

Bylaws of the Mount Pleasant Soccer Club



MISSION

MPSC is a Non-Profit organization dedicated to promoting the growth of youth soccer in the Central Michigan area. MPSC strives to continuously educate coaches, players, parents, and the community about the game of soccer. By providing a high quality soccer experience, we emphasize the development of each and every participants' soccer skills, character, and self-esteem to their fullest potential in a safe, enjoyable, and competitive atmosphere.

VALUES

- Respect and Responsibility
- Integrity and Sportsmanship
- Passion and Commitment
- Excellence and Perseverance

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Preamble

This organization shall be known as the “Mount Pleasant Soccer Club”. The Internal Revenue Service Assigned an EIN, #38-3389723; and awarded 501(c)(3) status on January 13, 1999.

1 Offices

1.1 Principal Office

The principal office of the club shall be at such place within the state of Michigan as the board of directors may determine from time to time.

1.2 Other Offices

The board of directors may establish other offices in or outside the state of Michigan.

2 Club Membership

2.1 Eligibility

Any person sincerely interested in active participation to further the Mission and Core Values of the Mt Pleasant Soccer Club may apply to become a member.

2.2 Player Members

Any player candidate meeting the requirements of the League as defined by MMYSL shall be eligible to compete for participation. Player Members shall have no rights, duties or obligation in the management or in the property of the Club.

2.3 Suspension or Termination

Membership may be terminated by resignation or action of the Board of Directors as follows.

2.3.1

The Board of Directors, by a two-thirds vote of those present at any duly constituted Board meeting shall have the authority to discipline or suspend or terminate the membership of any Member of any class, including managers and coaches, when the conduct of such person is considered detrimental to the best interest of the Club and/or MMYSL. The Member involved shall be notified of such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges.

2.3.2

The Board of Directors by two-thirds vote of those present at any duly constituted Board meeting shall have full power to suspend or revoke such player's right to future participation. The Board of Directors shall, in case of a Player Member, give notice to the coach/manager of the team for which the player is a Player Member. Said coach/manager shall appear, in the capacity of an adviser, with the player before the Board of Directors or a duly appointed committee of the Board of Directors. The player's parent(s) or legal guardian(s) may also be present.

3 Board of Directors

3.1 General Powers

The business, property, and affairs of the corporation shall be managed by the board of directors.

3.2 Number

There shall be no more than 15 board members on the board as shall be fixed from time to time by the board of directors.

3.3 Term of Office

Each officer shall hold office for the minimum of 2 years, to begin on July 1. An officer may resign at any time by providing written notice to the board of directors.

3.4 Resignation

Any board member may resign at any time by providing written notice to the board of directors. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in section 3.6 of the bylaws.

3.5 Removal

A board member may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to a board position does not of itself create contract rights.

3.6 Board Vacancies

A vacancy on the board may be filled with a person selected by the remaining members of the board at the next scheduled board members meeting.

3.7 Annual Meeting

An annual meeting shall be held each year on the (4th Tuesday of June). If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient. Election of officers for the next year will take place at the annual meeting. The board shall also consider whether any changes to the bylaws are required at this meeting (though this shall not preclude the board from changing the bylaws at other meetings in accordance with Section 10).

3.8 Regular Meetings

Regular meetings of the board may be held at the time and place as determined by resolution of the board without notice other than the resolution.

3.9 Special Meetings

Special meetings of the board may be called by the president or any two board members at a time and place as determined by those persons authorized to

call special meetings. Notice of the time and place of special meetings shall be given to each board member in any manner at least three days before the meeting.

3.10 Statement of Purpose

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board needs to be specified in the notice for that meeting.

3.11 Waiver of Notice

The attendance of a board member at a board meeting shall constitute a waiver of notice of the meeting, except where a board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the board member may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

3.12 Virtual Participation

A board member may participate in meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3.13 Quorum

Either at least half of the elected officers, or a majority of current board members constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of board members present at a meeting where a quorum is present shall constitute authorized actions of the board.

3.14 Consent to Corporate Actions

Any action required or permitted to be taken pursuant to authorization of the board may be taken without a meeting, if, before or after the action, all

board members consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

3.15 Conflict of Interest

Any member of the board who stands to benefit financially from an action of the board may not vote on that action. If there is a question as to whether a financial conflict of interest exists, the board shall determine whether one exists by simple majority. The board may, by a two-thirds majority, determine whether non-financial conflicts of interest exist for a given board member on a given action. If the board determines that a non-financial conflict of interest exists, the board member in question may not vote on that action.

4 Officers

4.1 Number

The officers of the corporation shall be appointed by the board. Elected officers, at a minimum, shall be a President, a Vice-President, Secretary, Treasurer and Head Registrar. All positions of the board are voting members of the board. Two or more offices may be held by the same person except for the president, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president of the board to be executed, acknowledged, or verified by two or more officers.

