



# Madison 56ers Bylaws Update

Pre-Vote Member Review Packet

## Contents

<b>Overview</b> .....	3
<b>Timeline</b> .....	4
<b>Key Amendment Themes</b> .....	5
<b>Attachments</b> .....	6
Attachment 1: Proposed Bylaws Revisions.....	7
Attachment 2: Member Financial Commitment Policy .....	30
Attachment 3: Member Code of Conduct .....	31
Attachment 4: Board Member Agreement .....	33

## Overview

### **What's the purpose of club bylaws?**

Bylaws lay out an organization's framework for operating. For Madison 56ers, they specify the rules and principles that define how the club is organized, who is eligible for membership (and what rights come with that membership), and how the members and board of directors will work together to accomplish the club mission.

### **Why do Madison 56ers bylaws need to be updated?**

Club bylaws were last updated in 2002. Since that time, the club has grown considerably in size and complexity. The current bylaws don't adequately reflect this new organizational structure and its need for more formal governing principles. In addition, technology changes have introduced new opportunities for conducting club business (hello, Zoom!) that weren't anticipated when the highly specific existing language was drafted.

### **What's my role in the amendment process?**

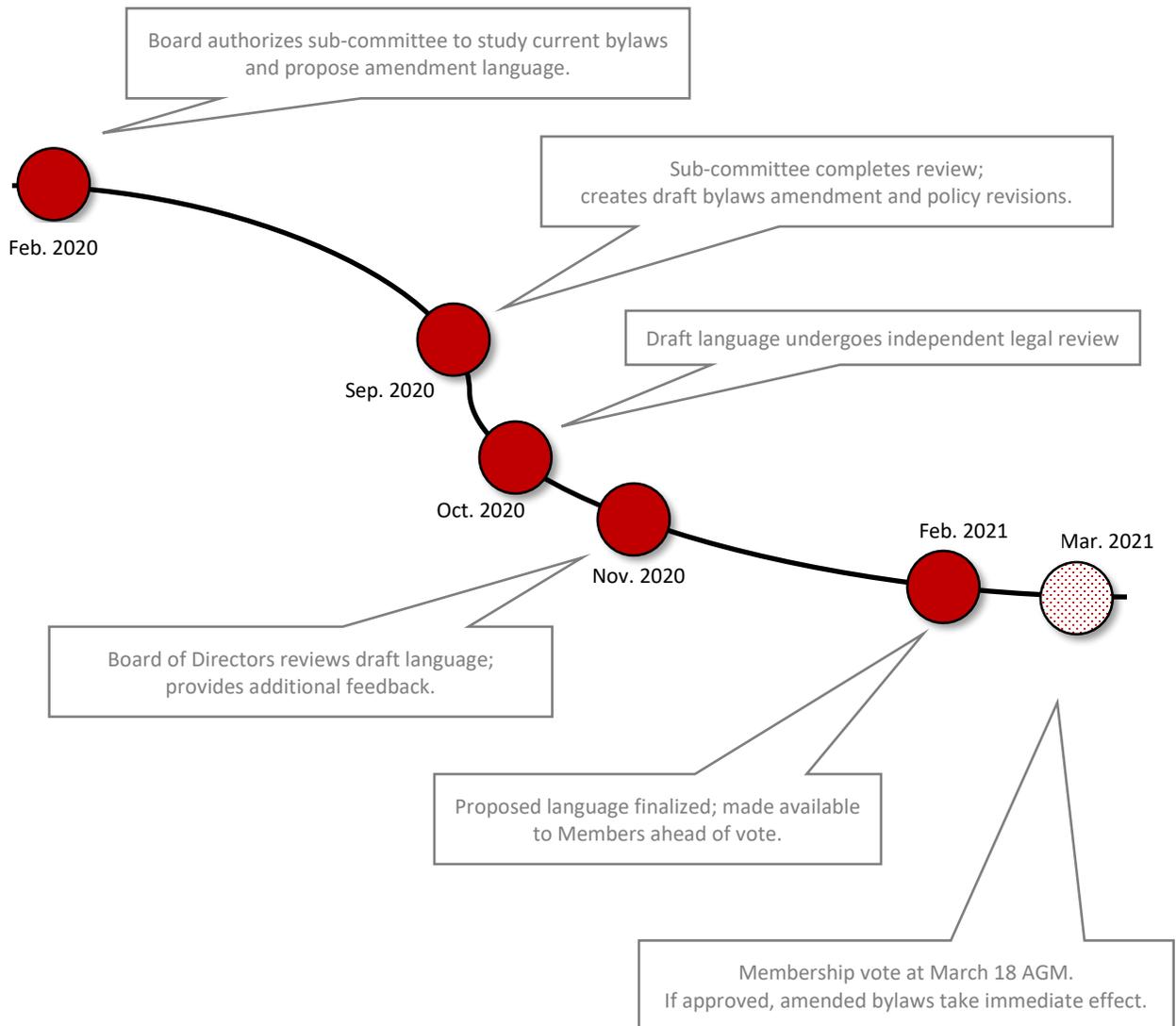
All amendments to bylaws must be approved by a quorum of club Members. We're providing this amendment packet in advance to help you prepare. Please take time to become familiar with the proposal. If you have questions about any of the proposed changes, please reach out to Madison 56ers.

### **What's next?**

The vote to approve this amendment will be taken at the club's Annual General Meeting, scheduled for March 18, 2021, via the online platform GoToWebinar. All members are strongly encouraged to attend and participate in the process. Meeting registration details can be found on the Madison 56ers website [here](#).

## Timeline

The proposed revisions to the club bylaws are the latest step in a year-long review and revision process, as outlined below:



## Key Amendment Themes

While the proposed amendment includes many detailed edits, these can be generally organized into 3 key themes:

### Club Structure

- Reflect the club's current purpose and way of operating, while allowing for future evolution
- Further protect club's organizational integrity and not-for-profit 501(c)(3) status

### Simplification

- Provide clear and consistent language throughout
- Remove policy details and operational topics that don't typically appear in bylaws

### Accountability

- Better reflect responsibilities of the Board of Directors and rights of the Members
- Strengthen the checks and balances within board and officer authorities

## Attachments

Included for review is a side-by-side comparison of the current and proposed bylaws language, along with copies of the current version of all policy documents explicitly mentioned in the bylaws.

## Attachment 1: Proposed Bylaws Revisions

### CURRENT BYLAWS (amended July 2, 2002)

#### **Article I - Name, Location and Jurisdiction**

##### Section 1.1. Name

The name of this corporation is the Madison 56ers Soccer Club, Inc. (hereinafter referred to as the "corporation" or the "Club").

##### Section 1.2. Registered Office

The principal office of the corporation shall be located at:

155 Braun Road  
Oregon, WI 53575

The location of this office may change as the Board of Directors designates.

##### Section 1.3. Affiliation

The corporation is registered under the Madison Area Youth Soccer Association, and is a member of the Wisconsin Youth Soccer Association, the Wisconsin Adult Soccer Association and the United States Youth Soccer Association and shall abide by their respective bylaws.

##### Section 1.4. Purpose

The corporation is organized exclusively for charitable, educational, scientific, or religious purposes within the meaning of Section 501 ( c ) (3) of the Internal Revenue Code, as amended from time to time, and shall engage only in those activities permitted by said Section. To the extent consistent with the above general purposes, the specific purposes of this corporation shall be as follows:

- A. To provide a quality educational experience which will help soccer players of all ages reach their maximum potential as soccer athletes and to achieve the highest standards of conduct and professionalism;
- B. To maintain a scholarship fund to overcome financial barriers to participation in training opportunities for soccer athletes; and
- C. To foster the growth of soccer related education and soccer in the community by providing outreach opportunities for players, coaches, and fans.

