

# MIDLAND SOCCER CLUB

## BY - LAWS

Updated by the MSC Board of Directors

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### ARTICLE I - Officers, Duties and Responsibilities

#### A. Board of Directors

1. The Board of Directors will consist of the following:

- a. President
- b. Operations Director
- c. Secretary
- d. Treasurer
- e. Select Program Director
- f. Recreation Program Director
- g. Adult Program Director
- h. PR/Fundraising
- i. Tournaments
- j. Members at Large -three (3)
- k. Technical Director (non-voting)
- l. Referee Representative (non-voting)

2. The maximum number of Board members will not be greater than thirteen (13).

3. The maximum number of Voting Executive Board members will not be greater than five (5). The Executive Board will consist of the following:

- a. President
- b. Operations Director
- c. Secretary
- d. Treasurer
- e. Technical Director (non-voting)
- f. Add Hoc – Select, Recreation, Adult Program Directors (non-voting)

4. A quorum for the scheduled monthly Board of Directors meeting is more than 50 percent of the Board members must be present.

5. The Board of Directors will meet once a month. These meetings shall be open to the public, with the exception that the President or a majority of board members have the ability to call for a closed session.

6. The Board of Directors shall have the authority to make temporary rules or regulations for

specific cases or occasions not provided for in the Constitution or Bylaws, but which are deemed necessary by the Board of Directors to carry out the objectives of the Club. These rules or regulations must agree with Section VI (Changes) of the MSC Constitution.

7. The Executive Board will:

- a. Ensure the execution and advancement of the MSC Strategic Plan.
- b. Make recommendations to the full board as a motion.
- c. Make employee hiring and compensation decisions and any other employee issues.
- d. Make purchases up to \$2,000.00 without full board approval.
- e. Help write policy for the board of directors.
- f. Help guide the board of directors.
- g. Enforce policy

8. The Executive Board cannot:

- a. Make board decisions without majority of board approval.
- b. Enact new policies without majority of board approval.

9. The President will call a special board meeting on any issue presented to the President/Secretary in the form of a petition carrying the signatures or by email/electronic approval of at least 50 percent of the board members. All board members must receive notice of any special board of Directors meeting.

10. Vacancies – A vacancy in the Board of Directors exists in case of:

- a. Death
- b. Resignation
- c. The authorized number of Board Members is increased
- d. Removal of a Board Member by the Board

11. Conditions for removal of a Board Member by the Board of Directors:

- a. A 2/3 vote of the total Board of Directors is needed to remove a member of the Board of Directors.
  1. Missing three (3) consecutive regular Board meetings without notifying the President of the Board
  2. Gross misconduct including, but not limited to: conflict of interest and financial indiscretion.
- b. A reduction in the authorized number of directors does not remove any director prior to the expiration of his/her term of office.

12. Replacement after Vacancy: A quorum of the Board of Directors may elect a director at any Board meeting to fill any vacancy. If the Board accepts the resignation of a director tendered to take effect at a future time, the Board may elect a successor to take office when the resignation becomes effective. See the New board member policy.

B. Board of Director Responsibilities

1. It will be the responsibility of the Board to prepare a budget prior to May 1<sup>st</sup> (first) of each year. The budget will be presented at the May Board meeting, discussed, tabled and voted on at the June Board Meeting. After approval of the budget, the Board will have the authority to disburse funds as budgeted for the club. The budget may be amended with a majority of board approval.
2. The Board, acting together, shall constitute the administrative management of MSC. They shall be responsible for:
  - a. The execution and advancement of the MSC Strategic Plan.
  - b. Insuring that the club operates within the framework and intent of the Constitution and Bylaws.
  - c. Insuring the fair and equitable treatment of the players by the personnel attached to the club and that each team shall receive equal treatment, insofar as it is reasonable, regardless of the level of play.
  - d. The promotion of soccer.
  - e. The raising of funds for MSC expenses.
  - f. Recording, publicizing, and promoting MSC activities and endeavors.
  - g. Submitting minutes from committee meetings prior to the board meetings. The President shall present an Executive Board meeting summary at the next monthly Board meeting. The minutes of the Board and monthly Club Directors Summaries shall be available for review at the MSC office for any Director prior to the AGM.

