

BYLAWS OF FOND DU LAC SOCCER ASSOCIATION

Approved this _____ day of September, 2018.

I. Name.

The name of the corporation shall be Fond du Lac Soccer Association.

II. Purposes.

The purposes of the corporation shall be exclusively charitable and educational and other purposes approved by the board of directors or members and authorized by chapter 181 of the Wisconsin Statutes.

The specific and primary purposes of the corporation shall be:

1. To educate the community in the sport of soccer and administer soccer leagues and clinics. Education shall be in the areas of technique, skills, theory, coaching, refereeing and sportsmanship.
2. To provide and maintain soccer facilities for the soccer leagues and clinics organized or supported by the Association.

III. Non-discrimination.

Eligibility for participation in the FDLSA is open to all Soccer Organizations/Associations and individuals, including but not limited to, soccer players, coaches, trainers, managers, administrators and officials without discrimination on the basis of race, color, religion, national origin, citizenship, disability, age, sex, sexual orientation, gender identity and veteran status.

IV. Dissolution.

Upon the dissolution of the Association, the board of directors shall, after paying or making provisions for the payment of all of the Association's liabilities, dispose of all of the Association's assets exclusively for the purposes of the Association in such manner as the board of directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine.

V. Members.

Members shall be (1) adult players who are registered to play on any soccer team organized or sponsored by the FDLA and who have paid the annual registration fee, (2) the parent(s) of minor players who are registered to play on any soccer team organized and sponsored by the FDLA and who have paid the annual registration fee, (3) members of the FDLA board of directors and (4) officers of the FDLA who are not directors.

In order for the parent of a minor child to be a member that parent must be identified as the child's parent on the child's registration form.

The amount of the annual registration fee shall be determined by the Board of Directors each season.

The period of membership shall be for a period of one (1) year from the date of registration and payment of the annual registration fee.

Members shall have all privileges of membership including receiving communications, attending meetings, and voting on any matter requiring a vote and any other privileges as may be granted by the board of directors. Proxy voting shall not be permitted. Each member shall be responsible for informing the Association of the member's current address, phone number and e-mail address and any change thereto.

B. Removal of members.

Upon a recommendation by a vote of a majority of the board of directors, members may be removed by a vote of two-thirds of all members entitled to vote, notwithstanding whether all members are present at a meeting to vote on such removal.

VI. Meetings of members.

A. Annual meeting.

In each calendar year, an annual meeting of members shall be held during the month of September at a date, time and place designated by the board of directors. The FDLA shall give at least 30 days notice to all members via e-mail to the e-mail address of the member shown in the records of the corporation or via other electronic means selected by the board of directors. The notice must include a brief description of any matters that must be approved by the members.

B. Special meetings.

Special meetings of members may be called by the president, by a majority of the board of directors or by a written request signed by five percent of the voting members. Special meetings shall be on at least ten days' notice via e-mail, which shall describe generally the business to be transacted at the meeting.

C. Place of meetings.

All meetings shall be held within the state of Wisconsin at a place selected by a majority of the board of directors.

D. Procedure.

Meetings shall be conducted pursuant to *Robert's Rule of Order* unless some other procedure is approved by a two-thirds vote of voting members voting and present.

E. Voting.

Voting shall be by members present at a meeting. Proxy voting shall not be allowed. All resolutions shall be by a majority of the members present at the meeting. If voting is conducted via written ballot in lieu of a meeting, all resolutions shall be by a majority of all votes cast via written ballot. (See section G below.)

F. Adjournment.

Meetings may be adjourned from time to time without further notice.

G. Written ballot in lieu of meeting.

Any action that can be taken at an annual, regular or special meeting of members may be taken without a meeting if the FDLA delivers a written ballot to every member entitled to vote on the matter. Members shall be able to vote on the resolution in writing or by transmitting their vote back to the sender by email or other electronic means selected by the board of directors. "Written" includes communication that is transmitted or received via e-mail or other electronic means.

For any resolution sent by e-mail, the sender shall request a return receipt and shall keep a copy of said return receipt. If the sender does not receive a return receipt within a reasonable period of time, the sender shall resend the message or use other means to ensure delivery of the resolution.

If the resolution is adopted, all members, including those who did not vote, shall be notified of the approval. Such notification may be by email or other electronic means.

Each member shall maintain an email address, which he or she shall check at regular intervals throughout the business day. Members are required to provide their current e-mail address to the FDLA secretary.

All notices required to be sent by U.S. mail or other means may be sent via email or other electronic means.

Records of any action taken by written consent shall be made a part of the corporate records.

A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action.

VII. Directors.

A. Number.

The management of the Association shall be vested in a board of directors consisting of no more than thirteen persons. At no time shall the number of directors be fewer than four.

B. Powers of directors.

Directors shall be granted the authority to manage the corporation to the extent provided by Wisconsin law.

C. Term.

The term of each director shall be two years. Terms of directors shall be staggered.

D. Election.

Election of directors shall take place at the annual meeting of members. Each voting member may cast one vote for each director position open for election at such meeting. Election shall be by a majority of the voting members present at the meeting. If election of directors is by written ballot in lieu of a meeting (see section G above), election shall be by a majority of all votes cast via written ballot.

