

Article 1

General Description

Section 1. Name:

This organization is incorporated under the laws of the State of Indiana and shall be known as Monroe County Youth Soccer Inc., also identified as “MCYS”, and hereafter referred to within these By-Laws as either “the Corporation” or “Cutters”.

Section 2. Mission:

This organization will strive to develop and maintain a positive environment while promoting fair play, player development, and improvement for residents of Monroe County and the surrounding areas. The organization will strive to create an environment where every soccer player may freely develop a passion for the game while fulfilling his or her potential as a player.

Section 3. Definitions:

Travel teams: Soccer teams that travel through the Midwest to play other teams of similar competitive levels. Travel teams are part of a “competitive” travel program with the intent of travelling outside Monroe County to attend games.

Community Soccer: Soccer teams that primarily play in Monroe County at Karst Farm Park. This is intended to be a “recreational” program where no team is expected to travel outside the County.

Adult Soccer: Teams made of up adults that play under the Cutters name. These teams generally play other teams outside of Monroe County registered with the appropriate league or organization such as Indiana Soccer.

Section 4. Purpose:

This organization identified as MCYS has been established in order to provide a medium through which the following functions can be performed:

- 1) Advocate for the soccer community by distributing information, supporting local and regional tournaments, and creating a unified community environment to further the development and enjoyment of soccer for the residents of Monroe County and surrounding areas.
- 2) Provide an outlet in Monroe County and surrounding areas to further develop soccer skills through outreach activities and placement on either a Travel or Community team.
- 3) Coordinate placement of Monroe County and surrounding area youth on soccer teams which shall be registered with the appropriate league or organization such as Indiana

Soccer, the Indiana Soccer League (ISL), the Midwest Regional League (MRL), and ultimately the US Youth Soccer National League.

- 4) Rent, develop, and/or purchase land to be used for facilities including but not limited to soccer fields, storage buildings, and concession stands so teams belonging to the organization can practice and play soccer games as well as provide qualified officiating support.
- 5) Provide qualified coaching to develop and enhance soccer skills in accordance with the following coaching mission statement:

Coaches in MCYS will offer an environment that provides soccer skill development such that every soccer player plays to his/her maximum potential individually and as part of a team. Coaches will foster an atmosphere that contributes to the positive self-esteem of each player; fair play; respect for teammates, referees, opponents, and coaches; self-discipline; and pursuit of team goals.

- 6) Provide qualified training and any other necessary support to develop MCYS coaches.
- 7) Provide qualified training and any other necessary support to develop USSF referees.

Section 5. Area:

MCYS shall serve the geographic area surrounding and including Monroe County in the State of Indiana.

Section 6. Rights and Powers:

MCYS shall have, exercise, and enjoy all rights and powers provided under Indiana law, including but not limited to all powers set forth in Indiana Code Section 23-17-4-2, as amended. MCYS shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and the regulations there under. The powers of MCYS shall include, but in no way be limited to, the following powers:

- (a) Provide facilities, personnel, services and funds to achieve the established purposes of the Corporation;
- (b) Conduct financial transactions in the ordinary course of business;
- (c) Receive any real or personal property, tangible or intangible, by gift, grant, devise or bequest from any individual, government entity, foundation or corporation, either public or private;
- (d) Dispose of any real or personal property in accordance with the purposes, goals and/or financial needs of the Corporation;
- (e) Take grants, gifts, payments or monetary or non-monetary contributions for exclusively charitable or educational purposes.

- (f) Enter into any contracts consistent with making youth and adult soccer available to the youth and adults of Monroe County.

Section 7. Structure:

The structure of the Corporation shall be composed of the Membership, a Board of Directors, including an Executive Committee and other paid staff positions as necessary and feasible.

Article II **Corporation Member**

Section 1. Definition:

A member of MCYS is defined as any parent or legal guardian in good standing of a child registered in any of the Corporation's soccer programs, any adult player, or any person having an interest in the objectives of the Corporation and serving in a position within the Corporation.

Section 2. Voting:

The parents or legal guardians of players, or players 18 and over that are officially part of MCYS will be able to cast one vote per family in any election where the votes of the members are required, so long as all fees owed for the players' participation in MCYS are paid at the time of the election. If a family has more than one player on MCYS teams, the family will still receive one vote (not multiple votes).

Section 3. Termination of Membership:

The Board may request the resignation, or terminate the membership of, a member only as set forth in the Monroe County Youth Soccer Procedures and Rules ("Procedures and Rules").

