

BYLAWS
OF
WOODSTOCK UNITED SOCCER CLUB

Contents

ARTICLE I: Name and Formal Address	4
Section 1. Name	4
ARTICLE II: Mission, Purpose, and Vision	4
Section 1. Mission	4
Section 2. Purpose.....	4
Section 3. Vision	4
Section 4. Adherence.....	4
Section 5. Sportsmanship	5
ARTICLE III: Emblems, Colors, Slogan, Motto	5
Section 1. Use of Name and Emblem	5
Section 2. Authorization	5
ARTICLE IV: Club Memberships	5
Section 1. Voting Class.....	5
Section 2. Non-Voting Class	5
ARTICLE V: Board of Directors Positions and Authorities	5
Section 1: WUSC Board.....	5
Section 2: Authorities	5
Section 3: Retention of Records.....	6
ARTICLE VI: Elected Members	6
Section 1: Officer and Directors	6
Section 2: Election Process	6
Section 3: Duties and Responsibilities of the Board	6
ARTICLE VII: Elections	7
Section1: Election Process	7
Section 2: Nominee Qualifications.....	7
Section 3: Voter Qualifications	7
Section 4: Term Limit.....	7
ARTICLE VIII: Meetings	7
Section 1: General Meetings.....	7
Section 2: Committee Meetings.....	8
ARTICLE IX: Voting	8
Section 1: Voting	8
ARTICLE X: Changes to Bylaws	9
Section 1: Process for BYLAWS Changes	9

ARTICLE XI: Funds and Property 9
 Section1: Fiscal Year 9
 Section 2: Funds and Property 9
ARTICLE XII: Indemnification of Directors, Officers, Employees & Agents..... 10
ARTICLE XIII: Dissolution 11
 Section 1: Dissolution Clause-..... 11

ARTICLE I: Name and Formal Address

Section 1. Name

1.1. Name. The name of the organization shall be Woodstock United Soccer Club (hereafter referred to as “The Organization” or “WUSC” and shall operate as a Not-for-Profit Organization organized under the laws of the State of Illinois.

1.2. Formal Address. The formal address of the Organization shall initially be situated at the location stated within the Articles of Incorporation and may, at a later date, be moved to such other location as the Board of Directors (hereinafter also, “Board” or “Directors” or “the Board” may from time to time designate.

ARTICLE II: Mission, Purpose, and Vision

Section 1. Mission

1.1 Mission. To empower members to be positive, confident contributors to community causes.

Section 2. Purpose

2.1 Purpose.

- To organize youth and adult members into a soccer community with a focus on learning and playing the game.
- To coordinate members to teach and support the development of the community’s youth physically, mentally, emotionally, and socially through the sport of soccer.
- To create a sense of belonging to a soccer community and opportunities for the youth to play soccer at a recreational or competitive level.
- To promote the spirit of volunteerism within the community and the ideals of fairness, respect, equality, sportsmanship, confidence, and positivity through player development and adherence to the rules of the game.
- To take an active role in building the larger community, members will display how building a strong soccer program benefits the larger community as a whole.
- To unite all members of the organization through the understanding of the importance of being a good teammate and responsible community member both inside and outside the organization.
- To provide a resource and pathway for players to further develop their skill in soccer and learn to be generous volunteers and community members.
- To encourage members to participate in the sport of soccer in whatever capacity they are able, to volunteer to support community organizations, and to be responsible members of their communities.

Section 3. Vision

3.1 Vision. To be an anchor in the community of Woodstock and an example for non-for-profit soccer organizations in other communities.

Section 4. Adherence

4.1 Adherence to Bylaws. The WUSC Board shall work with the members to make available the highest level of soccer with adherence to the limitations of the BYLAWS, facilities, staff and financing.

Section 5. Sportsmanship

5.2 Sportsmanship Expectations. WUSC shall support the highest level of sportsmanship and fair play. WUSC will support and encourage the participation of all without regard to race, religion, creed, national origin, or physical ability, except those limits imposed by medical counsel.