- h. Appointing or hiring of the necessary staff and supervising their activities.
- i. At the yearly AGM, the majority of Board members present shall approve the actions of the officers of the Executive Board and the Club Directors taken during the past fiscal year.
- j. All board members must have a current risk management card.

## C. Duties

### 1. President

- a. Shall be limited to two (2) consecutive one (1) year terms.
- b. Shall be responsible for paid staff including but not limited to the Club Director, Director of Training and Technical Director.
- c. Shall be responsible for and sign all contracts negotiated by the Midland Soccer Club.
- d. Shall preside at all meetings of the Board and at the Annual General Meeting
- e. Shall automatically be ex-officio member of any committee established within the organization but does not act as its chairperson.
- i. The president must be advised by committee chairs of the date, time and place of any and all meetings
- f. Shall coordinate the activity of the total organization and shall have the authority to delegate responsibility as it becomes necessary.
- g. Shall have the authority to take disciplinary action, as prescribed by the Rules Guidelines, against any coach, player, parent or Board member.
- h. Shall have the authority to authorize expenditures of up to \$500.00 per occasion without the prior approval of the Board.
- i. Shall Chair a Grievance Committee upon receiving any written appeals to disciplinary action issued by the Rules Committee.
  - i. All such appeals must be received within 72 hours after disciplinary action has been pronounced.
  - ii. This committee shall be formed within 48 hours of the receipt of the appeal.
- j. Act as a spokesperson for MSC.
- k. Act as, one (1) of four (4) authorized signatories for MSC accounts.
- l. Provide an annual report on the state of the club at the Annual General Meeting.
- m. Serve as club representative to the Michigan State Youth Soccer Association (MSYSA) or assign a Board Delegate.

### 2. Operations Director

- a. Shall be limited to four (4) one (1) year terms.
- b. Shall act as President pro-tem until new President elected.
- c. Oversees the physical property of the MSC.
- d. Works with MSC employees to complete day-to-day tasks to operate the MSC.
- e. Works with contractors and vendors to bid and oversee MSC maintenance projects.
- f. Acts as, one (1) of four (4) authorized signatories for MSC accounts.
- g. Assist the Technical Director in Implementing and maintaining a safety protocol for Recreational Program, Select Program, Adult Program, Field Operations and Concession Stand.

### 3. Treasurer

- a. Shall be limited to four (4) one (1) year terms.
- b. Shall preside in the absence of the President.
- c. Shall work with an auditing company to oversee the financials of the MSC.
- d. Will oversee the Technical Director's handling of financial business for MSC.
- e. The Treasurer shall give a report at all board meetings.
- f. Shall prepare a final financial statement at the end of his/her term of office.
- g. Acts as, one (1) of four (4) authorized signatories for MSC accounts.
- h. Prepares and files government forms.
- i. Shall chair the Budget Committee which consists of the Treasurer, President, Vice President of Programs, Vice President of Operations, Director of Select and Director of Recreational programs.
- j. With the Technical Director, oversees that year-end financial statements are compiled and sent to the CPA for audit.

### 4. Secretary

- a. Shall be limited to three (3) one (1) year terms.