Article III **Board of Directors**

Section 1. Composition of Governance Board and Executive Committee:

The Corporation's Governance Board of Directors shall include up to seventeen (17) Directors; seven (7) of the Directors shall be the Officers of the Executive Committee. Board makeup shall include representatives from the Community, Travel and Adult programs as well as any persons who have demonstrated a commitment to the mission of Cutters.

The Officer positions of the Executive Committee of the Board shall be the President, Vice President for Travel, Vice President for Community Soccer, Vice President of Fundraising, Secretary, Treasurer, Director of Risk Management, and Immediate Past President. The President

of the Executive Committee shall serve as the Chairperson of the Board. The responsibilities of the Officers are set forth in the Procedures and Rules.

Section 2. Governance Board Seating and Tenure:

- (a) Except for the immediate past President, the Directors (including Officers of the Executive Committee) shall be divided into two classes, as nearly equal in number as possible, as determined by the Board of Directors. One class of Director will be elected in even years and serve a two-year term ending in an even numbered year. The other class will be elected in odd years and serve their two-year term ending in an odd numbered year. Each year, the successors of the class of Directors whose term is expiring shall be elected to hold office for a two-year term. Directors may serve a maximum of three consecutive terms (6 years) in the director position elected to (any position qualifies, either at-large or an officer position). A director may serve up to ten (10) consecutive years if they have held two or more different board positions. This term limit is put in place in the spirit of encouraging individuals with new experience and skills to join the board and serve our community. In the event that there is a position that is vacated that must be filled for the remainder of the term, then this limit may be waived by a vote of the Board. Except for the immediate past President, Director positions shall be filled each June through an election process whereby one member representing each family of MCYS will cast their vote. The immediate past President automatically becomes a Director once he or she is no longer President, and remains
- (b) a Director (if willing to serve) through the term of the successor President.
- (c) Each February the Board of Directors shall appoint a Nominating Committee consisting of the President, at least one Director who is not a member of the Executive Committee, and at least one other member of MCYS who is not a member of the Board. The Nominating Committee shall research the needs of the membership and the Board, identify potentially suitable Board members, including Officers for the Executive Committee, and at the April meeting of the Board, propose a slate of Directors/Officers for election in June. Members may also nominate other candidates for Director positions at the April meeting. The election for open Director positions shall take place each June, by casting votes (by voice vote in the event that slots are not contested) or by paper ballots for contested vacancies at an event designated by the Board. Members not attending may cast an absentee ballot.
- (d) If a Director's position is vacated for any reason prior to the expiration of that Director's term, the Board may elect a replacement to fill that position through the end of the Director's term.

A Director may be removed from office if he or she fails regularly to attend meetings, or fails to follow the By-Laws and/or the rules established in the Procedures and Rules.

Section 3. Governance Board's Responsibilities:

The Corporation's Board of Directors shall be responsible for:

- (a) reviewing and maintaining the BY-LAWS in such a manner that these laws are kept current and amended as needed;
- (b) the management and operation of the Corporation, which responsibilities may be delegated by the Board to the Executive Committee and/or paid staff such as, but not limited to, the Executive Director and the DOC;
- (c) assuring the members of the Corporation that the Board, the Executive Committee, and staff are operating in accordance with the established MCYS mission statement;
- (d) assuring that the Board and Executive Committee are filing all required documents to State and Federal governments in order to keep the Corporation in good standing;
- (e) reviewing and approving the Corporation's budget, including the Corporation's fee structure, on an annual basis, and;
- (f) having the Corporation maintain good standing with local community organizations, as well as all soccer organizations in which the corporation maintains membership.

Section 4. Governance Board Meetings:

The Board of Directors shall meet on a monthly basis, at least ten (10) times each year. The Board's regular meetings will be open to all members. Special meetings, including executive sessions, may be called by the President or any two Directors. Board members must receive at least two days advance notice of any meetings and the notice must include an agenda. The notice and agenda may be provided by e-mail, telephone, or regular mail. If notice is provided by regular mail, the notice must be postmarked at least five days in advance of the meeting.

Section 5. Governance Board Quorum:

In any meeting in which action by the Board of Directors or the Executive Committee must be taken, a quorum must be present. A quorum consists of more than one half (50% plus one person) of the filled seats of the Board or the Executive Committee (whichever body is meeting to take action).