ARTICLE III: Emblems, Colors, Slogan, Motto

Section 1. Use of Name and Emblem

Use of the name, emblem, colors, slogan, motto, or any other item used to represent the Organization shall be according to the guidelines established from time to time in the bylaws.

Section 2. Authorization

Any item used to represent the Organization shall be authorized by the Board of Directors upon majority approval of those present and voting.

ARTICLE IV: Club Memberships

Section 1. Voting Class

Elected Members: Members who run the club pursuant to the BYLAWS, as outlined in Article 5.

Section 2. Non-Voting Class

2.1. Appointed Members: Members who are selected by the President and approved by majority vote of the seated Board who run the club pursuant to the BYLAWS, as outlined in Article 6.

2.2. Volunteer Members: Members who consist of all those persons serving the club including, but not limited to: coaches, assistant coaches, periodic volunteers, and parent or guardians of the playing members.

2.3. Playing Members: Registered soccer players

2.4. Adult Members: Parents/guardians of a Playing Member

ARTICLE V: Board of Directors Positions and Authorities

Section 1: WUSC Board

1.1 The WUSC Board of Directors. The WUSC Board of Directors shall consist of the elected members. The Board shall direct and maintain the operation of this organization and run the club pursuant to the BYLAWS.

Section 2: Authorities

2.1. Authorities. The business affairs of WUSC will be controlled by the Board. The Board shall serve as the sole interface with all other organizations and business entities, unless written permission is approved by the Board.

2.2. Removal of Directors. Any director may be removed from such office, with or without cause, by a two-thirds (2/3) vote of the Board at any regular or special meeting of the Board called expressly for that purpose.

Section 3: Retention of Records

3.1 Retention of Records. The Organization shall retain all records, ledgers, correspondence and other paper or electronic documents pertaining to the business of the Organization, including all entries and notation thereto, for the period required by law. It shall be the responsibility of the Board of Directors to ensure the Secretary and Treasurer retain all such records.

ARTICLE VI: Elected Members

Section 1: Officer and Directors

- A. President
- B. Vice-President
- C. Treasurer
- D. Secretary
- E. Director of Coaching
- F. Board Member 1
- G. Board Member 2

Section 2: Election Process

2.1. Election Process for Board of Directors. The following shall be permanent, elected positions, with a two (2) year term. Additional positions may be temporarily established by the President with the agreement of majority vote of the seated Board. They will be elected in accordance with Article 6.

Section 3: Duties and Responsibilities of the Board

3.1. Presidential Duties. The President shall supervise all activities of WUSC and will serve as a chairperson of all regularly scheduled WUSC meetings.

3.2. Vice-Presidential Duties. The Vice-President shall succeed to the powers of the President in his absence, default, sickness, or recall.

3.3. Treasurer Duties. The Treasurer shall be responsible for all monies and financial transactions of WUSC. They shall keep an account of all financial records as determined to be legally compliant.

3.4. Secretary Duties. The Secretary shall notify members of association meetings. The Secretary shall attend to all correspondence and communications. The Secretary shall record the minutes of all general meetings and shall require the submission of minutes from any other official meeting of committees of WUSC. The Secretary shall make available copies of all minutes to the representatives of WUSC. The Secretary shall maintain an up-to-date list of all representatives of WUSC. The Secretary shall be responsible for distributing WUSC information to the club membership.

3.5. Director of Coaching Duties. The Director of Coaching (DOC) is responsible for establishing developmental guidelines and training priorities for each age level for recreation.

3.6. Board Member Duties. The Board Member (2) shall be responsible for all duties assigned to them by the President and/or Board of Directors.

ARTICLE VII: Elections

Section 1: Election Process

1.1. Election of Members to the Board. All elected members, (See Article 5, Section 1 to determine elected members), shall be elected at the annual meeting of WUSC. The annual meeting shall be held in May and term of office shall run from July 1st through June 30th of the succeeding year.