4.2 President

The President shall preside at all meetings of the MPSC. That person shall be the chief executive officer of the MPSC and shall have general and active management of the Club and shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is the subject however, to the president's right and the right of the board to delegate any specific power to any other officer of the board. The president shall execute all authorized conveyances, contracts and other obligations in the name of the MPSC. This is a non-paid position.

4.3 Vice President

The vice president, if any, shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall be responsible for disciplinary actions of players, coaches, and team representatives. This person shall be the initial board member to resolve issues between teams (i.e. rescheduling, forfeitures). This is a non-paid position.

4.4 Secretary

The secretary shall

- A. keep minutes of board meetings and votes to be kept in a book for that purpose;
- B. be responsible for providing notice to each board member as required by law, the articles of incorporation, or these bylaws;
- C. be custodian of corporate records;
- D. keep a register of the names and addresses of each member-at large, officer and appointed director;
- E. perform all duties incident of the office and other duties assigned by the president or the board.

This is a non-paid position

4.5 Treasurer

The treasurer shall

- A. have charge and custody over corporate funds and securities;
- B. keep accurate books and records of corporate receipts and disbursements;
- C. deposit all moneys and securities receive by the corporation at such depositories in the corporation's name that may be designated by the board;

- D. disburse the funds of the MPSC as ordered by the MPSC BOD, taking proper vouchers for such disbursement and shall render whenever they require it an account of all transcripts as Treasurer;
- E. complete all required corporate filings;
- F. perform all duties incident to the office and other duties assigned by the president or the board.

This is a non-paid position

4.6 Head Registrar

The Head Registrar shall keep a complete record of all teams and players for the purpose of player registration and team affiliation. They are responsible for overseeing compliance, rules, and payments. The U9-U12 and U13-U19 Registrars (as described in section 5.4) shall report to the Head Registrar. Other duties include:

- A. Request fee setting for the following season.
- B. Prepare for tryouts.
- C. Set fee payment registration in GotSport (or equivalent).
- D. Monitor club email
- E. Accept, monitor, and follow up on player payments.
- F. Handle player financial assistance requests and payments plans.
- G. Handle coaches' pay near the end of each season.
- H. Ensure SafeSport, Heads Up Concussion, and Risk Management compliance for all required parties.
- I. Ensure that the website is up to date.
- J. Serve as MPSC's primary contact for MMYSL, MSPSP, and GotSport.

This is a paid position equivalent to \$1500 per year, paid out in increments of \$1000 at the end of the Fall season and \$500 at the end of the Spring season.

4.7 Past President

The Past President is the former President most recently preceding the current President. The Past President shall provide counsel and advice to the MPSC BOD. This person shall be a voting member. This is a non-paid position.

4.8 Fundraising Chairperson

The fundraising chairperson is responsible for coordinating all fundraising activities for the club, including oversight of the fundraising committee. This position is responsible for identifying activities, promoting events and providing a financial breakdown after the event to the club. This position is granted 1 player fee waiver per year.

4.9 Player Representative

The player representative shall be an advocate for players, ensuring that player interests are represented on the board. The player representative shall do this (in part) by:

- A. Provide guidelines for coaches, players, parents about the club/game such as playing time, and coaches' expectations for players.
- B. Provide preseason reminders concerning conflict resolution, code of conduct issues, and respecting the game (especially related to coaches, referees, and opposing competitors).
- C. Surveying families (especially those that have left the club).
- D. Meet with each team at least once per season.
- E. Communicate issues to coaches on players' behalf.

This is a non-paid position.

4.10 Director of Player & Coaching Development

The director of coaching shall be a club leader to educate, coordinate, facilitate and evaluate soccer development of players, coaches and parents by

providing common curriculum and direction to the club. The direction will help to create a competitive soccer program with an emphasis on continually advancing teams to their potential. This will be achieved in part by

- Meeting with the youth teams two times in Summer/Fall season and one time each in the Winter and Spring seasons to work with the players and coaches for training sessions including specific technical training and decision making skills during game play.
- Researching, refining, teaching, and evaluating technical training programs into the club and add technical training videos/DVD to the club that players/parents can access.
- Researching, refining and incorporating a club wide dynamic warm-up.
- Researching, refining and incorporating a club wide conditioning and strength program.
- Researching, developing, and refining a header/neck program for youth players to help develop proper techniques to help with the prevention of concussions.
- Working with Mt. Pleasant Park & Rec program to further develop the relationship between the two organizations, and develop future players and coaches that may lead to expansion of the club.
- Helping with facilities, conflict resolutions, recruiting, hiring, developing, and evaluation coaching staff.
- Providing regular updates to the board.

This is a paid position equivalent to \$2500 per year, paid out in increments of \$1500 at the end of the Fall season, \$500 at the end of the Winter season and \$500 at the end of the Spring season.