##### Section 1.5. Operational Limits:

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on

1. by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue

### PROPOSED REVISIONS

#### **Article I - Name, Location and Jurisdiction**

##### Section 1.1. Name

The name of this Club is the Madison 56ers Soccer Club, Inc. (hereinafter referred to as the "Club").

##### Section 1.2. Registered Office

The principal office of the Club shall be located at:

155 Braun Road  
Oregon, WI 53575

The location of this office may change as the Board of Directors designates, and any such change shall be filed with the Secretary of State of Wisconsin.

##### Section 1.3. Affiliation

We intend to register and maintain good standing with all associations that govern the leagues and events in which the Club plays.

##### Section 1.4. Purpose

The Club is organized exclusively for charitable, educational, scientific, or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, and shall engage only in those activities permitted by said Section.

##### Section 1.5. Operational Limits

Notwithstanding any other provisions of these articles, the Club shall not carry on any other activities not permitted to be carried on

1. by a Club exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of

## Attachment 1

Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or

2. by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal Revenue Law).

## Article II - Code of Ethics

### Section 2.1. Ethics:

The members of the Club shall subscribe to the following Code of Ethics:

- A. Members shall at all times conduct themselves with professionalism.
- B. Honesty and Integrity must be of the highest importance in every arena.
- C. Coaches and Staff shall treat every athlete with respect and assist them in improving as soccer players and as people.
- D. Members shall not conduct themselves in a way which could cause discredit or disrepute to the club.
- E. Members shall abide by the decisions of the Board of Directors in promoting and enforcing this Code of Ethics.

All members of the club assume the responsibilities of the Code of Ethics, and agree to conduct themselves in a manner consistent with this Code.

### Section 2.2. Enforcement:

The Board of Directors shall be responsible for promoting and enforcing the Code of Ethics.

### Section 2.3. Courses of Action:

Should the Board of Directors determine that disciplinary action of a member is required as related to the Code of Ethics, the Board of Directors, at their discretion, may:

1. Send a letter of warning to the member.
2. Suspend the member.
3. Remove the member from the Club.

### Section 2.4. Appeal:

Any member subjected to disciplinary action has the right to appeal in writing to the Board of Directors within 2 weeks of the disciplinary action. The member appealing shall not have a right to a hearing and the decision of the Board of Directors shall be final.

## Proposed Bylaws Revisions, 2021

1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or

2. by a Club, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

## Article III - Membership

### Section 3.1. Classes of Members:

The club shall have the following classes of members:

- A. **Athlete:**  
An Athlete is any athlete who has been selected to a Madison 56ers Team. Athletes below the age of majority for the State of Wisconsin shall be represented in their capacity as an Athlete, by each of their parent(s) or legal guardian(s), each of whom is thereby deemed to be a member of the Club.
- B. **Coach:**  
Any person hired to train any team within the club on a regular basis is considered a Madison 56ers Coach. The coaching staff is hired by the Director of Coaching with approval of the President. Each Coach is deemed to be a member of the Club.
- C. **At-Large Member:**  
Any person not in the above categories, but who is employed by the club, holds a voluntary position within the club, or is an alumni or supporter of the club and has requested membership, subject to the approval of the Board of Directors, is deemed to be a member of the Club.

### Section 3.2. Suspension and Revocation of Membership

- A. Members with delinquent Club dues or team fees may face suspension from the Club until those dues are paid in full or an approved payment plan is established. A Member is determined to be delinquent after notice of not less than thirty (30) days has been provided (no shorter than 30 days) of the total amount due, and payment has been received. The establishment of a payment plan and the receipt of the first payment are sufficient to place a member in good standing. A member will continue in good standing provided subsequent payments are made in timely fashion.
- B. In addition to the provisions of Section 3.2 (A), the Board of Directors, by a two-thirds vote, may suspend or revoke the membership of any member for:
  - a. Failure to meet financial obligations to the Club;
  - b. Violating the bylaws of the Club, WYSA and WASA;

## Article II - Membership

### Section 2.1. Classes of Members

The Club shall have the following classes of Members:

- A. **Athlete:**  
An Athlete is any player who has been rostered to a Club team. Athletes below the age of majority for the State of Wisconsin shall be represented in their membership capacity by their parent(s) or legal guardian(s), who are thereby deemed to be Members of the Club.
- B. **Parent/Guardian of Majority Age Athlete:**  
Any parent(s) or guardian(s) of an Athlete who has reached the legal age of majority for the State of Wisconsin.
- C. **Coach:**  
Any person employed by the Club in a coaching capacity.
- D. **At-Large Member:**  
Any person who is employed by the Club or holds a voluntary position within the Club. In addition, an alumnus/alumna or a supporter of the Club who has requested Membership and has received the approval of the Board of Directors, is deemed to be an At-Large Member of the Club.

### Section 2.2. Duration of Membership

In all cases, except as outlined differently above, membership in the Club will align with the Club's fiscal year as it is defined in Section 12.1.

### Section 2.3. Suspension and Revocation of Membership

The Board of Directors, by a two-thirds vote, may suspend or revoke the membership of any member for:

1. Failure to adhere to the Club's **Member Financial Commitment Policy**;
2. Violating these bylaws of the Club or any affiliations in which the Club participates;
3. Violating the **Member Code of Conduct**, or any other published policies of the Club; or
4. Conviction of a crime which evidences a lack of moral character or honesty.

- c. Violating the Rules, Regulations, Code of Ethics, or Policies of the Club;
- d. Conviction of a crime which evidences a lack of moral character or honesty.
- C. The Coach of a particular team may suspend or revoke membership to the Club, with approval of the Director of Coaching and President, for any of the following:
  - a. Gross Lack of Commitment: Any player who misses 50% or more of team activities during the fall or spring season is considered to have a gross lack of commitment.
  - b. Gross Negative Impact: Any player consistently creating a negative environment during team events or a consistent negative attitude towards the Coach, manager or other Athletes involved is considered to have a gross negative impact.
- D. In all cases, except as outlined differently above, the Membership in the Club shall be until the next try-out selection period in May/June, June 30, or the end of the current playing season, whichever is later.

Section 2.4. Member Voting Rights

Each member of the Club, except the Parent/Guardian of Majority Age Athlete, shall have the right to vote on the Board of Directors and other issues properly before the general membership. Each Member eligible to vote at a meeting of the Members shall be entitled to cast one (1) vote on each matter to come before the meeting. In no event shall cumulative voting be permitted in connection with the election of directors or otherwise. A Member eligible to vote at any meeting of the Members shall be entitled to vote either in person or by proxy appointed in writing or through an electronic transmission. A proxy must bring a written document signed by the Member indicating authorization to cast a proxy vote.

Section 3.3. Meetings of the Membership

- A. An annual meeting of the membership of the Club shall be held in first quarter of each calendar year, for the purpose of electing members to fill expired terms of the elected members of the Board of Directors. If for any reason the Board of Directors reschedules the annual meeting, elections shall occur at the rescheduled meeting.
- B. Regular meetings of the membership may be held at a time and place as the Board of Directors may designate.
- C. Special meetings of the membership of the Club may be called by the President, or, if requested in writing, by a majority of the members of the Board of Directors.

Section 2.5. Meetings of the Membership

- A. An annual meeting of the membership of the Club shall be held in the first quarter of each calendar year, unless another date or time is designated by the Board of Directors, for the purpose of electing Directors.
- B. Regular meetings of the Members may be held at a time and place as the Board of Directors may designate.
- C. Special meetings of the Members may be called by the President, or, if requested in writing, by a majority of the Board of Directors.
- D. Notice shall be given of the date, hour, and place of all Member meetings to each member at least five (5) days in advance. Notice is deemed given

## Attachment 1

- D. Notice shall be given of the date, hour, and place of all membership meetings to each member at least five days in advance. Notice is deemed given by the mailing of a Club newsletter, by posting on the Club website, or via electronic mail.

