

BYLAWS OF WILLIAMSTON SOCCER CLUB
(A Michigan Nonprofit Corporation)
(created November 13, 2023)

ARTICLE I
Purpose

Section 1.0 Name

The Corporation shall be known as the Williamston Soccer Club. The initials "WSC" shall equally refer to the Corporation.

Section 1.1 Purpose

The purpose of the Williamston Soccer Club is to promote soccer to develop, deploy, and maintain a comprehensive program for the development and promotion of the game of soccer at all ages.

Section 1.2 Objectives

- a) Develop an organization with an active and involved membership concerned with the Williamston Soccer programs and of its participants regardless of sex, race, socio-economic status or chosen sport activity.
- b) Promote community spirit, sportsmanship, and encourage attendance at all Williamston Soccer events.
- c) Provide supplementary financial support for the maintenance and upkeep of Williamston Soccer facilities.
- d) Provide supplementary financial support for player and program development.
- e) Aid the Williamston Soccer Boosters in organizing and staging special events or projects.
- f) Provide a governing structure to administer youth soccer and shall provide a vehicle to communicate information to players, parents, coaches, referees, and other interested parties.

Section 1.3 Non-Profit Status

The Williamston Soccer Club is a board-administered, non-profit corporation for the purposes of the Non-Profit Corporation Act.

ARTICLE II
Membership

Section 2.0 Fees

There shall be no membership fee to be involved in the Williamston Soccer Club.

Section 2.1 Members

Williamston Soccer Club membership is open to all youth and adults who want to support soccer in the Williamston Community. A member shall not have any voting rights with regard to WSC activities by virtue of being a member.

ARTICLE III **Executive Board**

Section 3.0 Board of Directors

The property, business, and affairs of the Corporation shall be managed by a Board of Directors which is the governing body of the Corporation.

The Corporation is organized on a nonstock, directorship basis and, except as otherwise provided by law, all matters which are subject to vote or other action in the case of a Michigan nonprofit membership corporation, shall be approved by action of the Board of Directors. The Board of Directors shall meet as often as necessary to conduct the business of the Corporation, but at least annually.

Section 3.1 Composition

The Board of Directors shall be comprised of a minimum of three (3) but not more than nine (9) persons as determined by the Board of Directors. The Board will consist of an odd number of members.

Section 3.2 Terms of Office and Election Procedures

The term of office of any Director will be for two years from the date of his or her election or appointment by the affirmative vote of a majority of the current Directors, in a form approved by the Board of Directors, at a meeting of the Directors and continue until his or her successor has been elected and qualified, unless the Director is appointed to fill a vacancy, in which event it will be for the remainder of the term to which the Director is succeeding.

Section 3.3 Removal

A Director may be removed, either with or without cause, by the affirmative vote of a majority of the Board of Directors. A Director who fails to attend two meetings during a 12-month period, without giving advance notice of his or her absence to the President, shall be deemed to have resigned. Such a resignation is effective upon acknowledgement by a simple majority vote at any regular meeting of the Board of Directors.

Section 3.4 Resignation

A Director may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation, or a subsequent time as set forth in the notice of resignation.

Section 3.5 Vacancies

If a vacancy has occurred in the Board of Directors as a result of death, resignation, removal or otherwise, the vacancy may be filled by a person selected by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board.

Section 3.6 General Powers as to Negotiable Paper

The Board of Directors may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate the persons of who will be authorized to make, sign or endorse the same on behalf of the Corporation.

Section 3.7 Powers as to Other Documents

All material contracts, conveyances and other instruments may be executed on behalf of the Corporation by the President or any Vice President, and if necessary, attested by the Secretary or the Treasurer.

Section 3.8 Annual Meetings

The annual meeting of the Board of Directors shall be held at such place, date, and hour as the Board of Directors may determine from time to time. At the annual meeting, the Board of Directors shall elect Directors, elect officers, and consider such other business as may properly be brought before the meeting. If less than a quorum of the Directors appear for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

Section 3.9 Regular Meetings

Regular meetings of the Board of Directors may be held without notice if the time and place of the meeting has been determined by resolution of the Board. At least one regular meeting of the Board must be held each year.

Section 3.10 Special Meetings

Special meetings of the Directors may be called by the President and will be called by the President or Secretary at the direction of not less than two Directors or as may otherwise be provided by law.