- b. A candidate for the Secretary position shall have been a member of the Board of Directors for at least one year.
  - c. Shall keep an accurate record of all Board and Annual General Membership meetings, handle all correspondence and give notice of meetings.
  - d. Shall maintain an up-to-date copy of the Constitution and By-laws.
  - e. Shall chair the Rules Committee.
  - f. Act as, one (1) of four (4) authorized signatories for MSC accounts.
  - g. Shall supervise and work with the MSC Office Manager to conduct the workings of the MSC office.
5. Select Program Director
- a. Shall be limited to three (3) one (1) year terms.
  - b. A candidate for the Director of Select Program shall have been a member of the Board of Directors for at least one year and a member of the Select committee.
  - c. Assist the Technical Director in organizing the travel program.
  - d. Serve as the Boards liaison in assisting the Technical Director in the recruitment and review of coaches and coaching contracts.
  - e. Shall be a member of the Select Committee, assisting the Technical Director to review travel procedures, MSC member expectations, and documents in the parents, manager and the Fusion Handbook.
  - f. Assist the Technical Director in resolving conflicts in the Select Programs.
  - g. Shall assist the Technical Director in coordinating the day, time and field assignments of the Select Program tryouts.
  - h. Shall assist the President, Technical Director and the Treasurer in preparing the Select Program budget.
  - i. Shall attend meetings and serve as the Board Liaison and Club representative for League meetings, indoor facility negotiations and other committees as agreed upon with the Technical Director.
6. Recreational Program Director
- a. Shall be limited to three (3) one (1) year terms.
  - b. A potential Director of Recreational Program should be a member of the Board of Directors for at least one year and a recreational committee member.
    - o Recruit and train Age Group Coordinators to recruit coaches and form teams in their respective age groups.
  - d. Sit on special adjunct panels to resolve divisional problems.
  - e. Shall be responsible for communications between the Board, MSC office staff, Technical Director and coaches within their divisions.
  - f. Shall chair a special committee to review recreational procedures and document in the Recreational Handbook.
  - g. Shall assist the Technical Director in coordinating coach development events.
7. Adult Program Director
- a. Shall be limited to three (3) one (1) year terms
  - b. Shall be responsible for recruiting and forming teams for the adult league
  - c. Sit on special adjunct panels to resolve divisional problems
  - d. Shall be responsible for communications between the Board of Directors, MSC office staff, and team representatives.
  - e. Shall chair a special committee to review adult program procedures and documents in the Adult Program Handbook.
8. Public Relations and Fundraising Director
- a. Shall be limited to three (3) one (1) year terms.
  - b. Shall be responsible for coordinating the public relations efforts as per the MSC Strategic Plan and leading the PR committee for the club.
  - c. Shall be responsible for the MSC website including the development and updating, coordinating with the MSC Board, Technical Director and staff.
  - d. Shall be responsible for organizing and leading the fundraising efforts of the club as per the MSC Strategic Plan which includes leading the PR committee.
9. Tournaments Director

- a. Shall be limited to five (5) one (1) year terms.
- b. Shall be responsible for the organization and coordination of the Midland Invitational and Fusion tournaments including chairing of the tournament committees.
- c. Coordinate with the PR/Fundraising Director to obtain sponsors for the MIT and Fusion tournaments.
- d. Coordinate with Operations and Technical Directors the facilities setup for MSC tournaments.

10. Members at Large

- a. Shall be limited to six (6) one (1) year terms.
- b. Responsible for chairing or serving on committees.

11. Technical Director

- a. Work with the Board of Directors to establish a strategic plan for the organization that will promote the realization of the MSC Mission Statement.
- b. Establish best practices, curriculum, and programming for all youth programs, Fusion and Recreational, to deliver player and coach development.
- c. Plan, implement, and oversee all aspects of the competitive training program, along with an active advisory role for other youth programs within MSC, as directed by the Board of Directors.
- d. Develop contracts for Select coaches with the Select Program Director.
- e. Meet with coaches, parents, and players on a regular basis in providing feedback on their development.
- f. Attend MSC functions and events as part of the promotion of the club marketing.
- g. Will serve as Registrar with all affiliate Leagues (i.e. MSYSA, Premier, MMYSL, etc.)
- h. Promote the club within the community and help with public relations.
- i. Communicate with Board of Directors on aspects of age group administration.
- j. Assess and modify organizational structure (e.g. Soccer Academy) to promote early player development.
- k. Will provide day-to-day oversight of the MSC Complex.
- l. Shall Chair the Select Committee, leading the development of policy and management of the program.
- m. Shall resolve conflicts in the Select Program.