### Article IV - Dues and Fees

The dues and fees of the Club shall be established by the Board of Directors after consultation with the President, the Director of Coaching and the Coaching Advisory Committee. The Club shall have no obligation to refund dues or any portion of dues to any member whose membership terminates for any reason.

### Article V - Board of Directors

#### Section 5.1. Powers and Responsibility.

The powers of the corporation shall be vested in the Board of Directors, which shall have charge, control and management of the property and affairs of the corporation. Directors shall be elected by the members at the annual meeting of the members as provided for in Section 3.3 of these Bylaws.

#### Section 5.2. Number

The Board of Directors shall consist of not less than three nor more than fifteen members. When, because of death, resignation, retirement or removal, there shall be less than three Directors remaining, the remaining Directors shall constitute the Board of Directors until the vacancy(ies) are filled as hereinafter provided. In such event, said vacancy(ies) shall be filled as soon as reasonably possible. The Board of Directors shall decide on the exact number of Board seats at the meeting prior to the annual meeting.

## Proposed Bylaws Revisions, 2021

- by the mailing of a Club newsletter, by posting on the Club website, or via electronic mail.
- E. The President of the Board of Directors, or in the absence of the President, the Vice President, or in the absence of both, the Treasurer shall preside over meetings of the Members. The Secretary of the Club shall act as secretary for the meetings.
- F. A quorum is necessary for the election of Board of Directors' members. Such quorum shall consist of at least two (2) percent of the membership of the Club. Proxy votes are included in the quorum.

### Article III - Establishment of Dues and Fees

The dues and fees of the Club shall be established by the Board of Directors after consultation with the Finance Committee.

### Article IV - Board of Directors

#### Section 4.1. Powers and Responsibility

The powers of the Club shall be vested in the Board of Directors, which shall have charge, control and management of the property and affairs of the Club and shall abide by the **Board Member Agreement**. Directors shall be elected by the Members at the annual meeting of the Members as provided for in Section 2.5 of these Bylaws.

#### Section 4.2. Number

The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) members. When, because of death, resignation, retirement or removal, there shall be less than three Directors remaining, the remaining Directors shall constitute the Board of Directors until the vacancy(ies) are filled as hereinafter provided. In such an event, said vacancy(ies) shall be filled as soon as reasonably possible. The Board of Directors shall decide on the exact number of Board seats at the meeting prior to the annual meeting of the Members.

#### Section 4.3. Ex Officio Directors

The Board of Directors may declare that individuals holding specific Club positions, including but not limited to Director of Coaching, are ex officio members of the Board of Directors, subject to any voting rights and/or restrictions noted in Section 5.6. The Board of Directors shall decide annually on the specific Club positions

which will be extended ex officio membership to the Board of Directors.

Terms of office of an ex officio director shall coincide with that director's respective position within the Club connected to the director seat. Upon an ex officio director's resignation or removal from that position, the term of office as a director shall immediately cease. At that time, his or her successor shall become an ex officio director, occupying the place of the former director. Ex officio directors are not counted in the director limits declared in Section 4.2.

Section 5.3. Qualifications.

Any individual who supports the enumerated goals and policy objectives of the corporation shall be eligible for election or re-election to the Board of Directors. If the Board of Directors creates classes of membership, the election of one or more Directors may be limited to the vote of one class of members. Those candidates properly nominated by the Nominating Committee of the Board of Directors specified in Section 6.11, herein, shall be considered qualified for election to the Board of Directors. Other members not nominated by the nominating committee may be qualified for election to the Board of Directors provided (a) a nominating petition signed by at least thirty members is delivered to the Club office at least ten days in advance of the membership meeting scheduled for the purpose of electing members to the Board of Directors.

Section 5.4. Term.

Subject to Section 5.5, each Director shall hold office for a term of two years or until his or her successor has been elected. A director may be re-elected to membership on the Board. The term of office for each Director shall be established in such manner that approximately one-half of the Director's term expires each year. In the event of a change in the number of Directors, the staggering of terms shall be preserved.

Section 5.5. Initial or Current Directors.

The following persons constitute the current or initial Board of directors. The terms of each of these Directors shall expire bi-annually at the annual general meeting (AGM). In order to establish staggered two-year terms, the election at the annual meeting in odd-numbered years will be to fill odd-numbered seats for two-year terms, beginning immediately and ending at the AGM

Section 4.4. Qualifications

Any individual who supports the enumerated goals and policy objectives of the Club shall be eligible for election or reelection to the Board of Directors. If the Board of Directors creates classes of membership, the election of one or more Directors may be limited to the vote of one class of members. Those candidates properly nominated by the Nominating Committee of the Board of Directors specified in Section 5.11, herein, shall be considered qualified for election to the Board of Directors. Other individuals not nominated by the Nominating Committee may be qualified for election to the Board of Directors provided a nominating petition signed by at least thirty (30) Members is delivered to the Club office at least three days in advance of the meeting of Members scheduled for the purpose of electing directors.

Section 4.5. Term

Each elected director shall hold office for a term of two (2) consecutive fiscal years or until his or her successor has been elected. A director may be re-elected to membership on the Board. Directors may serve no more than three (3) consecutive two-year terms, after which he or she may seek election to an open seat following a minimum one (1) term absence.

The term of office for each director shall be established in such manner that approximately one-half of the directors' terms expire each year. In the event of a change in the number of directors, the staggering of terms shall be preserved.

two years hence. Likewise, even-numbered seats elected to two-year terms in even-numbered years.

- Tom Bajek
- Jamie Barger
- Lorenzo Cruz
- John Goetz
- Tim Hanson
- Janet Hohlbein
- Leann Johnson
- Debbie Knoebl
- Christina Ott
- Gary Tsarovsky
- Barret Van Sicklen

Section 5.6. Quorum:

A quorum is necessary for the election of Board of Directors' members. Such quorum shall consist of at least two (2) percent of the membership of the Club. Members may authorize a proxy to vote on their behalf. A proxy must bring a written document signed by the member indicating authorization to cast a proxy vote.

Section 5.7. Voting:

Each member of the Club, as defined in Article III shall have the right to vote on the Board of Directors and other issues properly before the general membership. Nominees for seats on the Board of Directors receiving the highest number of votes for the vacancies existing shall be declared elected. In the case of a tie vote between or among candidates, there shall immediately be a run-off vote by secret ballot.

Section 5.8. Vacancies and Removal.

Subject to the provisions of Section 5.4 hereof, the unexpired term created by any vacancy on the Board of directors, whether by reason of death resignation, or removal, shall be filled by appointment by the remaining Board of Directors. A Board member so appointed to fill a vacancy shall be appointed in accordance with the qualifications set forth in Section 5.3 hereof. Any Director may be removed from office, with or without cause, by the vote of the members at any membership meeting.

Section 4.6. Election by Members

Each Member of the Club as defined in Article II, except the Parent/Guardian of Majority Age Athlete, shall have the right to vote on the Board of Directors and other issues properly before the general membership. Nominees for seats on the Board of Directors receiving the highest number of votes for the vacancies existing shall be declared elected. In the case of a tie vote between or among candidates, there shall immediately be a run-off vote by secret ballot.

Section 4.7. Vacancies and Removal

Subject to the provisions of Section 4.5 hereof, the unexpired term created by any vacancy on the Board of Directors, whether by reason of death resignation, or removal, shall be filled by appointment by the remaining Board of Directors. A Board member so appointed to fill a vacancy shall be appointed in accordance with the qualifications set forth in Section 4.4 hereof. Any elected director may be removed from office by a majority vote of the Members at any meeting of the Members, provided a quorum is established as per Section 2.5(F) hereof.