1.2. Nominating Committee. A Committee of three (3) members shall be appointed by the Executive Board. This Nominating Committee shall prepare a slate for each office to be filled, and contact each candidate as to their willingness and availability to serve. The Nominating Committee shall present the slate at the April general meeting. Additional nominations will be accepted before the election in May. The election will be conducted by the Nominating Committee and voted on by all the members present.

1.3. Induction of New Board Members. Newly elected Board member shall be inducted during the month of July.

Section 2: Nominee Qualifications

2.1. Nominee Qualifications. All nominees must be age 21 or older, a coach, coordinator, referee, current Board member, or other club member in good standing during the current season. All nominees must attend three consecutive WUSC Board meetings.

Section 3: Voter Qualifications

3.1. Voter Qualifications. Any member in good standing with the Club and who has attended three or more board meetings in the last twelve months, exclusive of the annual meeting.

Section 4: Term Limit

4.1. Term Limit of Officials. The term of office is two (2) years for both elected and appointed positions.

4.2. Odd Year Elected Positions. The following positions are elected on ODD years; President, Secretary, Director of Coaching, Board Member 1.

4.3. Even Year Elected Positions. The following positions are elected on EVEN years: Vice President, Treasurer, Board Member 2

4.4. Term-Limits. Officers shall be eligible for re-election and will have no term limits.

4.5. Presidential Nominations. The President, with majority approval of the elected officers, shall have the authority to nominate anyone to complete an unexpired term of an officer.

4.6. Presidential Vacancy. In the event the President does not, or cannot, fulfill his term and the Vice President does not want to assume the President's position for the remainder of his term, the Vice President must assume the role of Acting President until a Presidential nominee is designated.

ARTICLE VIII: Meetings

Section 1: General Meetings

1.1. Regular Meetings. Regular Meetings. General meetings of WUSC shall be held monthly at such time as the Board of Directors shall designate. These regular business meetings shall be open to all.

1.2. Agenda. All regularly scheduled board meetings, shall have a written agenda, which shall be presented to attendees prior to the commencement of such meeting.

1.3. Attendance. Attendance for all meetings, regardless of type, may be in-person or through video or telephone conference.

1.4. Quorum. The presence of not less than fifty percent (50%) plus one (1) of the Board of Directors shall constitute a quorum for any and all meetings and shall be necessary to conduct the business of the Organization. If a quorum is not met, the Board of Directors present shall set a new date for the meeting not more than two weeks nor less than one week for the originally scheduled date. The Secretary shall cause a notice of this rescheduled meeting to be sent, through contact information on file, within the next twenty-four hours, to all those members who were not present at the meeting originally called.

1.5. Rules of Procedure. All questions of order and procedure in any meeting shall be determined by *Robert's Rules of Order, Newly Revised*.

1.6. Meeting Expectations. The President or Vice President shall chair the meetings. The Secretary shall keep minutes. Minutes from the previous meeting will be distributed at the start of each monthly meeting. Minutes of regular business meetings shall be available to all members and non-members of WUSC upon request.

1.7. Majority Vote. A simple majority vote of the eligible membership present is necessary to decide a motion except where otherwise provided in these BYLAWS.

Section 2: Committee Meetings

2.1. Committee Meetings. Committee meetings shall be held separately as required to conduct business and execute specific duties as designated by the full WUSC Board. Those meetings shall follow all governances of WUSC Bylaws.

ARTICLE IX: Voting

Section 1: Voting

1.1. Voting. Voting shall be permitted in-person, through telephone or video conference, by electronic messaging, or through written proxy voting by email or hardcopy sent to the Secretary of the Organization. All written proxy votes must be received by the Secretary of the Organization prior to the scheduled time of the meeting in which the vote will be taken.

1.2. Voting Method. At all meetings, except for the election of Officers and Board Members in contested races, all votes shall be by voice or, where the voice is indeterminate, by count of hands. For the election of Officers and Board Members in contested races, ballots shall be provided and there shall not appear on such ballot any marking or other indication, which would allow identifying the person who cast such ballot.

1.3. Voting-Roll-call or Ballot. At any meeting, each motion may be voted upon by oral roll-call of the members present and voting; or else by ballot, in the manner and style provided for election of Officers and Board Members.