Section 3.11 Notice of Meetings of Board of Directors

Written notice of the time and place of all meetings of the Board shall be given to each Director at least seven (7) days before the date of the meeting, either personally or by mailing such notice to each Director at the address designated by the Director for such purposes, or if none is designated, at the Director's last known address. Notices of special meetings shall state the purpose or purposes of the meeting. Unless otherwise indicated in the notice, any and all business may be transacted at any special meetings. Notice of any meeting of the Board may be waived in writing before or after the meeting. At any meeting at which every Director shall be present, even though without notice, any business may be transacted, and any Director may, in writing, waive notice of the time, place and objectives of any special meeting.

Section 3.12 Quorum and Voting

A majority of the Directors then in office constitutes a quorum for the transaction of business. If, however, at any meeting, less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time. The vote of a majority of the Directors present at any meeting at which there is a quorum shall be the acts of the Board, except as a larger vote may be required by the laws of the State of Michigan, these bylaws or the Articles of Incorporation. A member of the Board may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another, if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting in this manner constitutes presence in person at the meeting.

Section 3.13 Action by Unanimous Written Consent

Any action required or permitted to be taken at an annual or special meeting of Directors may be taken without a meeting, without prior notice and without a vote, if all of the Director's consent in writing to the action so taken. Written consents will be filed with the minutes of the proceedings of the Board of Directors.

Section 3.14 Compensation

Directors shall receive no compensation for their services on the Board of Directors. The preceding shall not, however, prevent the corporation from purchasing insurance as provided in Section 8.4 nor shall it prevent the Board of Directors from providing reasonable compensation to a Director for services which are beyond the scope of his or her duties as Director or from reimbursing any Director for expenses actually and necessarily incurred in the performance of his or her duties as a Director.

Section 3.15 Authority of the Board; Rules and Regulations

The Board of Directors has general authority to act for and on behalf of the Corporation, to adopt resolutions, rules and/or regulations governing the Corporation, its officers and committees, and any team sponsored by or affiliated with the Corporation, and to take any other actions it deems appropriate on behalf of the Corporation.

Section 3.16 Meeting Rules and Procedures

In the absence of a specific rule in these Bylaws or under the Act, the Modern Rules of Order shall be used to govern the deliberations of the Corporation.

ARTICLE IV **Officers**

4.0 President

The President shall perform the following duties:

- a. Shall preside over all meetings of the Board.
- b. Call special meetings as needed.
- c. Prepare the agenda for meetings.
- d. Perform other duties that pertain to the office.

4.1 Vice President

The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President will also perform any other duties prescribed by the Board of Directors or the President.

4.2 Secretary

The Secretary shall perform the following duties:

- a. Keep attendance records.
- b. Handle correspondence as necessary.
- c. Publish meeting notices.
- d. Take minutes at meetings.
- e. Recording of revisions to and publishing Bylaws, Rules and Guidelines.

4.3 Treasurer

The Treasurer shall perform the following duties:

- a. Be responsible for the safekeeping of all funds and management of the overall budget.
- b. Collect and record funds.
- c. Issue receipts and checks for necessary payments as voted on.
- d. Give a report of accounts at each club meeting.

- e. Maintain yearly insurance as required by the Board of Directors.
- f. Handle appropriate licensing, as required.
- g. Responsible for annual tax filings.

4.4 Youth Program Director

The Youth Program Director is responsible for the execution of the Williamston Soccer Youth Program, which includes most community soccer activities, with the exception of Williamston Community Schools district-sanctioned soccer teams. These responsibilities include:

- a. Plans and oversees league (CASL, WSSL, etc) participation including tryouts, team formation, registration, & scheduling.
- b. Communication with leagues as the lead representative for the Club
- c. Plans and oversees community programming (Youth Academy, etc)

The Youth Program Director may delegate some program responsibilities, as necessary, to two named, non-voting roles:

- a. Registrar. Administers program registration process for all Club managed teams, coaches, and individuals (birth certificates, concussion forms, background check, uniforms, payment, etc.)
- b. Youth Academy Manager. Administers Youth Academy program (K-1st grade).

These program roles may be compensated, as determined by the Board of Directors.

4.5 Field and Equipment Director

The Field & Equipment Director is responsible for making arrangements for adequate field space for the Youth program, including lining of fields for Youth program usage. Communicates with coaches/managers/directors and property owners (school district, city/township, private land owners, etc.) on field space and availability. Distributes and collects equipment to/from coaches. Maintains accurate inventory of all equipment. Arranges for safe storage of equipment when not in use.