The Board of Directors may at any time vote to remove a Director found to be in violation of the Board Member Agreement.

**Article VI - Meetings of Directors**

Section 6.1. Annual Meetings.

The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members at such place designated by the Board. The Board shall meet for the purpose of organizing the Board, electing the officers of the corporation and transacting such other business as may come before the meeting.

Section 6.2. Regular Meetings.

Regular meetings of the Board of Directors shall be held at such time as the Board directs, no less than quarterly. No notice need be given if a regular meeting place and time is established.

Section 6.3. Special Meetings.

Special meetings of the Board of Directors may be called by the President, or upon written request to the President of a majority of the Board of Directors. Such requests shall be addressed to the Secretary.

Section 6.4. Notice of Meeting.

Except as otherwise provided for herein, notice of the date, hour, and location of all regular Board of Directors meetings shall be given to the Directors at least three days in advance. Electronic mail notice and posting on the Club’s web site shall be sufficient to constitute notice. Special meetings of the Board of Directors, provided a quorum of participants is achieved, may be conducted without prior notice provided that the meeting use any means of communication by which:

1. all communication during the meeting is transmitted to each participating director and each participating director is able to send messages to all other participating directors, or
2. all participating directors may simultaneously hear each other during the meeting.

Section 6.5. Quorum

The presence of a majority of the directors at a meeting shall constitute a quorum. If a quorum is not attained, the members participating may adjourn the meeting to another place and time, without notice other than announcement at the meeting, until a quorum is present.

Section 6.6. Manner of Acting

Unless otherwise stated herein, a majority vote shall decide an issue provided a quorum is attained. Each

**Article V - Meetings of Directors**

Section 5.1. Annual Meetings

The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the Members at a place designated by the Board. The Board shall meet for the purpose of organizing the Board of Directors, electing the officers of the Club and transacting other business that comes before the Board of Directors.

Section 5.2. Regular Meetings

Regular meetings of the Board of Directors shall be held at such time as the Board of Directors determines, no less than quarterly. No notice is required if a regular meeting place and time is established.

Section 5.3. Special Meetings

Special meetings of the Board of Directors may be called by the President. Special meetings of the Board of Directors may also be called by one of the officers upon written request by a majority of the Board of Directors.

Section 5.4. Notice of Meeting

Except as otherwise provided for herein, notice of the date, hour, and location of all regular Board of Directors meetings shall be given to the directors at least three (3) days in advance. Electronic mail notice or posting on the Club’s website shall be sufficient to constitute notice. Special meetings of the Board of Directors, provided a quorum of participants is achieved, may be conducted without prior notice provided that the meeting use any means of communication by which:

1. all communication during the meeting is transmitted to each participating director and each participating director is able to send messages to all other participating directors, or
2. all participating directors may simultaneously hear each other during the meeting.

Section 5.5. Quorum

The presence of a majority of the directors at a meeting shall constitute a quorum. If a quorum is not attained, the directors participating may adjourn the meeting to another place and time, without notice other than announcement at the meeting, until a quorum is present.

Section 5.6. Manner of Acting

Unless otherwise stated herein, a majority vote shall decide an issue provided a quorum is attained. Each

## Attachment 1

director, including the Coaching Director, shall be entitled to one vote on all matters coming before the Board. There shall be no voting by proxy. No director, including the Coaching Director, shall vote on, or participate in the discussion of, any matter in which he or she has a financial or employment interest, or any matter involving the discipline of a person who is related to the board member or on the team with which the person is associated.

### Section 6.7. Presumption of Assent

A Director of the corporation who is present at a meeting of the Board of Directors or a committee thereof, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file hi/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

### Section 6.8. Conduct of Meetings

Roberts' Rules of Order current edition shall govern the parliamentary procedure of the meetings of the Board of Directors in all cases in which they are not inconsistent with these bylaws.

### Section 6.9. Minutes

The Secretary shall take and keep the minutes of all Board of Directors' meetings, and shall distribute those minutes to all Directors within ten (10) days of the meeting.

### Section 6.10. Committees

The Board of Directors, by resolution, may designate one or more committees, either standing or special. Each committee shall have either as its chair or as a liaison to the Board, one or more Directors appointed by the President and confirmed by the Board, which to the extent provided in said resolution as initially adopted, and as thereafter supplemented or amended by further resolution shall have and may exercise, when the Board of directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the corporation in a manner consistent with direction given by the board, except action in respect to election of officers or committees created pursuant to this section. The Board of directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee,

## Proposed Bylaws Revisions, 2021

director, excluding any ex officio directors, shall be entitled to one vote on all matters coming before the Board. There shall be no voting by proxy. No director shall vote on, or participate in the discussion of, any matter in which he or she has a financial or employment interest, or any matter involving the discipline of a person who is related to the director or on the team with which the person is associated.

### Section 5.7. Presumption of Assent

A director of the Club who is present at a meeting of the Board of Directors or a committee thereof, at which action on any club matter is taken, shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Club immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

### Section 5.8. Conduct of Meetings

Robert's Rules of Order current edition shall govern the parliamentary procedure of the meetings of the Board of Directors in all cases in which they are not inconsistent with these Bylaws.

### Section 5.9. Minutes

The Secretary shall take and keep the minutes of all Board of Directors' meetings, and shall distribute those minutes to all directors within ten (10) days of the meeting.

### Section 5.10. Committees

The Board of Directors, by resolution, may designate one or more committees, either standing or special. Each committee shall have either as its chair or as a liaison to the Board, one or more directors appointed by the President and confirmed by the Board of Directors, which to the extent provided in said resolution as initially adopted, and as thereafter supplemented or amended by further resolution shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the club in a manner consistent with direction given by the Board of Directors, except action in respect to election of officers or committees created pursuant to this section. The Board of Directors may elect one or more directors as alternate members of any such committee who may take the place of any absent committee member or members at any meeting

## Attachment 1

upon request by the President or upon request by the chairman of such committee meeting. Each such committee shall fix its own rules governing the conduct of its activities and shall make such report to the Board of Directors may request.

### Section 6.11. Nominating Committee

There shall be a Nominating Committee whose task shall be to make recommendations to the Board of Directors for candidates to be included on the ballot for elected Board positions. This committee shall be chaired by the President, and shall include the current Board members not up for re-election that year. The full Board shall nominate a slate of candidates to fill the seats of those Directors whose terms will be expiring. The Nominating Committee is encouraged to seek input from team managers for suggestions of possible nominees. Coaches, the coaching director, or other employees of the Club may be nominated as candidates for the Board of Directors.

### Section 6.12. Informal Action Without Meeting

Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by two-thirds of the Directors then in office.

## Article VII – Officers

### Section 7.1. Number and Qualifications

The principal officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice President. Officers and assistant officers need not be members of the board of Directors or of the Corporation but must be a member of the Club.

### Section 7.2. President

The President shall be the chief executive officer of the Corporation and, shall in general supervise, direct, and control all of the business and affairs of the Corporation. He/she shall have authority to supervise agents and employees of the Corporation as he/she deem necessary, to prescribe their powers and duties, and to delegate authority to them. The President shall have the authority to appoint and determine compensation for

## Proposed Bylaws Revisions, 2021

of such committee, upon request by the President or upon request by the chairperson of such committee meeting. Each such committee shall fix its own rules governing the conduct of its activities and shall make such a report as the Board of Directors may request.

### Section 5.11. Nominating Committee

There shall be a Nominating Committee whose task shall be to make recommendations to the Board of Directors for candidates to be included on the ballot for the Board of Directors whose terms have expired. This committee shall be chaired by the President and shall include the current Board of Directors members who are not up for re-election that year. The full Board of Directors shall nominate a slate of candidates to fill the seats of those directors whose terms will be expiring.

