a board meeting. At all board meetings at which a quorum is present (quorum in this case is defined as more than 50% of current voting Board members present), all questions shall be decided by a vote of the majority of the directors present in person, by videoconference, or as represented by proxy, except as otherwise provided by law, the Articles of Incorporation or these Bylaws.

Section 2. Club Officers:

- a. Officers: Club officers shall be the President of the Board, Vice President of the Board, Secretary, Treasurer, and such other Board Officers as may be determined by resolution of the Board of Directors from time to time. Only Directors elected by the membership pursuant to Article II, Section 1(b) are eligible to serve as club officers. It is preferred that Officers have served a minimum of 1 year on the Board before taking on such a role, but it is also recognized that this cannot always be the case.
- b. Election and Term of Office: The Board of Directors elects, by a majority of those present, all club officers. The nomination and election of specific officers occurs at the next meeting of the Board of the Directors following the creation of the vacancy. Board officers may seek election for an unlimited number of successive terms following the general terms of Board Membership (Article II, Section 1f). Except as otherwise provided in these Bylaws, each officer shall hold office until his or her successor shall have been duly elected.
- c. Removal: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Club would be served thereby.
- d. Vacancies: Except as otherwise provided in these Bylaws, a vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term.
- e. Duties:
 - 1. President of the Board:
 - (i) Shall be the principal officer of the Club and shall preside at all meetings of the Board of Directors and, unless determined otherwise by the Board of Directors, at all meetings of the members;
 - (ii) Shall sign with the Secretary any documentation of membership, and may sign any deeds, mortgages, bonds, contracts, or other instruments authorized by the Board of Directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Club, or shall be required by law to be otherwise signed or executed; and
 - (ii) In general, shall perform all duties incident to the office of President of the Board and such other duties as may be prescribed by the Board of Directors from time to time.
 - 2. Vice President of the Board: In the absence of the President of the Board, or in the event of his or her inability or refusal to act, the Vice-President of the Board shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President, and shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors.
 - 3. Secretary of the Board:
 - i. Shall keep or cause to be kept the minutes of meetings of the members and the Board of Directors, submit the minutes to the Board members within a reasonable amount of time

- to allow review, and present the minutes for the board's official adoption at the board's next meeting;
- ii. Ensure that all notices are duly given in accordance with these Bylaws and as required by law;
- iii. Maintain lists of members in good standing and voting eligibility for meetings.
- iv. Maintains a contact list of all officers and board members including, but not limited to names, addresses, email, and phone numbers
- v. Ensure that the Club has a complete copy of the Bylaws of the Club containing all amendments thereto on file and readily accessible to the members
- vi. Provide copies of all minutes, notices and other official documents to the club administrator for proper filing and maintenance; and
- vii. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

5. Treasurer of the Board:

- i. Prepare the annual Club budget and submit it to the Board of Directors for approval.
- ii. Maintain records and receipts of all money to be deposited in a recognized bank in the name of the Club.
- iii. Convene and provide leadership to the Finance Committee.
- iv. Submit financial statements to the Board of Directors 30 days after every calendar quarter. Produce all financial records when required by the Board of Directors or Administration Committee, and ensures that they are properly balanced and reflective of the current financial status of the Club.
- v. Responsible working with club staff to ensure preparation and filing of tax returns on time.
- vi. Prepares any and all documents pertaining to the Club's Charter of Incorporation and tax exempt status.
- vii. Authorized to obtain the services of an accountant or attorney, as appropriate.

Section 3. Committees:

- a. Required Committees: To aid in the operation of the Club, the Board shall have the following committees, with the roles, responsibilities and composition as set forth below:
 - i. Administration & Finance Committee: The Administration and Finance Committee shall be chaired by the Board Treasurer and also include the President and Secretary, in addition to any other members as determined by the Board.
 - ii. The Tournament Committee: The Tournament Committee shall be chaired by the Tournament Director and shall be responsible for all aspects of planning and operation of the Club's Spring and Fall Tournaments.
 - iii. Partnerships & Fundraising: The Chair of the Partnerships & Fundraising Committee will be determined on an annual basis, preferable at the same meeting at which Officers are elected.
- b. Additional Committees: By majority vote, the Board shall create such additional committees as are deemed necessary and beneficial to the administration and success of the club.