12. Referee Assignor

- a. Preferred to be a certified USSF referee, assignor, instructor or assessor; shall have significant (5 years or more) refereeing experience and/or USSF Grade 8 or higher.
- b. Shall serve on the Rules Committee.
- c. Shall communicate the Rules of the Game to coaches and referees or delegate this to the referee Assignor.
- d. Shall oversee the assignment of referees to MSC matches.
- e. Shall review all protested games and reported incidents and shall be responsible for convening the Rules Committee to hear results of any investigation/protest within 72 hours after receiving notification of an incident.

**ARTICLE II - Suggested Committees** (These committees may be included but are not limited to the list and responsibilities below) It is encouraged that all committees be made up of up to two (2) current Board of Directors and at least one (1) member from the MSC soccer community that is not a member of the Board of Directors. The committees should be prepared to present a monthly report and present at the monthly board meeting.

A. Public Relations

- 1. Provides mass-media contact for the club.
- 2. Organizes the registration advertising campaign in conjunction with the Registrar.
- 3. Uses mass-media for promotion of soccer.
- 4. Directs and coordinates with the Director of Training public education.

B. Fund Raising

- 1. Shall be responsible for the annual fund raising activities.
- 2. Shall recruit people to assist in fund raising activities.
- 3. Shall contact sponsors for donation to the Clubs activities.

#### C. Website

1. Work with the Board and Club Staff to develop and update the MSC website.

#### D. Tournament

1. The chair of this committee is the director of the Fusion Invitational and Midland Invitational Tournaments.
2. Committee organizes and facilitates the running of the tournaments.
3. Committee develops and updates a tournament manual found in the Policy and Procedure section of this document.

#### E. Training

1. Shall consist of the Technical Director who shall act as the chairman, Select and Recreational Program Directors, President, members of Training staff and one (1) or two (2) other board members to develop and implement training programs for the MSC. This committee on occasion can include an undetermined number of MSC Select or Recreational coaches on staff.

#### F. Terry Stanton Scholarship

1. Shall consist of the Secretary who shall act as the Chair, Office Manager and one to two other Members of the board who will review the scholarship applications and make recommendations for financial contributions.
2. Terry Stanton family members have an open invitation to be on this committee.

#### G. Budget Committee

1. Shall consist of the Treasurer who shall act as the Chair, and Program Directors and Committee Chairs with budgets.
2. Shall formulate a budget and present it to the Board for approval at the regular May meeting.

#### H. Nomination Committee

1. Shall consist of the President, Executive Board and may include three individuals from the general membership selected by the Board at least two months prior to any election
2. Shall elect a chairperson from its membership
3. Shall prepare a slate of candidates to be presented to the Board for ratification; and upon ratification, to be presented to the General Membership at the annual elections to be held at the AGM.

#### I. Select Committee

1. The Select Committee shall consist of the Technical Director (who shall act as the Chair), the Select Director, up to two (2) other board members and outside members from the MSC soccer community.
2. Shall be responsible to govern the select program according to the procedures as outlined in the Select Program Handbook.

#### J. Recreation Committee

1. The recreation committee shall consist of Recreation Director (who shall act as the Chair), President, Technical Director, up to three other Members of the board, and other members from the MSC soccer community.
2. Shall be responsible to govern the recreational program according to the procedures as outlined in the Recreational Program Handbook.

#### K. Adult Committee

1. The adult league committee shall consist of the Adult Programs Director (who shall act as the Chair), President, Technical Director, one to two other Members of the board, and other members from the MSC soccer community.
2. Shall be responsible to govern the Adult Program according to the procedures as outlined in the Adult Program Handbook.

#### L. Soccer Store Committee

1. The Soccer Store Committee shall consist of the Operations Director and two (2) other board members and one (1) or two (2) MSC soccer community members.

2. The committee will be responsible to manage the Soccer Store. They will purchase items to be sold at the store with a goal of making a profit.

M. Referee Committee

1. The Referee Committee shall consist of the Technical Director, Referee Assignor Referee Representative and one to two other Members of the Board.
2. Shall be responsible to govern the referee program according to the procedures as outlined in the Referee Program Handbook.