### Section 5.12. Consent Without Meeting

Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by two-thirds of the directors then in office.

## Article VI – Officers

### Section 6.1. Number and Qualifications

The principal officers of the Club shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, each of whom shall be elected annually by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. No person may hold more than one officer position at a time. No person may hold the same office for more than four (4) consecutive years. Officers and assistant officers need not be members of the Board of Directors, but must be a Member of the Club

### Section 6.2. President

The President shall be the chief executive officer of the Club and, shall in general supervise, direct, and control all of the business and affairs of the Club. He/she shall have authority to supervise agents and employees of the Club as he/she deems necessary, to prescribe their powers and duties, and to delegate authority to them. The President shall have the authority to appoint and determine compensation for Club employees subject to

## Attachment 1

Club employees subject to the approval of the Board of Directors. Such agents and employees shall hold office at the discretion of the President subject to the concurrence of the Board of Directors. He/she shall have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors. He/she may authorize any Vice President(s) or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his/her place and stead. He/she shall assist the Board of Directors in the formulation of policies of the Corporation. In general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

### Section 7.3. Vice President

In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President 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. Any Vice President may sign, with the Secretary or Assistant Secretary, certificates for membership in the Corporation; and shall perform such other duties and have such authority as from time to time may be assigned to him/her by the President or by the Board of Directors. Where the board of directors has determined to elect or appoint two or more Vice Presidents, each Vice President shall have such powers and duties and such designation, as may be prescribed for him/her by the Board of Directors.

### Section 7.4. Secretary

The Secretary shall:

- A. keep the minutes of the Board of Directors' meetings and meetings of the members in one or more books provided for that purpose;
- B. see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- C. be custodian of the corporate records of the Corporation; and
- D. in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

### Section 7.5. Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in

## Proposed Bylaws Revisions, 2021

the approval of the Board of Directors. Such agents and employees shall hold office at the discretion of the President subject to the concurrence of the Board of Directors. He/she shall have authority to sign, execute and acknowledge, on behalf of the Club, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Club's regular business, or which shall be authorized by resolution of the Board of Directors. He/she may authorize any Vice President(s) or other officer or agent of the Club to sign, execute and acknowledge such documents or instruments in his/her place and stead. He/she shall assist the Board of Directors in the formulation of policies of the Club. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

### Section 6.3. Vice President

In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President 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. Any Vice President may sign, with the Secretary or Assistant Secretary, certificates for membership in the Club; and shall perform such other duties and have such authority as from time to time may be assigned to him/her by the President or by the Board of Directors. Where the Board of Directors has determined to elect or appoint two or more Vice Presidents, each Vice President shall have such powers and duties and such designation, as may be prescribed for him/her by the Board of Directors.

### Section 6.4. Secretary

The Secretary shall:

- A. keep and make available the minutes of the Board of Directors' meetings and meetings of the members;
- B. see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- C. be custodian of the corporate records of the Club; and
- D. in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

### Section 6.5. Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in

## Attachment 1

such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall:

- A. have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and
- B. in general perform all the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

### Section 7.6. Assistant Secretaries and Assistant Treasurers

There shall be such number of Assistant Secretaries as the Board of Directors may from time to time authorize. The Assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of directors shall determine. The assistant Secretaries and Assistant Treasurers, in general, shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of directors.

### Section 7.7. Other Assistant and Acting Officers

The Board of directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he/she is so appointed to the assistant, or as to which he/she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of directors.

### Section 7.8. Coaching Director

The Board of Directors may create the position of Coaching Director to coordinate and supervise the soccer education functions and to supervise the coaches of the Club pursuant to the direction of the Board of Directors. The Coaching Director shall report to the President and Board of Directors. The Coaching Director shall be an ex officio member of the Board of Directors.

## Proposed Bylaws Revisions, 2021

such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall:

- A. have charge and custody of and be responsible for all funds and securities of the Club; receive and give receipts for moneys due and payable to the Club from any source whatsoever, and deposit all such moneys in the name of the Club in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and
- B. in general perform all the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

### Section 6.6. Assistant Secretaries and Assistant Treasurers

There shall be such a number of Assistant Secretaries as the Board of Directors may from time to time authorize. The Assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

### Section 6.7. Other Assistant and Acting Officers

The Board of Directors shall have the power to appoint any Member to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he/she is so appointed to as the assistant, or as to which he/she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

## Article VIII - Indemnification

Each director or officer of this Corporation now or hereafter in office and his heirs, executors and administrators, and each director and officer of this Corporation and his/her heirs, executors and administrators who now acts, or shall hereafter act at the request of this Corporation as director or officer of another corporation controlled by this Corporation, shall be indemnified by this Corporation against all costs, expenses and amounts of liability therefor, including counsel fees, reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit, proceeding or claim to which he may be made a party, or in which he/she may be or become involved by reason of his/her acts of omission or commission, or alleged acts of his/her acts of omission or commission, or alleged acts of commission as such director or officer, or, subject to the provisions hereof, any settlement thereof, whether or not he continues to be such director or officer at the time of incurring such costs, expenses or amounts, and whether or not the action or such costs, expenses or amounts, and whether or not the action or omission to act on the part of such director or officer, which is the basis of such suit, action, proceeding or claim occurred before or after the adoption of this bylaw; provided that such indemnification shall not apply with respect to any matter as to which such director or officer shall be finally adjudged in such action, suit or proceeding to have been individually guilty of willful misfeasance or malfeasance in the performance of his/her duty as such director or officer, and provided, further, that the indemnification herein provided shall, with respect to any settlement of any such suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding or claim, when, in the judgment of the board of directors of this Corporation, such settlement and reimbursement appear to be for the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any all other rights as to which any such director or officer may be entitled under any bylaw, agreement, or otherwise; and shall not be exclusive of any other rights of indemnity to which any director or officer may otherwise be entitled under the laws of the State of Wisconsin.

This Article is intended to constitute a contract with each person who, subsequent to its adoption, is serving or shall subsequently serve as a director or officer of the Corporation; and the indemnification provided herein shall be in addition to any other compensation which each such person may receive from the Corporation for

## Article VII - Indemnification

### Section 7.1. Definitions

All capitalized terms used in this Article VII and not otherwise hereinafter defined in this Section 7.1 shall have the meaning set forth in Section 181.0871 of the Statute. The following capitalized terms (including any plural forms thereof) used in this Article VII shall be defined as follows:

- A. "**Corporation**" shall mean the Club.
- B. "**Director**" or "**Officer**" means any of the following:
  - a. An individual who is or was a director or officer of a corporation.
  - b. An individual who, while a director or officer of a corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, member of any governing or decision-making committee, manager, employee or agent of another corporation or foreign corporation, limited liability company, partnership, joint venture, trust or other enterprise.
  - c. An individual who, while a director or officer of a corporation, is or was serving an employee benefit plan because his or her duties to the corporation also impose duties on, or otherwise involve services by, the individual to the plan or to participants in or beneficiaries of the plan.
  - d. Unless the context requires otherwise, the estate or personal representative of a director or officer.
- C. "**Expenses**" include fees, costs, charges, disbursements, attorney fees and any other expenses incurred in connection with a proceeding.
- D. "**Liability**" includes the obligation to pay a judgment, settlement, forfeiture, or fine, including any excise tax assessed with respect to an employee benefit plan, plus costs, fees, and surcharges imposed under Chapter 814 of the Wisconsin Statutes, and reasonable expenses.
- E. "**Party**" includes an individual who was or is, or who is threatened to be made, a named defendant or respondent in a proceeding.
- F. "**Proceeding**" means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the corporation or by any other person.
- G. "**Statute**" shall mean Sections 181.0871 through 181.0889, inclusive, of the Wisconsin Nonstock

## Attachment 1

his/her services as a director or officer of the Corporation.