ARTICLE III. STAFF

Section 1. Positions & Roles/Responsibilities

- i. Director of Coaching (DOC): The role of the DOC is to develop and improve the coaches in the club and create and foster an environment in which all players can reach their maximum potential as soccer players. The Director of Coaching reports directly to the IFC Board of Directors. The DOC will be responsible for establishing a common training methodology and a clearly articulated style of

play within the club, which aligns with the club's overall mission and philosophy. The DOC should ensure the key values of the club are reflected in the behavior of the staff and players. The DOC is expected to be the face and voice of the club where soccer is concerned and hence needs to have a passion for the game and be able to communicate that passion to players and parents (existing and prospective). If the club does not employ a Director of Operations (see below), the DOC will also be expected to assume the financial, administrative, and business operations aspects of that role.

- ii. Club Administrator (Admin): The Admin reports directly the Director of Coaching and plays a critical role in supporting day-to-day operations. Responsibilities include, but are not limited to: Managing player registrations; managing payment collection; customer service (e.g., fielding parent questions); light bookkeeping (writing checks, recording transactions in QuickBooks, reconciling Club bank accounts, etc.); assisting with tournament and league registrations; managing the Club's calendars and schedules; arranging facilities rentals; sending out weekly Club updates; and assisting with Club marketing
- iii. Other: Director of Operations (DOO): The primary role of the IFC Director of Operations (DOO) is to oversee and manage the administrative, financial, and business operations of the club. The DOO reports directly to the IFC Board of Directors. In 2019 the Board approved the creation of this new role overseeing all operational aspects of the club, allowing the DOC to focus solely on coaching and player development. This position will be filled at the discretion of the Board, and only when warranted by overall size of club membership and club financial position.
- iv. Coaches: Club coaching roles are not staff positions. Coaches will be paid an agreed-upon stipend for each season during which they are engaged with the club.

Section 2. Equal Employment Opportunity:

The Club provides equal employment opportunities to all employees and applicants for employment and prohibits discrimination and harassment of any type without regard to race, color, religion, age, sex, national origin, disability status, genetics, protected veteran status, sexual orientation, gender identity or expression, or any other characteristic protected by federal, state or local laws.

This policy applies to all terms and conditions of employment, including recruiting, hiring, placement, promotion, termination, layoff, recall, transfer, leaves of absence, compensation and training.

Section 3. Hiring

The Board shall have final authority over hiring of salaried staff positions for the Club but may delegate all or portions of the search process to the Administration & Finance Committee, Director of Coaching, or other combinations of committees, Board Directors, and staff as is supported by a majority of the Board. All employees shall be at-will employees.

Club coaches will be hired at the full discretion of the Director of Coaching.

Section 4. Performance Management

- a. Employees shall be given clear duties and employment standards and regularly provided with feedback on their performance of their duties.
- b. The Administration & Finance Committee, in conjunction with the Director of Coaching and/or Director of Operations, shall conduct an annual performance evaluation for the Club Administrator. The written evaluation shall be signed by the Club Administrator, acknowledging receipt, and maintained in the Club's records, with a copy being provided to the Club Administrator.

- c. The Administration & Finance Committee shall conduct an annual performance evaluation for the Director of Coaching. The written evaluation shall be signed by the Director of Coaching, and maintained in the Club's records, with a copy being provided to the Director of Coaching. Similar processes should be followed for any additional paid Director positions.
- d. Staff shall be evaluated at the end of the club's fiscal year (by June 30th).