ARTICLE X: Changes to Bylaws

Section 1: Process for BYLAWS Changes

1.1. Bylaws Changes Process. No article or section of the BYLAWS may be altered, amended, or repealed until a motion, in writing, reviewed by the President, is presented and read at a regular meeting of WUSC.

1.2. Proposed Changes Copy. A copy of the proposed changes(s) shall be made public and available for review until a final vote is taken.

1.3. Reading and Discussion of Proposed Changes. The proposed change(s) shall be read and discussed at the first meeting. The proposed changes(s) shall be read, maybe discussed, and will be voted upon at the next regular meeting.

1.4. Passage of Bylaws Changes. A simple majority vote of the qualified membership present is required for passage (See Article III, Section 1 to determine voting membership).

1.5. Automatic Update. When amendments to the bylaws are passed at a meeting, any amendments to the bylaws shall automatically be updated by the close of the meeting.

1.6. Effective Date. Each amendment shall take effect at the close of the meeting at which it was adopted.

ARTICLE XI: Funds and Property

Section 1: Fiscal Year

1.1. Fiscal Year. The fiscal year of the Organization commences on July 1st and shall end on June 30th.

Section 2: Funds and Property

2.1. Funds and Property-All funds and property given to, received by, or coming into the custody of the Organization are to be expended and disposed of only for the purpose authorized by the Board Members only.

2.2. Depositories- All funds of the Organization shall be deposited in banks or depositories designated by the Board, in the name of WUSC. Only banks that are a member of the Federal Deposit Insurance Corporation (FDIC) may be used as depositories, unless specific approval of the Board to use some other depository or to otherwise invest the funds of the Organization is first obtained.

2.3. Protection of Funds- Funds of the Organization are to be protected and administered with the utmost care. The Organization may place an appropriate fidelity bond on each Organization Officer or employee having custody or control over Organization funds.

2.4. Audit OR Review of Books- The accounts of the Organization shall be audited by someone who is not an Officer of the Organization, annually, and whenever a new Treasurer is elected.

2.5. Inurement of Income- No part of the net earnings of the Organization shall inure to the benefit of, or be, distributable to, its Members, Trusteed, Officers, or other private persons except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered.

2.6. Operational Limitation- Notwithstanding any other provisions of these articles, the Organization shall not carry on any other activities not permitted to be carried on

2.6.A. by an Organization exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or

2.6.B. by an Organization, contributions, to which are deductible under section 1709(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE XII: Indemnification of Directors, Officers, Employees & Agents

1.1. Indemnification of Directors and Officers. To the fullest extent permitted by the laws of the State of Illinois, including future amendments of those laws, WUSC shall indemnify and hold harmless each director and officer of the Organization against any and all claims, liabilities, and expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suite or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to:

- Any breach of such person's duty of loyalty to WUSC or its members
- Any act or omission by such person not in good faith or which involves intentional misconduct or
- Where such person had reasonable cause to believe his conduct was unlawful;
- Or any transaction from which such person derived any improper personal benefit.

1.2. Determination of Entitlement of Directors and Officers to Indemnification. The decision concerning whether a director or officer seeking indemnification has satisfied the provision of Article XI, Section 1a. shall be made by:

- WUSC Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested Directors"), whether or not such majority constitutes a quorum;
- If there are no Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion;
- Or a vote of the members.

1.3. Indemnification of Employees and Agents. The WUSC Board of Directors may, in such cases as, in its complete discretion, as it deems appropriate, indemnify and hold harmless employees and agents of the Organization, and persons who formerly held such positions against any or all claims and liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with such position. Such indemnification shall only be granted by a two-thirds affirmative vote of the full membership of the WUSC Board.

ARTICLE XIII: Dissolution

Section 1: Dissolution Clause-

1.1 Dissolution Clause. Upon the dissolution of the Organization, The Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Organization, dispose of all assets of the Organization exclusively for the purposes of the Organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Services Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle organization or organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.