## Proposed Bylaws Revisions, 2021

Corporation Law, Chapter 181 of the Wisconsin Statutes, as the same shall then be in effect, including any amendments thereto, but, in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than the Statute permitted or required the Corporation to provide prior to such amendment.

### Section 7.2. Mandatory Indemnification of Directors and Officers

To the fullest extent permitted or required by the Statute, the Corporation shall indemnify a Director or Officer against all Liabilities incurred by or on behalf of such Director or Officer in connection with a Proceeding in which the Director or Officer is a Party because he or she is a Director or Officer.

### Section 7.3. Procedural Requirements

- A. A Director or Officer who seeks indemnification under Section 7.2 of the Bylaws shall make a written request to the Corporation. Subject to Section 7.3(B), within sixty (60) days of the Corporation's receipt of such request, the Corporation shall pay or reimburse the Director or Officer for the entire amount of Liabilities incurred by the Director or Officer in connection with the subject Proceeding (net of any Expenses previously advanced pursuant to Section 7.5).
- B. No indemnification shall be required to be paid by the Corporation pursuant to Section 7.2 if:
  - a. The indemnification is for liability in connection with a proceeding by or in the right of the Corporation against the Director, except for reasonable expenses incurred in connection with the proceeding provided a determination is made in accordance with this Article VII that the Director did not engage in misconduct constituting a Breach of Duty; or
  - b. The indemnification is for liability in connection with a proceeding by or in the right of the Corporation against the Officer other than for reasonable expenses incurred in connection with the proceeding; or
  - c. The indemnification is in connection with any proceeding with respect to conduct for which the Director was adjudged liable on the basis that the Director received a financial benefit to which the Director was not entitled, whether or not involving action in the Director's official capacity; or
  - d. Within the sixty-day period referenced in Section 7.3(A), (i) a Disinterested Quorum, by a majority vote thereof, determines that the Director or Officer requesting

- indemnification engaged in misconduct constituting a Breach of Duty or (ii) a Disinterested Quorum cannot be obtained.
- C. In either case of nonpayment pursuant to Section 7.3(B)(iv), the Board shall immediately authorize by resolution that an Authority, as provided in Section 7.4, determine whether the Director's or Officer's conduct constituted a Breach of Duty and, therefore, whether indemnification should be denied hereunder.
- D. (i) If the Board does not authorize an Authority to determine the Director's or Officer's right to indemnification hereunder within such sixty-day period and/or (ii) if indemnification of the requested amount of Liabilities is paid by the Corporation, then it shall be conclusively presumed for all purposes that a Disinterested Quorum has affirmatively determined that the Director or Officer did not engage in misconduct constituting a Breach of Duty and, in the case of subsection (i) above (but not subsection (ii)), indemnification by the Corporation of the requested amount of Liabilities shall be paid to the Director or Officer immediately.

#### Section 7.4. Determination of Indemnification

- A. If the Board authorizes an Authority to determine a Director's or Officer's right to indemnification pursuant to Section 7.3, then the Director or Officer requesting indemnification shall have the absolute discretionary authority to select one of the following as such Authority:
- a. The Board, pursuant to and in accordance with Section 181.0873(1) of the Statute;
  - b. Special legal counsel, pursuant to and in accordance with Section 181.0873(2) of the Statute;
  - c. A court pursuant to and in accordance with Section 181.0879 of the Statute.
- B. In any such determination by the selected Authority there shall exist a rebuttable presumption that the Director's or Officer's conduct did not constitute a Breach of Duty and that indemnification against the requested amount of Liabilities is required. The burden of rebutting such a presumption by clear and convincing evidence shall be on the Corporation or such other party asserting that such indemnification should not be allowed.
- C. The Authority shall make its determination within sixty (60) days of being selected and shall submit a written opinion of its conclusion simultaneously to both the Corporation and the Director or Officer.
- D. If the Authority determines that indemnification is required hereunder, the Corporation shall pay the

entire requested amount of Liabilities (net of any Expenses previously advanced pursuant to Section 7.5), including interest thereon at a reasonable rate, as determined by the Authority, within ten (10) days of receipt of the Authority's opinion; provided, that, if it is determined by the Authority that a Director or Officer is entitled to indemnification against Liabilities incurred in connection with some claims, issues or matters, but not as to other claims, issues or matters, involved in the subject Proceeding, the Corporation shall be required to pay (as set forth above) only the amount of such requested Liabilities as the Authority shall deem appropriate in light of all of the circumstances of such Proceeding.

- E. The determination by the Authority that indemnification is required hereunder shall be binding upon the Corporation regardless of any prior determination that the Director or Officer engaged in a Breach of Duty.
- F. All Expenses incurred in the determination process under this Section 7.4 by either the Corporation or the Director or Officer, including, without limitation, all Expenses of the selected Authority, shall be paid by the Corporation.

#### Section 7.5. Mandatory Allowance of Expenses

- A. The Corporation shall pay or reimburse from time to time or at any time, within ten (10) days after the receipt of the Director's or Officer's written request therefore, the reasonable Expenses of the Director or Officer as such Expenses are incurred; provided, the following conditions are satisfied:
  - a. The Director or Officer furnishes to the Corporation an executed written certificate affirming his or her good faith belief that he or she has not engaged in misconduct which constitutes a Breach of Duty; and
  - b. The Director or Officer furnishes to the Corporation an unsecured executed written agreement to repay any advances made under this Section 7.5 if it is ultimately determined by an Authority that he or she is not entitled to be indemnified by the Corporation for such Expenses pursuant to Section 7.4.
- B. If the Director or Officer must repay any previously advanced Expenses pursuant to this Section 7.5, such Director or Officer shall not be required to pay interest on such amounts.

#### Section 7.6 Indemnification and Allowance of Expenses of Certain Others

- A. The Corporation shall indemnify an employee who is not a Director or Officer, to the extent he or she has been successful on the merits or otherwise in defense of a Proceeding, for all reasonable Expenses incurred in the Proceeding if the employee was a Party because he or she was an employee of the Corporation.
- B. The Board may, in its sole and absolute discretion as it deems appropriate, pursuant to a majority vote thereof, indemnify (to the extent not otherwise provided in Section 7.6(A) hereof) against Liabilities incurred by, and/or provide for the allowance of reasonable Expenses of, an employee or authorized agent of the Corporation acting within the scope of his or her duties as such and who is not otherwise a Director or Officer.

Section 7.7. Insurance

The Corporation may purchase and maintain insurance on behalf of a Director or Officer or any individual who is or was an employee or authorized agent of the Corporation against any Liability asserted against or incurred by such individual in his or her capacity as such or arising from his or her status as such, regardless of whether the Corporation is required or permitted to indemnify against any such Liability under this Article VII.

Section 7.8. Notice to the Corporation

A Director, Officer or employee shall promptly notify the Corporation in writing when he or she has actual knowledge of a Proceeding which may result in a claim of indemnification against Liabilities or allowance of Expenses hereunder, but the failure to do so shall not relieve the Corporation of any liability to the Director, Officer or employee hereunder unless the Corporation shall have been irreparably prejudiced by such failure (as determined, in the case of Directors and Officers only, by an Authority selected pursuant to Section 7.4(A)).

Section 7.9 Severability

If any provision of this Article VII shall be deemed invalid or inoperative, or if a court of competent jurisdiction determines that any such provisions contravene public policy, this Article VII shall be construed so that the remaining provisions shall not be affected, but shall remain in full force and effect, and any such provisions which are invalid or inoperative or which contravene public policy shall be deemed, without further action or deed by or on behalf of the Corporation, to be modified, amended and/or limited, but only to the extent necessary to render the same valid and enforceable; it being understood that it is the

Corporation's intention to provide the Directors and Officers with the broadest possible protection against personal liability allowable under the Statute.