4.11 Members-at-Large

Any adult person actively interested in furthering the objectives of the Club may become a Member-at-Large upon approval by a majority of the voting membership. A person may petition the board for membership after attending 3 of 4 consecutive board meetings. The secretary shall maintain the roll of

membership to qualify voting members. Coaches/Asst. Coaches/Managers are encouraged to petition for membership at large.

4.11.1 Voting Membership

Only members-at-large who are in good standing are eligible to vote. Good standing is defined as meeting attendance of at least 50% of the meetings for the year. All elected board members and other related or appointed officials are eligible to vote.

5 Committees

5.1 General Powers

The board, by resolution adopted by a vote of majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

A committee designated by the board may exercise any powers of the board in managing the club's business and affairs, to the extent provided by resolution of this board. However, no committee shall have the power to:

- A. amend the articles of incorporation;
- B. adopt an agreement of merger or consolidation;
- C. amend the bylaws of the corporation;
- D. fill vacancies on the board; or
- E. fix compensation of the directors for serving on the board or a committee.

5.2 Meetings

Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article 3 for meetings of the board. Minutes shall be recorded at each committee meetings and shall be presented to the board.

5.3 Consent to Committee Actions

Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

5.4 Standing Committees

5.4.1 Player Registrars (2)

There shall be two registrars, one for age groups U9–U12 and one for U13–U19. They shall report to/coordinate with the Head Registrar.

- A. Tryout organization and implementation.
- B. Attend coaches' meeting to provide player lists and record team info.
- C. Notify player's of placement and built teams in GotSport.
- D. Register and monitor players with MMYSL/MSPSP.
- E. Produce passcards for each team.
- F. Attend to uniforms for each team.
- G. U13–U19 Registrar will attend to items A–F above for the U19 boys team for each spring season.

5.4.2 Game Day Manager

The Game Day Manager shall be responsible for the following:

- A. Scheduling oversight and entering games into GotSport.

- B. Coordinating with the referee coordinator to ensure each game has officials.
- C. Manage rescheduling with the requisite league.
- D. Request and deliver referee checks to coaches.
- E. Coordinate uniform selection.
- F. Manage equipment ordering (including club balls, shirts, and various other equipment needs).

6 Corporate Document Procedure

All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, check, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

7 Indemnification

7.1 Nonderivative Actions

Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation) Such indemnification shall apply only to a person who was or is a director or officer of the corporation or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she

reasonably believed to be in or not opposed to the best interests of the corporation. With respects to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of nay action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

7.2 Derivative Actions

Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation, or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless the only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

7.3 Expenses of Successful Defense

To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7.1 or 7.2 of this article, or in defense of any claim, issue, or matter in the action, suit

, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

7.4 Contract Right; Limitation on Indemnity

The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 7.3 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

7.5 Determination that Indemnification is Proper

Any indemnification under sections 7.1 or 7.2 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in section 7.1 or 7.2, whichever is applicable. Such determination shall be made in any of the following ways:

- A. By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.
- B. If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
- C. By independent legal counsel in a written opinion.

7.6 Proportionate Indemnity

If a person is entitled to indemnification under sections 7.1 or 7.2 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but no for the total amount, the

corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

7.7 Expense Advance

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.1 or 7.2 of this article may be paid by the corporation in advance of the final disposition of the action, suit or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is no entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

7.8 Non-exclusivity of Rights

The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

7.9 Indemnification of Employees and Agents of the Corporation

The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

7.10 Former Directors and Officers

The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs,

executors, and administrators of that person.

7.11 Insurance

The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation, or (b) was or is serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under this article or the laws of the State of Michigan.

7.12 Changes in Michigan Law

If there are any changes in the Michigan statutory provision applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

8 Compensation

When authorized by the board, a person shall be reasonably compensated for services rendered to the corporation as an officer, director, employee, agent, or independent contractor, except as prohibited by these bylaws.

9 Fiscal Year

Fiscal year is recognized as July 1 through June 30.

10 Revision of the Bylaws

The board of directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of the majority of the directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the board.

11 Miscellaneous

11.1 Affiliation

The Mount Pleasant Soccer Club shall be an affiliated member of and comply with the authority of the Mid Michigan Youth Soccer League and the Michigan State Youth Soccer Association, the United States Youth Soccer Association and the United States Soccer Federation. Except where restricted or prohibited by law, these bylaws are superseded by the requirements of the United States Youth Soccer Association.

11.2 Discrimination

The Mount Pleasant Soccer Club will not discriminate based on race, sex, age, religion, or sexual orientation. In addition, the Mount Pleasant Soccer Club will ensure that girl's teams, boy's teams and coed teams (which shall be considered a boys team) shall be established on an equal basis.

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