Section 5. Termination

All employees of the Club are at-will. The Board shall have final authority over termination of employees. Termination of an employee shall require a majority vote of the Directors with voting rights. If reasonably possible, employees should be provided advanced notice of the proposed termination and an opportunity to be heard.

ARTICLE IV MEETINGS:

Section 1. Board Meetings:

- a. Notice & Agenda: Meetings of the Board are typically planned for the evening of 2nd Tuesday of each month, but is subject to change or cancellation at the discretion of the Board President. Members may suggest agenda items to any current member of the Board, who may then propose adding to an upcoming meeting agenda. Final agenda for the meeting will be determined by the Board President, with items proposed by club members or board members not unreasonably withheld. Meetings are open to all members of the club in good standing.
- b. Rules of Order: At all board meetings, meeting procedures, except as otherwise provided by law or these Bylaws, shall be governed by the latest edition of Robert's Rules of Order.
- c. Order of Business: The order of business at the board of directors meetings and member meetings shall be:
 - i. Determination if a quorum is present;
 - ii. Determination of the accuracy and completeness of the meeting agenda and minutes from prior meeting, if applicable;
 - iii. Presentation and consideration of, and action upon, reports of officers, directors, and committees;
 - iv. Unfinished business;
 - v. New business;
 - vi. Adjournment.

Notwithstanding the foregoing, the Board of Directors may from time to time establish a different order of business for the purpose of assuring the earlier consideration of and action upon any item of business the transaction of which is necessary or desirable in advance of any other item of business; provided that no business other than adjournment of the meeting to another time and place may be transacted unless and until the existence of a quorum is first established.

- d. Proxies: Voting by proxy is not allowed.
- e. Quorum: The presence of a majority of the directors in office shall be required for the transaction of business of the Board of Directors and the affirmative vote of a majority of the directors present shall be required for any action to be taken; provided that, if less than a quorum be present at a meeting, a majority of the directors present may adjourn the meeting from time to time but shall cause the absent directors to be duly and timely notified of the date, time and place of such adjourned meeting.

Section 2. Membership Meeting(s)

- a. Annual Meeting: A meeting of members of the Club shall be held in the month of March each year at such place in Champaign County, Illinois, as the Board of Directors shall from year to year fix, unless some other place or date shall be designated by resolution of the Board of Directors adopted at a meeting of such Board held not less than one month nor more than three months prior to the regular date of said annual meeting. Failure to hold an annual meeting at the designated time and place shall not work a forfeiture or dissolution of the Club.
- b. Notice & Agenda: Notice of member meetings, stating the place, day and beginning and ending times and agenda of the meeting shall be delivered not less than 10 days nor more than 30 days before the date of such meeting to the email address provided by members. Notice of members meetings shall also be made via club social media accounts one week prior to the date of the meeting and on the day of the meeting. Failure of any member to receive notice of a member meeting does not invalidate any action taken at such meeting.
- c. Voting:
 - i. Only those voting members of record, duly affiliated, with all fees paid and in good standing, shall be entitled to vote.
 - ii. Voting by proxy is not allowed.
- d. Special Meetings:
 - i. A special meeting of members may be called by a majority vote of the Board of Directors, by the President of the Board, or by petition signed by not less than ten percent (10%) of the members of the Club. The Board Secretary shall conduct a review of the membership rolls to determine whether a member petition meets the 10% requirement.
 - ii. Within 10 business days of Board or Board President action or receipt of an eligible member petition, the Secretary shall post notice that a special members meeting has been called and the time and place of the meeting. Notice shall be given as set forth in Article IV, Section 1.a
 - iii. Special meetings shall be held in Champaign County, Illinois, and at a time that is reasonably convenient to the members.

ARTICLE V: ADMINISTRATION & FINANCE

Section 1. Member Fees: The Board shall annually review, or more frequently as supported by a majority of the voting Directors, the fees for membership in the Club. Changes to the fees and/or fee structure shall require a vote of the Directors and support by a majority of Directors with voting privileges. The Board shall notify the Club's members of the fees in written correspondence.

