

CHELSEA SOCCER CLUB BYLAWS

MISSION STATEMENT

The Chelsea Soccer Club (CSC) exists to promote youth soccer at all levels within the Chelsea area. The club will help educate, develop, and promote soccer through various soccer programs within the community, and shall remain a nonprofit corporation in perpetuity. The club will encourage good sportsmanship amongst players, coaches, officials, parents, and fans. The corporation is organized exclusively for charitable, scientific and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

From time to time the Board of Directors may use all, part of or a different statement as a mission/vision statement for development or marketing efforts.

ARTICLE I PURPOSE OF THE CHELSEA SOCCER CLUB

CSC will provide opportunity for young soccer players to participate in competitive age group leagues to enhance their playing skills.

CSC will cooperate with Chelsea Community Education, the Chelsea School District, and the surrounding communities to promote soccer.

CSC will affiliate with the Michigan State Youth Soccer Association (MSYSA).

CSC will encourage a high caliber of play and sportsmanship through the proper selection of players and through the training of coaches and referees.

ARTICLE II MEMBERSHIP

2.1 CSC is a membership nonprofit corporation.

2.2. ELIGIBILITY FOR MEMBERSHIP: shall be extended to each family that has registered players, Board members, and any other interested persons approved for membership by the Board so long as they satisfy the following requirements:

- a. Support CSC's mission
- b. Pay the dues set by the board of directors
- c. Abide by CSC's code of conduct

2.3 TERMINATION OF MEMBERSHIP: Membership may be terminated by a 2/3 vote of the board of directors for the following reasons:

1. Failure to pay dues
2. Failure to abide by these bylaws
3. Failure to abide by CSC's code of conduct, or MSYSA's code of conduct.

2.4 ANNUAL MEETING: The annual meeting of the members shall be held first half of the year. At each annual meeting, directors shall be elected and any other business shall be transacted that may come before the meeting.

2.5 SPECIAL MEETINGS: Special meetings of the members may be called by the board of directors or by the president. Such meetings shall also be called by the president or secretary at the written request of not less than 20 members.

2.6 PLACE OF MEETINGS: Membership meetings shall be held at any place determined by the board of directors and stated in the notice of the meeting.

2.7 NOTICE OF MEETINGS: Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given 10 days before the date of the meeting. Notice shall be given either personally, by electronic mail, or by mail to each member of record entitled to vote at the meeting at his or her last address as it appears on the books of the CSC. Alternatively, notice may be published in the CSC's newsletter, provided that the newsletter is published at least semiannually and is mailed to the members entitled to vote at the meeting not less than 10 days nor more than 60 days before the date of the meeting.

2.8 LIST OF MEMBERS: The secretary of CSC, having charge of the membership records of CSC, shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be produced at the time and place of the membership meeting.

2.9. QUORUM: Unless a greater or lesser quorum is required by statute, 10 members present in person or by proxy entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

2.10. PROXIES: A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.

2.11. VOTING: Each member is entitled to one vote on each matter submitted to a vote. Each member that is a family shall be eligible to appoint one voting representative to cast the member's vote. A vote may be cast either orally or in writing. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute. Directors shall be elected by a plurality of votes cast at any election.

2.12 MEETING BY TELEPHONE OR SIMILAR EQUIPMENT. A member may participate in a membership meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

2.13 MEMBERSHIP ACTION by BALLOT. Pursuant to MCL 450.2408, any action the members are required or permitted to take at an annual or special meeting, including the election of directors, may be taken without a meeting if the corporation provides a ballot to each member that is entitled to vote on the action. The ballot provided to members under this section shall meet all of the following:

- (a) Set forth each proposed action.
- (b) Provide an opportunity for the members to vote for or against each proposed action.
- (c) Specify a time by which the corporation must receive a ballot in order to be counted as a vote of the shareholder or member. The time specified shall be not less than 20 or more than 90 days after the date the corporation provides the ballot to the members.
- (3) An action is considered approved by the members by ballot if the total number of members voting or the total number of member votes cast in ballots received by the corporation by the time specified in the ballots equals or exceeds the quorum required to be present at a meeting to take the action, and the number of favorable votes equals or exceeds the number of votes that would be required to approve the action at a meeting at which the number of votes cast by members present was the same as the number of votes cast by ballot.

