

**BY LAWS OF THE**  
**DEXTER SOCCER CLUB**

**ARTICLE 1: Name and Location**

1. The name of the Corporation is the DEXTER SOCCER CLUB. The principal office of the Corporation shall be at such place as the Board of Directors shall from time to time determine. The address of the Dexter Soccer Club (DSC) will be a specially designated Post Office Box.

**ARTICLE 2: Purposes and Principles**

1. The purposes for which the DSC is formed are those set forth in its Articles of Incorporation as from time to time amended or adopted by majority two-thirds vote of its members as set forth in Articles IV and XI. The guiding principles of the Corporation shall be to promote excellence in soccer through a high level of competitive play, the fostering of good sportsmanship, the imparting of soccer skills and techniques, healthy recreation and competition, and fellowship through amateur soccer.
2. The DSC is not formed for pecuniary or financial gain and no part of the net earning of the Corporation shall accrue to the benefit of, or be distributable to its members, directors, officers, or other persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, reimbursement of personal expenses, and to make payments and distributions in furtherance of the purposes set forth above.
3. The DSC shall not engage in any activities which are unlawful under applicable federal, state, or local laws.
4. The DSC shall not operate for the primary purpose of carrying on a trade or business for profit.

**ARTICLE 3: Affiliations**

1. The DSC shall be affiliated with the Michigan State Youth Soccer Association (MSYSA), the United States Youth Soccer Association (USYSA), the United States Soccer Federation (USSF), and in accordance with the Federation Internationale de Football Association (FIFA).

#### **ARTICLE 4: Membership**

1. The membership shall consist of all persons who register through the DSC in the current playing year (July 1 – June 30), and shall include board members and administrators.
2. Each member has one vote, and only one vote;

In the case of members who are not yet 18 years old, a parent may cast the member's vote. However, no one may cast a vote for more than one member. (Example: A coach has two children registered through the DSC [total of 3 possible votes]. The coach and spouse may each cast one vote – the coach because he/she is a member, the spouse because he/she represents one of the children who are members).

Only members (or parents of members) in attendance at elections may vote. No absentee votes.

Other forms of secure voting may be allowed, including electronic voting, by majority vote of the Board of Directors.

3. No person shall be excluded from membership by reason of age, race, color, creed, sex, national origin, or religion.

#### **ARTICLE 5: Annual Meeting/Special Meetings**

1. Annual Meeting: The DSC membership shall hold an annual meeting during the first quarter of the year at which time the members in attendance shall elect new members of the Board of Directors. At the annual meeting the members shall also transact such business as may be properly brought before the meeting.
2. Special Meetings: The President or the Secretary, at the request of the majority of the Board of Directors, or any 40 members of the DSC, may call special meetings of the membership. Any such request by the Board of Directors or members shall be in writing and shall state the purpose or purposes of the proposed meeting. No business shall be transacted at a special meeting except as stated in the notice of the special meeting.
3. The place of annual or special meetings of the membership shall be as announced to the membership in the notice of the meeting. Such notice may appear in a letter, a newsletter, a newspaper, or other suitable public media, at least 10 days before the meeting.
4. Business brought before annual or special meetings shall be decided by a simple majority vote of those voting members present at the meeting (except for Bylaw revisions which need two-third majority to be decided).

5. Parliamentary authority shall be the current edition of Roberts Rules of Order Newly Revised which shall govern the conduct of all meeting of the members and the Board of Directors in all cases to which they are not inconsistent with the Articles, these Bylaws, or any special rules of order the Corporation may adopt.

#### **ARTICLE 6: Government**

1. The affairs of the DSC, including all DSC leagues and programs, shall be governed by a group known as the Board of Directors, composed of the following elected persons: President, Vice President, Secretary, Treasurer, Registrar, Marketing & Communication Director, Fields & Facilities Director, Coaching and Development Director, and Fundraising and Special Events Director.
2. The primary responsibility of the Board of Directors is to manage the business of the DSC and to exercise all the powers of the organization while abiding with and ruled by the laws of the State of Michigan, the Articles of Incorporation, and these Bylaws.
3. A vacancy of a Board of Director's position shall be filled by a vote of the majority of the Board of Directors to serve out the unexpired portion of the term.
4. No officer or representative on this Board of Directors shall be held accountable for any liabilities incurred as a result of his/her performance as an officer of representative. The DSC shall indemnify any Director against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the claim, if the person in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its members with respect to the actions out of which the claim arose.
5. The DSC may hire whatever employees it deems necessary to carry out its programs. No member of the Board of Directors may receive compensation for service as a director or Officer of the Corporation. Board members may, however, be paid by the Corporation reasonable compensation for carrying out tasks for which the Corporation usually provides payment. Individual personal expenses which were incurred as a result of activities directly relating to the purposes of the Corporation may be reimbursed.