Section 7.10. Nonexclusivity

The rights of a Director, Officer or employee (or any other person) granted under this Article VII shall not be deemed exclusive of any other rights to indemnification against Liabilities or allowance of Expenses which the Director, Officer or employee (or such other person) may be entitled to under any written agreement, Board resolution, vote of shareholders of the Corporation or otherwise, including, without limitation, under the Statute. Nothing contained in this Article VII shall be deemed to limit the Corporation's obligations to indemnify against Liabilities or allow Expenses to a Director, Officer or employee under the Statute.

Section 7.11. Contractual Nature; Repeal or Limitation of Rights

This Article VII shall be deemed to be a contract between the Corporation and each Director, Officer and employee of the Corporation and any repeal or other limitation of this Article VII or any repeal or limitation of the Statute or any other applicable law shall not limit any rights of indemnification against Liabilities or allowance of Expenses then existing or arising out of events, acts or omissions occurring prior to such repeal or limitation, including, without limitation, the right to indemnification against Liabilities or allowance of Expenses for Proceedings commenced after such repeal or limitation to enforce this Article VII with regard to acts, omissions or events arising prior to such repeal or limitation.

**Article VIII - Source of Funds**

Section 8.1. Acceptance

The source of funds for the Club shall include membership dues, contributed funds, grants, or bequests to be held, administered and disposed of in accordance with the purposes of the Club.

Section 8.2. Restrictions

Contributions shall not have restrictions unless such restrictions are approved by the Board of Directors and are within the purposes specified in the Articles of Incorporation; provided that no restriction shall in any event impose any condition requiring return, transfer, or conveyance of any part or all of the contributed property (a) by reason of the dissolution of the Club, or (b) for any other reason that might cause the contributed

assets to be used for purposes other than those specified in the Articles of Incorporation and Bylaws.

Section 8.3. Use

All contributions shall be restricted for use within the United States and its possessions within the purposes of this Club and without loss of income tax deduction under the Internal Revenue Code for contributions to this Club; the Board of Directors shall be permitted to so use the funds of this Club. No funds of the Club will be used to influence legislation and the Club shall not participate in any political campaign.

Section 8.4. Investment

Contributions not immediately needed for purposes specified in the Articles of Incorporation and Bylaws shall be invested in such manner as the Board of Directors may determine without legal or statutory restriction provided that no such investment shall be made which would subject it to tax under the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws. Investment powers may be delegated to an officer or committee appointed by the Board of Directors.

**Article IX - Permitted Distributions**

The Club may make a distribution to another corporation if:

- A. The distribution is made in accordance with the stated purposes of the Club;
- B. After the distribution, the Club will be able to pay its debts as they become due in the usual course of its activities;
- C. After the distribution, the Club's total assets will equal at least the sum of its total liabilities;
- D. The corporation to which the distribution is made may not distribute any part of its income to Members, directors or officers and is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code; and
- E. The corporation to which the distribution is made does not permit or practice discrimination on the basis of race, sexual orientation, and/or gender identity.

**Article X - Prohibited Transactions**

Section 10.1.

Notwithstanding any other provision of these Bylaws, neither this Club, nor any director, officer, employee or representative of this Club, on its behalf, shall carry on any activities, or take any action, not permitted to be

carried on or taken by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Section 10.2

No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its Members, directors/officers or other private persons, except the Club shall be authorized and empowered to pay reasonable compensation for services rendered.

**Article IX - Contracts, Loans, Checks and Deposits**

Section 9.1. Contracts

The Board of directors may authorize any officer or officers, agent or agents, to enter in to any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances.

Section 9.2. Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances. This Section shall not be construed as applying to current or operational expenses of the Corporation.

Section 9.3. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of directors.

Section 9.4. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under authority of the Board of Directors.

**Article XI - Contracts, Loans, Checks and Deposits**

Section 11.1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authorization may be general or confined to specific instances.

Section 11.2. Loans

No loans shall be contracted on behalf of the Club and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances. This Section shall not be construed as applying to current or operational expenses of the Club.

Section 11.3. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club, shall be signed by President, Treasurer, or such officer or officers, agent or agents of the Club and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

Section 11.4. Deposits

All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as may be selected by or under authority of the Board of Directors.

**Article X - Finance**

Section 10.1. Fiscal Year

The fiscal year of the Club shall be the year commencing on the 1st of July and terminating on the 30th of June.

Section 10.2. Audit

There shall be an annual audit of the finances of the Corporation by an independent certified public accountant, and this audit shall be submitted to the Board of Directors.

Section 10.3. Budget

The Board of Directors shall adopt a budget for each fiscal year, and the Club shall function within the total of such budget. Any expenditure in excess of the associated approved budgeted amount must be authorized by the Board of Directors.

Section 10.4. Depository

Dues and other monies collected by the Association shall be placed in a depository selected by the Board of Directors.

Section 10.5. Checks

The following persons or their designate, and any others as may from time to time be authorized by resolution of the Board of Directors, shall individually have authority to sign all checks for and on behalf of the Club and its committees: President, Treasurer.

Section 10.6. Execution of Contracts

The Board of Directors or any officer of the Club duly authorized by the Board of Directors to act on the club's behalf in a specific instance may execute contracts. The Board of Directors may also authorize any officer or agent of the Club, in addition to the persons authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

Section 10.7. Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the Corporation's liabilities, dispose of all of the Corporation's assets exclusively for the purposes of the corporation in such organization or organizations organized and operated exclusively for

**Article XII - Finance**

Section 12.1. Fiscal Year

The fiscal year of the Club shall be the year commencing on the 1st of July and terminating on the 30th of June.

Section 12.2. Financial Review

Necessary tax forms and financial reports will be prepared annually by an independent certified public accountant. A full financial audit shall be performed by an independent CPA when requested by the Board of Directors or if required by law.

Section 12.3. Budget

The Board of Directors shall adopt a budget for each fiscal year, and the Club shall function within the total of such budget. Any expenditure in excess of the associated approved budgeted amount must be authorized by the Board of Directors.

Section 12.4. Dissolution

Upon dissolution of the Club, the Board of Directors shall, after paying or making provisions for the payment of all of the Club's liabilities, dispose of all of the Club's assets exclusively for the purposes of the Club in such organization or organizations organized and operated exclusively for charitable, educational, or scientific

## Attachment 1

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 the corresponding provision of any future United States internal Revenue Law), as the Board of Directors shall determine.

### Article XII - Amendments

#### Section 11.1. Initiation

A bylaws amendment may be initiated by the Board of Directors or by any Club Member. Any Club Member wishing to introduce an amendment to these bylaws shall prepare and deliver the specific language of the amendment to the Board of Directors along with a petition for consideration of the amendment signed by at

## Proposed Bylaws Revisions, 2021

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 the corresponding provision of any future United States internal Revenue Law), as the Board of Directors shall determine.

### Article XIII - Miscellaneous

#### Section 13.1. Facsimile and Electronic Signatures

In addition to the provisions for use of facsimile signatures elsewhere specifically authorized in these Bylaws, facsimile and electronic signatures of any officer or officers of the Club may be used whenever and as authorized by the Board of Directors. An "electronic signature" is any electronic symbol or process attached to or logically associated with a document sent by electronic transmission and executed or adopted by a person with the intent to sign such document. "Electronic signature" includes:

1. a unique password or unique identification assigned to a person by the Club;
2. a person's typed name attached to or part of an electronic transmission sent by or from a source authorized by such person such as an e-mail address provided by such person as that person's e-mail address;
3. a person's facsimile signature; and
4. any other form of electronic signature approved by the Board of Directors.