If 10% of the member votes submit a proposal for action by the members, the corporation shall include the proposed action in a ballot and submit that ballot to the members as provided in this section.

If any action approved by vote of the members requires the filing of a certificate with the department of licensing and regulatory affairs, in lieu of any statement required concerning the vote of the members at a meeting, the certificate shall state that the action was approved by ballot under section MCL 450.2408.

ARTICLE III BOARD OF DIRECTORS

3.1 The Board of Directors is responsible for overall policy and the day to day business of CSC, including but not be limited to:

- a. Provide written rules and regulations consistent with MSYSA Bylaws.
- b. Annually review the need for player evaluations.
- c. Establish standards pertaining to uniforms.
- d. Assure adequate insurance coverage for liability and accident reimbursement through MSYSA.
- e. Provide guidance for the organization/cooperation of all CSC teams, youth, adult, and sub-groups.
- f. Conduct business in such a way as to preserve CSC's 501.c.3 tax-exempt status.
- g. Provide encouragement of Chelsea Community Education soccer program.
- h. Provide encouragement for the Chelsea School District soccer program.
- i. Provide suitable grounds and equipment for practice and games.
- j. Collect and disperse money necessary for the financial operation of the CSC.

3.2 BOARD COMPOSITION: The Board of Directors shall be not less than eight and not more than twelve directors. It will consist of the Executive Officers, between four and eight At-Large Board Members, and the Director of Coaching ("DOC"). Executive Officers shall be a President, Vice-President, Secretary, and Treasurer. The roles and assignments of At-Large Board Members in managing and governing the activities of the CSC shall be determined by the Board.

3.3 ELIGIBILITY: All candidates for director shall complete a State of Michigan ICHAT criminal background check. No person convicted of a felony within the previous ten (10) years is eligible to serve as a member of the Board. Notwithstanding the previous sentence, in no event shall a person serve as a member of the Board if he or she has been convicted of a sex crime, a crime involving the abuse or neglect of a child, or a crime involving child pornography.

No person is eligible to serve as a board member if he/she, or any member of their immediate family, has been found by the Board to be in breach of the code of conduct each parent/guardian is required to sign when registering a player with the Club.

3.4 ELECTION: All new Board Members shall either be nominated by the participating members of the CSC at an annual meeting or may apply to the Board to fill a vacancy. Any person wanting to join the Board shall first complete the eligibility form posted on CSC's website. The list of eligible candidates will be given to the members at the annual member meeting for election or re-election. The candidate(s) receiving the most votes will be elected to open seats on the board of directors. Directors shall elect Executive Officers of the Board.

3.5 TENURE: The term of office of each director shall be three years. The term of office will begin immediately after adjournment of the meeting in which they are elected. Directors may serve successive terms.

3.6 STAGGERED TERMS OF OFFICE: At each annual membership meeting, one-third of the board of directors shall be elected to a three-year term and shall serve until their successor has been elected and qualified.

3.7 RESIGNATION: A director may resign at any time by providing written notice to the corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor may be appointed by the board to complete the resigning director's term.

3.8 REMOVAL: Any director may be removed with or without cause by a majority vote of the members entitled to vote at an election of directors.

3.9 ANNUAL MEETING: An annual meeting shall be held each year during the first half of the year. If the annual meeting is not held immediately after the annual membership meeting, the board shall cause the meeting to be held as soon thereafter as is convenient.

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

3.11 SPECIAL MEETINGS: Special meetings of the board may be called by the president or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.

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

3.15 MEETING BY TELEPHONE OR ELECTRONIC EQUIPMENT: A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3.16 QUORUM: A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

3.17 CONSENT TO CORPORATE ACTION: Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, a majority of directors consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding.

ARTICLE IV OFFICES OF THE BOARD

4.1 PRESIDENT: The President shall be the Chief Executive Officer of the CSC. In this capacity he/she will preside over the meetings of the Board and the membership, and over the term of office set the course of the activities of the CSC.