Section 6. Governance Board Manner of Acting:

The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board. The Board may determine to act by written consent, including through e-mail, and/or through meetings by telephone, unless there is an objection to taking action through written consent made by one of the Board members, in which case the act must be taken at a convened meeting with a quorum.

Section 7. Governance Compensation:

Persons serving as Board or Executive Committee members shall serve without compensation.

Section 8. Contracts:

The Board and/or the President shall have the authority to contract with other entities or individuals to perform such tasks with respect to the formation, training, development, administration, and furtherance of Club activities as the Board may deem appropriate, necessary and/or in the best interests of the Corporation. The Executive Director of the Club may be delegated contracting authority by the Board.

Section 9. Other Provisions:

All other requirements and provisions relating to the Board and Executive Committee are contained in the Procedures and Rules.

Section 10. Procedure for Removal of Board Member:

Board member may be removed for failure to perform required duties or inappropriate behavior directed at or about other board members or corporation associates or inappropriate behavior exhibited by the board member outside of the Corporation that reflects poorly on the Corporation's mission or places the Corporation in a negative light. The process for removal of a board member is as follows.

- (1) The requesting member(s) must fully describe the lack of performance or the nature of the inappropriate behavior and the corresponding impact upon the Corporation.
- (2) A copy of this report will be sent to the President of the Corporation and to the offending board member. If the offending board member is the President of the Corporation, then the Director of Risk Management will automatically step into the role of President for the purposes of executing these procedures.
- (3) The President or Director of Risk Management will review the charges with the Executive Board and if they agree that the charges have merit, a hearing will be held no sooner than two weeks from the President's receipt of the charges. The offending board member will have this period prior to the hearing to prepare a defense against the charges. If the Executive Board does not feel the charges have merit, the charges will be dismissed with rationale by notifying both the accuser and the accused.
- (4) At the hearing with the full Board of Directors in attendance, the charges against the offending board member and evidence supporting the charge will be presented by either the President or the Director or Risk Management.
- (5) The offending board member may have an advocate present.
- (6) The offending board member will present their defense.
- (7) The Board of Directors through a $\frac{3}{4}$ majority vote (of the full board, not just board members present at the hearing) can vote to remove a board member. Rather than remove a board member, the Board of Directors can elect to sanction the board member (via a probationary period or specific requirements) for a specified period of

time and review the board member's performance/behavior at the conclusion of that time interval. The Board of Directors may also vote to take no action against the board member.

Article IV **Corporate Indemnification**

Section 1. General:

The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person against any claim made, or threatened to be made, or any suit or proceeding by reason of the fact that he or she is or was a Director, Officer, or other agent of the Corporation, or of any other organization served by him or her in any capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees; however, the Corporation shall not indemnify actions taken maliciously, with an intent to harm the Corporation, or that are outside an individual's contemplated duties.

Section 2. Advancing Expenses:

Reasonable expenses, including attorneys' fees, incurred in defending any actual or threatened claim, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, Officer or other agent to repay such amount if it shall ultimately be determined that the Director, Officer or other agent is not entitled to be indemnified by the Corporation.

Section 3. Insurance:

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer or other agent of the Corporation, against any liability asserted against and/or incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this article or any statute.

Article VII **Amendment to BY-LAWS**

These By-Laws may be amended or altered by approval of two thirds of the Board of Directors during a special session or the normally scheduled monthly meeting. The procedures for amendment of the Bylaws will be as follows:

1. Board members must be provided with written notice of the proposed amendments prior to the meeting at which the first reading is to occur.

2. The first reading must occur at either a special session or at the normally scheduled monthly meeting.
3. Discussion and feedback shall be provided either at the first reading or during the two weeks following the first reading.
4. A red-lined copy of any revisions to the proposed amendment shall be provided to Board members two weeks prior to the meeting where the second reading is scheduled to take place.
5. The second reading must occur at either a special session or at the normally scheduled monthly meeting.
6. A two thirds majority of the Board of Directors is required to approve the proposed amendment.
7. Approval of amendments to these By-Laws may be given by members of the Board of Directors in person at a meeting (either by remote attendance or physical presence) or via written consent.

Article VIII

Dissolving the Corporation

If the Corporation is dissolved, the assets of this Corporation will be distributed to another not-for-profit organization with similar goals and objectives. Upon the dissolution of THE CLUB, assets shall be distributed 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. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.