4.6 Coaching Director

The Coaching Director recruits and assigns coaches for Youth programming. In addition, develops soccer-focused curriculum and evangelizes Williamston Soccer principles throughout the community.

ARTICLE V **Committees**

Section 5.0 Committees

Special committees may be appointed in accordance with these bylaws as authorized by the

Board. The duties and responsibilities of the standing and special committees may be reasonably expanded or supplemented by formal Board action.

ARTICLE VI **Indemnification**

Section 6.0 Indemnification

The Corporation will, to the fullest extent now or hereafter, indemnify any Director or officer of the Corporation (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Director, officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation officer, partner, volunteer, employee, or agent of another corporation, Partnership, Joint venture, trust, or other enterprise, whether for profit or not profit, against expenses including attorneys' fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with action, suit or proceeding if the person acted (or refrained from acting) 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 its Members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

Section 6.1 Rights to Continue

This indemnification will continue as to a person who has ceased to be a director or officer of the Corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee, or agent of the Corporation to the extent provided in a resolution of the Board of Directors or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a director, officer, volunteer, employee, or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.

ARTICLE VII **Financial**

Section 7.0 Operating Funds

Operating funds shall be maintained in a general fund, and an accounting of such funds shall be presented at all meetings.

Section 7.1 Obligations

The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.

Section 7.2 Loans

No loans shall be made by the organization to its officers or members.

Section 7.3 Banking

The Treasurer shall deposit all funds of the organization to the credit of the organization in such banks, trust companies or other depositories as the Executive Board may select and shall make such disbursements as authorized by the Executive Board in accordance with the annual budget. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds and/or orders of payment.

Section 7.4 Dispersal of Funds

The Treasurer shall disperse funds based on the amount of expenditure. When approvals are needed, the approval may be in the form of an email or text message which shall be saved with the transaction in the financial software.

- a) Expenditures of \$500 or less do not require prior approval.
- b) Expenditures of \$501-\$1500 may be dispersed if planned for in the annual budget with approval of the Board President.
- c) Expenditures over \$1501 require approval by the Executive Board. A simple majority shall be required to authorize the treasurer to disperse funds.

Section 7.6 Financial Report

The Treasurer shall present a financial report at each membership meeting of the organization and shall prepare a final report at the close of the year in accordance with the organization's financial policies.

Section 7.7 Fiscal Year

The fiscal year of the organization shall be from July 1 to June 30 but may be changed by resolution of the Executive Board.

Section 7.8 Record Retention

All records of the organization shall be maintained and destroyed in accordance with law and standard record retention guidelines.

Record	How to Store	Period of Time
Year-end Treasurer's financial report / statement	Online storage accessible by Board President & Treasurer	Permanent
Treasurer's reports, periodic	Online storage accessible by Board President & Treasurer	Three Years. Store w/financial records.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Online storage accessible by Board President & Treasurer	Seven Years. Store w/financial records.

ARTICLE VIII
Conflicts of Interest

Section 8.0 Disclosure

When a member of the Board or an officer is affiliated with an organization eking to provide services or facilities to the Corporation, or when a member of the Board or officer is any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Board of Directors and made a matter of record, either when the interest becomes a matter of Board action or as part of a periodic procedure to be established by the Board. An affiliation with an organization will be considered to exist when a Board member or officer or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee, or agent of the organization, or has any other substantial interest or dealings with the organization.

Section 8.1 Voting

Any Board member or officer having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter and should not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. The Board should obtain and rely on appropriate comparability data, when appropriate. The minutes of the meeting should reflect that the disclosure was made, that the interested Board member abstained from voting, that his or her presence was not counted in determining a quorum, and that comparability data was considered.

Section 8.2 Statement of Position

The foregoing requirements should not be construed to prevent a Board member or officer from stating his or her position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

ARTICLE XI
Bylaw Amendments

Section 9.0 Amendments

Amendments or changes to the Bylaws may be offered by any member of the Board of Directors. They must be presented and acted upon at any regular meeting.

ARTICLE X
Certification

These Amended By-Laws APPROVED AND ADOPTED this 20 day of
June, 2024.

By: Kevin J. Wolf President

By: _____ Secretary