N. Rules Committee

1. The Rules Committee shall consist of the Secretary (who shall act as Chair), the President, Technical Director and Members of the affected program (i.e. Select Director).
2. The designated purpose of this committee is to review handbooks (Recreational, Select and Adult) to insure that the content is in line with the club philosophy and the spirit of the game.

**ARTICLE III - Election Rules**

A. A slate of candidates nominated as per Article II, Section E of the By-laws, will be presented to the general membership for election at the Annual General Meeting.

B. Nominations and elections will be in the following order:

1. President
2. Operations Director
3. Secretary
4. Treasurer
5. Select Program Director
6. Recreation Program Director
7. Adult Program Director
8. PR/Fundraising Director
9. Tournaments Director
10. Other Members at Large - three (3)

C. If a candidate loses an election for a particular office he/she may be nominated for another.

D. Nominations for the position of President shall be limited to full or ad hoc members of the Executive Board. In the case that a member of the Executive Board is unable to fill the role of president other current members of the Board of Directors may be nominated.

E. A candidate for Secretary, Recreational and Select Directors shall have been a member of the Board of Directors for at least one (1) year and a member of their respective committee for one (1) year.

F. The position of Treasurer may be filled by the Board at any time without meeting the one (1) year prior board commitment. This is the only exception to current policy referring to new board members stepping into key board positions.

G. Nominations to the E-Board or other key Board positions must have met the one (1) year prior Board commitment.

H. All qualified members, as per Section IV - of the Constitution present shall be qualified to vote.

I. Voting shall be a show of hands.

J. A majority of votes cast is required to be elected to the Board.

K. The Referee Representative shall be appointed by the Board at its first regularly scheduled meeting after the Annual General Meeting.

L. Term Limits - Nominations for positions are contingent upon term-limits. If a candidate has reached the designated term-limits for a certain position they are ineligible to be nominated for that position in the following term. They are eligible to be nominated for other board positions. Term-limits reset with each newly elected position. One term must elapse before candidates who have served two term-limits in a position may be re-elected to that position. Term limit changes for any directorships newly created under updated By-laws reset the term limit rule.

**ARTICLE IV - Fees**

A. Participation fees will be determined annually. The individual fee will be calculated based upon the anticipated budget (expenditures) and anticipated participation each year. All fee changes will be presented and voted on by the full board.

B. Prior to the start of the season (first game) any participant who desires to withdraw and requests a refund will receive a refund of 50% except in the case of:

1. Involuntary withdrawal because of family moving outside of Midland County
2. Injury which incapacitates player such that he/she cannot participate in play
3. Voluntary withdrawal during open registration.
4. In such cases, 100% refund will be given less an administration fee

C. No one will be allowed to compete in league competition unless:

1. The registration process has been completed.
2. The registrant's participation fee has been paid.
3. The registrant has made arrangements with the MSC Office for payments or scholarships.
4. The Office Staff will notify player or player's parent/guardian that they are ineligible to play due to lack of payment two weeks prior to the start of the season. If nonpayment continues, one week prior to the season, then the coach will be notified that the player cannot play until otherwise notified.

D. Field Rental – Please refer to the Field Usage Policy in the Procedures section

#### **ARTICLE V – Volunteer/Paid positions at the Midland Soccer Club**

- A. Youth Coaches responsibilities will be outlined in the Recreational and Select program manuals.
- B. All volunteers with direct contact with the youth players (coaches, assistant coaches, team managers, trainers, other volunteers, Board members and Staff) must obtain a Risk Management card from MSYSA.
- C. All volunteers are volunteering at the discretion of the Soccer Club and maybe dismissed.

#### **ARTICLE VI-Securing Vendors and Contractors**

- (A.) All activities that may incur a cost to the MSC greater than \$2,000 shall require three (3) bids from outside contractors or vendors, unless there are fewer vendors available, and then the number will be limited to those vendors.
- (B.) In selecting the appropriate vendor/contractor the MSC Board will adhere to conflict of interest guidelines as outlined in the Policy and Procedures section.
- (C.) The MSC is encouraged to solicit bids from local contractors.