Section 2. Budgets:

- a. Annual Budget
 - i. An annual budget will be prepared by the Treasurer and approved by the Board of Directors.
 - ii. Expenditures not covered by the budget must, before being incurred and paid, be approved by the Board of Directors.
- b. Tournament Budgets
 - i. Tournament budgets will be prepared by the Tournament Director and must approved by the Board of Directors.
 - ii. Expenditures covered by the tournament budget must still be approved by the Tournament Director before incurred and paid.

- iii. Expenditures not covered by the tournament budget must, before being incurred and paid, be approved by the Tournament Director in concert with the President and Treasurer.

Section 3. Accounting System & Reporting:

The Board shall ensure that the Club has in place a system for accounting and reporting the Club finances.

Section 4. Contracts

The Board of Directors may authorize any officer or agent or agents, to enter any contract, or execute and deliver any instruments in the name of and on behalf of the club, and such authority may be general or confined to specific instances.

Section 5. Loans

- a. No loans shall be contracted on behalf of the Club and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors
- b. Such authority may be general or confined to specific instances.
- c. All loans must be approved by a 2/3 majority vote of the Board of Directors.

Section 6. Checks and Withdrawals

- a. If the amount of the purchase is over \$5,000, then all checks, drafts, other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the club shall be signed by the President and forwarded to the treasurer for payment, and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- b. If the amount is over \$5,000, then all withdrawals of corporate funds shall also be made by two authorized officers of the club, the President and the Treasurer.

Section 7. Deposits

All funds of the Club not otherwise employed shall be deposited on a regular basis to credit of the Club in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8. Authorization

The officers with check signing authority will be the President and Treasurer. Club administrative staff may be authorized for managing any amounts below \$5,000 at the discretion of the President or Treasurer.

Section 9. Fiscal Year

The fiscal year of the Club shall be July 1 to June 30.

Section 10. Insurance:

The Board will ensure that the Club has insurance policies deemed necessary and/or in the best interests of the club, and as may be required by law.

Section 11. Indemnification

- a. The Club shall indemnify its directors, officers and employees as follows:
 - i. Every director, officer, or employee of the Club shall be indemnified by the Club all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been a director, officer, employee or agent of the Club or is or was

serving at the request of the Club as a director, officer, employee or agent of the Club, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he/she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is determined to have been guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Club.

- ii. The Club shall provide to any person who is or was a director, officer, employee, or agent of the Club or is or was serving at the request of the Club as a director, officer, employee or agent of the Club, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.
- b. Liability Insurance: The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article.

Section 12. Conflict of Interest Policy

- a. The Club shall have a Conflict of Interest Policy.
- b. Each board member needs to read and complete the Conflict of Interest Disclosure Statement at the start of his/her term.
- c. All signed disclosure statements must be given to the Secretary of the Club.
- d. If any action, by the board or a board member is in question, the Conflict of Interest Policy will be used to determine if a conflict of interest has occurred.

ARTICLE VIII: AMENDMENTS

Section 1. Proposals

- a. Proposed amendments to the Constitution and Bylaws may be submitted by any member of the Board of Directors.
- b. Proposals should include the number and text of the current rule, the text of the proposed new or revised rule, and the reason for the change.
- c. Proposals to revise or amend the Constitution and Bylaws shall be submitted, in writing, to the President at least 30 days in advance of the scheduled meeting at which the proposal will be considered.
- d. Amendment proposals shall be published and distributed to BOD members for study at least 14 days prior to the scheduled meeting at which the proposal will be considered.

Section 2. Approvals

These Bylaws may be altered, amended or repealed and new Bylaws adopted when necessary by a two-thirds majority of the Board of Directors.

Section 3. Annual Review

- a. The President shall disseminate the current Bylaws to the new Board of Directors following annual elections which may be accomplished by publication in the website
- b. Bylaws will be reviewed by the recently elected Board of Directors at the first meeting of the Board of Directors following the annual elections.