#### Section 13.2. Electronic Transmissions

"Electronic transmission" or "electronically transmitted" means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given by electronic transmission. Each written consent given by electronic transmission shall contain an electronic signature of the person giving such written consent.

### Article XIV - Amendments

#### Section 14.1. Initiation

A bylaws amendment may be initiated by the Board of Directors or by any Member. Any Member wishing to introduce an amendment to these bylaws shall prepare and deliver the specific language of the amendment to the Board of Directors along with a petition for consideration of the amendment signed by at least

## Attachment 1

least twenty percent of the Club Membership. Following review by the Board of Directors, the proposed amendment shall be scheduled for a membership vote as defined in Section 2 below. If the Board of Directors proposes an amendment, the petition requirement is waived.

### Section 11.2. Voting

Bylaw amendments must be approved by a vote of the membership at a meeting noticed to the members not less than thirty days prior to the scheduled vote. At a meeting at which a bylaws amendment vote is to be taken, a quorum of three-quarters of the Board of Directors and twenty percent of the coaching staff is necessary. Provided a quorum is present, the proposed bylaw amendment(s) may be accepted or rejected with a majority vote of members present.

## Proposed Bylaws Revisions, 2021

twenty (20) percent of the Membership. Following review by the Board of Directors, the proposed amendment shall be scheduled for a membership vote as defined in Section 14.2 below. If the Board of Directors proposes an amendment, the petition requirement is waived.

### Section 14.2. Voting

Bylaw amendments must be approved by a vote of the Members at a meeting notified to the members not less than thirty (30) days prior to the scheduled vote. At a meeting at which a bylaws amendment vote is to be taken, a quorum of three-quarters of the Board of Directors, twenty (20) percent of the coaching staff, and two (2) percent of the Members is necessary. Provided a quorum is present, the proposed bylaw amendment(s) may be accepted or rejected with a majority vote of Members present. Members may authorize a proxy to vote on their behalf. A proxy must bring a written document signed by the member indicating authorization to cast a proxy vote.

## **Member Financial and Volunteer Service Commitment**

Members of the Madison 56er's Soccer Club, Inc. ("Club") agree to be held responsible for club dues, team fees, and volunteer service credits. The Club dues for the subsequent season shall be established by the Board of Directors after consultation with the Club Finance Committee and published prior to the close of tryout season. Team fees cover the cost of coach travel, ancillary tournament costs, and other miscellaneous team expenses as applicable. Team fees are budgeted, monitored and reimbursed by the Team Manager and Team Treasurer following guidance published by Club Finance Committee.

All member families are obligated to contribute toward volunteer/service efforts, in support of team and/or Club initiatives. Specific service expectations are established at the beginning of each season with details and Volunteer Service Guidelines published annually. Chargebacks for any unfulfilled service credits will be calculated at the end of each season and added to player account balance.

Club members are expected to remain in good financial standing. Members with delinquent Club dues, team fees, or service credit penalties may face suspension from the Club or an inability to register for the upcoming season until account balance is paid in-full, or an approved payment plan is established.

- A member is determined to be delinquent if total payment due has not been received by close of business on the published due date.
- Members with delinquent accounts will not be able to register for the upcoming season.
- Players will be suspended if their account is delinquent more than 30 days.
- The establishment of a payment plan and the receipt of the first payment are sufficient to place a member in good standing. A member will continue in good standing provided subsequent payments are made in a timely fashion.
- Payment plans are defined by the Club Registrar in association with the Club Finance Committee. Payment plans must be completed prior to the start of the subsequent season.

The Club shall have no obligation to refund dues or any portion of dues to any member whose membership terminates for any reason.

## Madison 56ers Member Code of Conduct

Madison 56er's Soccer Club, Inc. ("Club") members are expected to maintain a high standard of conduct at all times and be a credit to themselves, their families, their Club, and their community. All members must uphold this Member Code of Conduct and any other applicable governing soccer body regulations on a year-round basis. Members are defined as:

- Any player rostered to a Club team
- Parent or guardian of a player rostered to a Club team
- Any person employed by the Club in a coaching capacity
- Any person employed by or holding a volunteer position with the Club
- Any alumnus/alumna of the Club who has requested and received membership status from the Club Board of Directors

### Code of Conduct

1. Adhere to the rules of game play as established by the governing body in which you are participating.
2. Display a strong spirit of cooperation, a positive attitude, and good sportsmanship.
3. Display respect to coaches, athletes, game officials, game opponents, and fellow Club members. Remain gracious and courteous in both victory and defeat.
4. Demonstrate commitment to the team by regularly attending practice, arriving on-time and prepared to team events, with the proper equipment, and meeting the coach's expectations.
5. Respect the coach's decision on the player's position and game time. Competitive soccer allows for the coach's sole discretion on what is best for the team and the individual player's development.
6. Non-playing members must never coach from the sidelines, including giving direction or information to players.
7. Non-playing members must follow field rules and sit on the opposite side of the field as players during games.
8. Players will refrain from the use, possession, sale or distribution of alcohol, tobacco, controlled substances, drug paraphernalia or any other illegal or illicit substances of any kind at all times; other members will refrain from same at Club events and on the sidelines (i.e., practices, games, etc.).
9. Refrain from any other unacceptable conduct contrary to the ideals, principles and standards of the Club, including, but not limited to, conduct inappropriate on websites such as blogs, social media, texting, cyber bullying, etc. and criminal behavior.

10. Remember that soccer is a game to be enjoyed, and that I respect and represent my club both on and off the field.

#### Enforcement and Course of Action

The Club Board of Directors shall be responsible for promoting and enforcing the Member Code of Conduct. Should the Board of Directors determine that disciplinary action of a member is required as related to the Member Code of Conduct, the Board of Directors, at their discretion, may:

1. Send a letter of warning to the member,
2. Suspend the member, or
3. Remove the member from the Club.

Suspension or revocation from the Club requires a two-thirds vote by the Board of Directors.

#### Appeal

Any member subjected to disciplinary action has the right to appeal in writing to the Board of Directors within two weeks of the disciplinary action. Members should have no expectation of an in-person meeting with the Board of Directors and the board's post-review decision shall be final.

## Madison 56ers Board Member Agreement

As a member of the Board of Directors of Madison 56er's Soccer Club, Inc. ("Club"), I have a legal fiduciary responsibility to ensure that the Club does the best work possible in pursuit of its goals. I believe in the purpose and mission of the Club, and I will responsibly and prudently assist in carrying out its work.

As a board member:

1. I will interpret the organization's work and values to the community, represent the Club and act as a spokesperson.
2. In turn, I will interpret our members' needs and values to the Club, speak out for their interests and on their behalf, and hold the Club accountable.
3. I will attend at least 80% of board meetings, including the Annual General Meeting. Additionally, I will actively participate in or lead at least one board committee/program. Finally, I will represent the board at as many club special events as possible, minimally one per year.
4. I will excuse myself from discussions and votes where I have a conflict of interest.
5. I will stay informed about what's going on in the Club and will actively participate in the decision-making on issues, policies and other matters. I will request information and will not stay silent if I have questions or concerns. I will respect and support final decisions made by the board as a whole, even if I was personally opposed.
6. I will understand our budget and take an active part in reviewing, approving and monitoring it throughout the year.
7. I will actively engage in fundraising for the Club in whatever ways are best suited for me.
8. I will adhere to the Club's bylaws and all policies. I commit to remain in good financial standing with the Club.
9. If I don't fulfill these commitments to the Club, I will expect the board president to call me and discuss my responsibilities with me. If I am no longer able to fulfill my obligations to the Club, it will be my responsibility to resign my position as a member of the Board of Directors.