## **ARTICLE 7: Elections**

1. The Vice President shall manage a Nominations Committee. The President shall appoint, and the Board of Directors shall approve, two additional members of the Nominations committee.
2. The Nominations Committee will publicize the opening of the election process by written notice to all DSC members. Such notice may appear in a letter, an email, or other suitable public media. The notice will identify the offices to be filled by election, and solicit nominations from the DSC membership. The nominations from the membership will constitute “nominations from the floor.” All nominations will close one w before elections.
3. Having given public notice that nominations are open, the Nominations Committee shall develop a slate of candidates for all elected offices for the DSC Board of Directors. The Nominations Committee shall give careful consideration to nominations received from the membership. The Committee shall also receive the consent of all persons named on the slate.
4. The Nominations Committee shall prepare a slate of candidates for elected offices, and publish the slate of Board members before the Annual General Membership meeting. A simple majority of the votes cast shall elect a Board member.
5. All elected Board members serve a two-year term. The Nominations Committee may nominate one or more officers for an additional two-year term two consecutive times, so that any one officer may serve as many as three consecutive terms in the same office.
6. The membership shall elect members of the Board of Directors on the following schedule:
  - \*Even-numbered years – President, Registrar, Fields & Facilities Director, Coaching and Development Director, Fundraising and Special Events
  - \*Odd-numbered years – Vice President, Secretary, Treasurer, Marketing & Communication Director
7. A term runs from April 1 through March 31. A newly elected member of the board of Directors, elected at the Annual General Membership meeting, shall begin the term of office on the following April 1. Between the election and the beginning of the term on April 1, the member(s) of the Board of Directors voted out of office shall complete their terms, and shall serve as mentors to the newly elected person(s) who will replace them. During this period the newly elected Directors shall attend Board Meetings as ‘observers’ to gain knowledge of the operations of the DSC.

## **ARTICLE 8: Duties of Members of the Board of Directors**

1. President – shall preside at all meetings of the DSC Board of Directors, shall have general and active management of the business of the DSC and shall see that the Bylaws of the DSC are carried out. The President shall manage the Rules/Appeals Committee. The President shall represent the DSC on any committee or with any local organization, including but not limited to government or school organizations that will benefit the Purposes and Principles of the DSC.
2. Vice President – shall act for the President in case of absence. The V.P. shall chair and manage the Nominations Committee. The V.P. shall arrange for an annual audit of the financial records of the DSC. The V.P. shall also represent the DSC to the MSYSA and assume such additional duties as are deemed necessary by the President and/or Board of Directors and is responsible for coordinating and overseeing referee recruitment, training, development and scheduling for the DSC.
3. Secretary – shall keep a permanent record of the minutes of the proceedings of meeting of the Members and Directors and shall give notice as required in these Bylaws of all such meetings. The Secretary shall organize the dates, times and locations for all meetings; is responsible to notify appropriate people (e.g. Board members, Club members) of meetings at least one week in advance. The Secretary shall have custody of all records and papers of the Corporation, except such as shall be in charge of the Treasurer or some other person authorized to have custody and possession thereof by a resolution of the Board of Directors.
4. Treasurer - shall receive and disburse all funds of the DSC, shall have custody of the financial records of the DSC, shall furnish financial statements upon request, file annual reports, and present an annual budget to the DSC Board of Directors. The Treasurer shall manage the Financial Committee. The Board shall provide the Treasurer with such bond or bonds for the faithful performance of his/her duties with such sureties as may be deemed appropriate by the Board.
5. Registrar – is responsible for registering the various teams of the DSC with the appropriate leagues in which they will participate. The Registrar should work closely with the DSC administrator and all managers in the DSC to ensure players and teams are registered properly as required by club and league rules.
6. Fields & Facilities Director is responsible for overseeing the acquisition and maintenance of equipment and the maintenance and use of playing fields and facilities for the DSC. This Director will also be responsible for planning for future game and practice field needs of the DSC. The Director should work closely with the Registrar, coaches, and other appropriate agencies to coordinate the use of facilities and fields for both games, practices and other activities.