4.2 VICE-PRESIDENT: The Vice-president shall assume the duties of the President in his/her absence, disability, resignation, or removal from the Board, and shall perform such other duties as may be assigned by the Board.

4.3 SECRETARY: The Secretary shall keep minutes of the proceedings of all meetings, verify official records, and issue notice of meetings. The Secretary shall keep an up-to-date copy of the Bylaws, membership rolls and all other documents pertaining to the CSC except financial documents.

4.4 TREASURER: The Treasurer shall have custody of all funds, securities, evidence of indebtedness and all other financial documents and shall deposit funds and securities in the name and to the credit of the CSC in a bank or depository. The Treasurer shall keep in appropriate books an accurate account of all moneys received and paid out unless otherwise directed by the Board. If approved by the Board, the Treasurer may utilize the services of appropriate

accounting, bookkeeping, and tax preparation professionals and be responsible for filing the annual 990 return.

4.5 AT-LARGE BOARD MEMBERS: In addition to the Executive Officer Board Members, the Board shall consist of at least four and no more than eight At-Large Board Members. The specific role of each At-Large Board Member in managing and performing the activities of the CSC shall be defined and determined by the Board. Such roles may include, but are not limited to: Director of Coaching, League Representative, Facilities Coordinator, Equipment Coordinator, Uniforms Coordinator, Referee Coordinator, Communications & Marketing Coordinator, and Development Coordinator.

4.6 DIRECTOR OF COACHING: The Director of Coaching (“DOC”) shall be a *voting* Board Member. The duties of the DOC shall be determined by the Board and be performed subject to consultation with and approval by the Board, but may include, for example and without limitation: recruit and assign qualified coaches, assign and maintain coaching pay scale, train and monitor coaches, coordinate club-wide training, assist in league placement and team division placement, and design and administer team tryouts and team selection.

4.7 INDEPENDENT CONTRACTOR AS DIRECTOR OF COACHING: The Board may elect to engage an independent contractor to perform the duties of Director of Coaching (IC-DOC). In such case, the IC-DOC shall be a limited member for the Board of Directors who may not vote on Excluded Matters but may vote on all other matters. “Excluded Matters” include matters pertaining to the DOC’s compensation, budget, performance, contractual terms, and term of service, termination, or extension of contract. The Board may receive input from the IC-DOC on excluded matters. To encourage open discussion among voting board members, the Board, upon majority vote or at the discretion of the presiding officer, may exclude the IC-DOC from discussions about Excluded Matters. An IC-DOC’s term as a member of the Board shall not extend beyond the expiration or termination of the IC-DOC’s contract with CSC.

4.8 POWERS OF THE BOARD:

4.8.1 The Board may appoint Standing or Special Committees as necessary to run the operations of the CSC. Such committees must have at least one board member and submit and shall report regularly to the Board.

4.8.2 The Board shall not receive any monetary compensation for their services as members, committees, or commissions, but by resolution of the Board reimbursement or advancement may be made for any expenses incurred or paid by them for the benefit of the club. The Board may elect to provide compensation to the Director of Coaching for services performed as DOC. The Board may authorize issuance of CSC attire to Board Members to promote and increase the visibility of CSC and to reward Board Members for their service to CSC.

4.8.3 The Board may levy a registration fee of its members in such amounts and at such time as shall be determined. These fees shall be sufficient to enable the CSC to meet its financial obligations including its financial commitment to the MSYSA and leagues. The Board may approve discounted club registration fees for Board Members and other volunteers who devote substantial time to CSC activities.