Anyone wishing to be placed on the ballot for director must complete an

Application provided by the corporation and submit it to the president or secretary of the association no later than seven days before the annual meeting.

E. Vacancies.

In the event of a vacancy on the board due to death or resignation, the president shall nominate a successor to fill the vacancy for the remainder of the term for that position. The nomination must be approved by a majority of directors. If the nominee is not approved by a majority of directors, the president must nominate another person to fill the vacancy and that person must be approved by a majority of directors.

F. Meetings of directors.

1. Annual meeting.

There shall be an annual meeting of directors held during the month of September during each calendar year immediately following the meeting of members. The board of directors shall give at least 30 days' written notice of the annual meeting at the same time notice is given of the annual membership meeting. "Written notice" includes notice provided via e-mail or other electronic means.

2. Regular meetings.

At its annual meeting, the board shall set a schedule of regular board meetings for the period until the next annual meeting. A single written e-mail notice of regular board meetings will be given to all directors within 10 days following the annual directors' meeting. No further notice of regular directors' meetings shall be required. "Written notice" includes notice provided via e-mail or other electronic means.

3. Special meetings.

Special meetings of directors may be called by the president or by any director. Special meetings shall be on at least 5 days' written or e-mail notice, which shall describe generally the business to be transacted at the meeting.

4. Voting.

Voting shall be by directors present at the meeting. Proxy voting shall not be allowed.

5. Action without a meeting.

In lieu of a meeting, the Board of Directors may act as a Board by resolution as follows:

The resolution shall be adopted by the written consent of two-thirds or more of the directors then in office.

The resolution shall be transmitted by U.S. mail, e-mail or other electronic means to all directors, who shall be able to vote on the resolution in writing or by transmitting their vote back to the sender by email or other electronic means selected by the board of directors.

For any resolution sent by email, the sender shall request a return receipt and shall keep a copy of said return receipt by email or on paper. If the sender does not receive a return receipt within a reasonable period of time, the sender shall resend the message or use other means to ensure delivery of the resolution.

If the resolution is adopted, all directors, including those who did not vote, shall be notified of the approval. Such notification may be by email or other electronic means selected by the board of directors.

Each director shall maintain an email address, which he or she shall check at regular intervals throughout the business day.

All notices required to be sent by U.S. mail or other means may be sent via email.

Records of any action taken by written consent shall be made a part of the minutes of the next Board of Directors meeting.

G. Compensation.

Directors shall receive no compensation but shall be entitled to reimbursement of out-of-pocket expenses as approved by the board of directors.

H. Indemnification.

Directors shall be entitled to indemnification for actions as directors to the extent permitted by Wisconsin law.

I. Committees.

The board of directors may establish standing or special committees as it deems appropriate, provided that such committees may not exercise the powers of the board.

VIII. Officers.

A. In general.

The officers of the Association shall consist of a president, vice president, secretary and treasurer.

Officers may, but are not required to be, members of the board of directors.

One person may hold not more than one of the above offices.

All officers shall serve without compensation except that they may be reimbursed for actual out-of-pocket expenses incurred in performance of the duties of their office.

B. Election and terms.

The officers shall be elected by the board of directors. Each officer shall serve a term of one (1) year. An officer may be removed by a two-thirds vote of the board at any time.

C. Duties.

The duties of each office shall include, but not be limited to, duties prescribed by law and those additional duties set forth below. The president may assign additional duties to any officer as the president deems appropriate.

D. President.

The president shall generally manage the day-to-day operations of the Association subject to the direction of the board of directors. The president shall preside at all meetings of the board of directors and members.

E. Vice president.

The vice president shall exercise the duties of the president in the absence or incapacity of the president. If the president should die, resign or be removed from office, the vice president shall succeed to the office of the president.

F. Secretary.

The secretary shall maintain all records of the Association and shall prepare minutes of all meetings of the board of directors and members.

G. Treasurer.

The treasurer shall have custody of the funds of the Association and shall maintain all financial records of the Association. The treasurer shall report to the president, board of directors and members on the financial status of the Association.

X. Miscellaneous.

The fiscal year of the Association shall end on the last day of August of each year.

In addition to any other powers provided herein or by law, the board of directors may authorize one or more officers of the Association to execute and deliver instruments, open bank accounts, execute checks and drafts in the name of the Association, make or obtain loans, and sell, assign, or pledge securities.

Whenever these bylaws provide for notices or votes to be sent via "other electronic means," the specific form of electronic means shall be selected by the board of directors.

Whenever these bylaws require written notice to directors, such notice shall be mailed to each director by certified mail, return receipt requested, to the director's address as shown on the records of the Association. Each member and director shall be responsible for advising the Association of his, her or its current mailing address. In all cases, notice shall be deemed given on the date of mailing.

X. Amendment of Bylaws.

These bylaws may be amended by a vote of two-thirds of the members of the Association present and voting at a meeting duly called for such purpose. Written notice via mail, email or other electronic means, including the text of the proposed bylaw amendment(s), must be given to each voting member at least 21 days before the date of the meeting.