7. Coaching and Development Director– shall coordinate the development of players, coaches and programs within the DSC. The director shall coordinate suitable team placements for all players; shall be responsible for clinics and other training and development activities within the Club. The director will act as the liaison for the Director of Coaching, Academy Director and other coaches and coaching coordinators. The director shall act as the coordinator for annual team tryouts working closely with other board members to insure a successful outcome of that event.
8. Fundraising and Special Events– is responsible for all fundraising and sponsorship activities and the planning and execution of all special events for the DSC. The Director should work closely with board members and other appropriate parties to coordinate all special events and fundraising activities. The director will be responsible for club uniforms and DSC club apparel.
9. Marketing & Communication Director – is responsible for all advertising, promotional activities and electronic media, including but not limited to the DSC website, for the DSC. The director should work closely with all DSC Directors to coordinate club related activities and is also responsible for publicizing activities, promoting outreach programs and promoting the image of the DSC to the community.

#### **ARTICLE 9: Meeting of the Board of Directors**

1. Meetings of the Board of Directors shall be called by the President or Secretary or by a majority of the members of the Board of Directors.
2. Notice of any meeting of the Board of Directors shall be distributed to committee members prior to the day of the meeting. The time and place of meetings of the Board of Directors shall be announced in the notice of the meeting. The meeting notice shall include an agenda of known business items to be covered in the meeting.
3. At meetings of the Board of Directors, a quorum shall consist of two-thirds of its membership.
4. In the absence of the President at a Board of Directors meeting, the Vice President shall serve as chair for the meeting. In the absence of both President and Vice President, the officers present shall designate a temporary chair for the meeting.
5. The Board of Directors shall typically meet monthly at a time and place agreed to by the members of the Board.

**ARTICLE 10: Subcommittees**

1. The President shall appoint, and the Board of Directors approves, such standing or ad hoc committees as necessary to perform its duties and carry out its programs.
2. Committees shall meet regularly to assess needs, develop plans for recommendation to the Board of Directors, and to carry out plans as approved by the Board of Directors.
3. At all times, all committees are accountable to the Board of Directors. The Board of Directors, as necessary, may replace one or more committee members at any time.

**ARTICLE 11: Appointed Positions**

1. The DSC President shall appoint, and the Board of Directors approves, such individual positions as necessary to perform its duties and carry out its programs.
2. At all times, all appointed positions are accountable to the President and the Board of Directors. The Board of Directors, as necessary, may replace one or more appointed persons at any time.

**ARTICLE 12: Amendments**

1. These By-laws and the Articles of Incorporation may be altered, amended, added to, or repealed by a two-thirds majority vote of the members present at any regular meeting of the membership or at any special meeting of the membership, if notice of such alteration, amendment, addition or repeal be contained in the notice of such meeting and such notice was served upon or mailed to each member at least twenty days prior to the date of the meeting.

**ARTICLE 13: Fiscal Year**

1. The fiscal year of the DSC shall commence on July 1 of each calendar year and end on June 31 of the following year.

**ARTICLE 14:** Contracts, Loans, checks, Deposits

1. The Board of Directors authorize officers or agents to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
2. No loans shall be contracted on behalf of the Corporation, and no evidences shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
3. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the DSC incurred as prescribed within these bylaws shall be paid as determined by resolution of the Board of Directors.
4. All funds of the DSC, not otherwise employed, shall be deposited from time to time to the credit of the DSC in such banks, trust companies or other depositories as the Board of Directors may select.
5. The Treasurer can approve expenditures by Board members for club expenses up to allotted annual budget amount for the line item under which the expense will be disbursed. Any expenditure over \$1,000.00 should receive specific approval by the Board of Directors.

**ARTICLE 15:** Dissolution and Dispersal

1. Should the DSC be dissolved and need for dispersal of tangible and intangible assets, including financial assets, be required, all such assets shall be disbursed to the federal government or to the state or local government for public use in order that they are permanently dedicated to an exempt purpose and in accordance with the then in effect Michigan laws pertaining to the dissolution of Michigan Non-Profit Corporations, being MCLA 450.2301, et seq.
2. The Board of Directors shall have the power and authority, by 2/3 majority vote, to determine such dispersal specifics as are in accordance with current law.

**ARTICLE 16:** Compliance with these Bylaws

1. It is the responsibility of the President of the Board of Directors to assure that each elected Corporation Officer and Director has access to these Bylaws and it is the responsibility of each Director to comply with the Articles of Incorporation and these Bylaws. Agreement with this stipulation is evidenced by the acceptance of a directorship position.