4.8.4 The Board shall approve and have oversight access to all expenditures of CSC money. The Board shall approve all expenditures of CSC monies. Expenses, whether paid by check, cash, debit/credit, online payment service, or any other means for amounts between \$0 and \$6,000 can be written by the Treasurer or President without pre-approval. Expenses, whether paid by check, cash, debit/credit, online payment service, or any other means for amounts greater than \$6,000.00, but no more than \$10,000.00, may be written by the Treasurer or President without pre-approval by the Board of Directors. However, for payments of this amount, the writing officer shall notify each of the Executive Officers of the Board, via email (to maintain a chain of documentation), within 48 hours of such payment of the recipient, amount, and reason for payment and provide a copy of the invoice or other relevant documentation. Any expense greater than \$10,000 shall be pre-approved by the Board, whether paid by check, cash, debit/credit, online payment service, or any other means. Board approval must be documented. Appropriate documentation includes electronic mail, a notation in Board minutes, or other means approved by the Board. Twice annually, at the beginning of the fiscal year and at the fiscal year mid-point, the Treasurer will provide a copy of any/all bank statements from the previous twelve months to the Board at that month's meeting.

4.8.5 The Board may hire whatever employees or engage whatever independent contractors it deems necessary to carry out its activities.

ARTICLE V: INDEMNIFICATION

5.1 CLAIMS: CSC shall have the power to indemnify a Director, officer, employee or agent who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the CSC, by reason of the fact that he or she is or was a Director, officer, employee or agent of the CSC, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred in connection with the action, suit, or proceeding, if the person to be indemnified acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the CSC, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe the conduct was unlawful.

5.2. APPROVAL OF INDEMNIFICATION: Indemnification under Section 5.1, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the applicable standard of conduct has been met. This determination shall be made in any of the following ways:

- a. By a majority vote of a quorum of the Board of Directors consisting of Board members who were not parties to the action, suit, or proceeding.
- b. If the quorum described in subdivision (a) is not obtainable, then by a majority vote of a committee of Board members who are not parties to the action. The committee shall consist of not less than two (2) disinterested Board members.

c. By independent legal counsel in a written opinion.

5.3 LIABILITY INSURANCE: CSC shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the CSC, against any liability asserted against the person and incurred by the person in any such capacity or arising out of the persons' status as such, whether or not the CSC would have the power to indemnify the person against such liability under the provisions of the Michigan Nonprofit Corporation Act.

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

ARTICLE VI TEAM FORMATION

6.1 All team formation shall be determined by the DOC and his/her staff.

ARTICLE VII: AMENDMENTS

7.1 The Board itself may propose amendments to this the Bylaws at any meeting of the Board. Alternatively, any member or group of members may propose amendments to the Bylaws by petition to the Board at least 30 days prior to a regular meeting of the Board. Any petition by members proposing an amendment must be signed by at least ten percent of the voting members.

7.2 Any proposed amendments will be put to a vote of the membership as follows:

- (a) The proposed amendment shall be recommended to the membership by the Board by a majority vote of the Board at an open meeting of the Board or supported by the petition of at least ten percent of the voting membership; and,
- (b) The Board shall notify the voting membership of the proposed amendment and of the meeting of the Board at which final adoption of the amendment will be voted upon at least 21 calendar days prior to the meeting (publication on the CSC website and by email or other electronic communication platform to members' registered email or other address shall constitute sufficient notice).

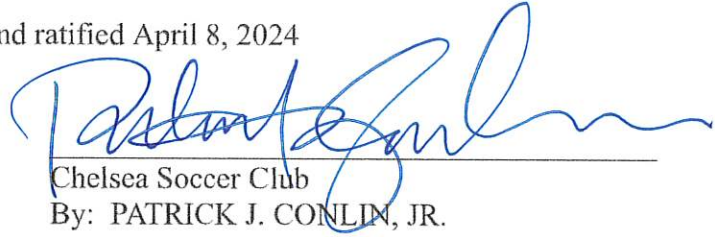
ARTICLE VIII: DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed to the Chelsea School District or for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE X: FISCAL YEAR:

The fiscal year of CSC shall end on May 31.

Originally Adopted in 2005, Reviewed and ratified April 8, 2024



Chelsea Soccer Club
By: PATRICK J. CONLIN, JR.
Its: President

Adopted 10/26/2005
AMENDED 2/13/12
AMENDED 3/1/2015
AMENDED 12/11/2018
AMENDED 1/19/2023
AMENDED 4/8/2024