

**CONSTITUTION OF THE MENTOR SOCCER CLUB, INC.**  
Updated 2010



**ARTICLE I - NAME**

The name of this organization shall be called Mentor Soccer Club, Inc., henceforth referred to as the Club.

**ARTICLE II MISSION STATEMENT**

The Mentor Soccer Club is a non-profit organization dedicated to providing area youth with the opportunity to learn and play soccer to the level of her/his desire and ability, while promoting a positive and safe environment.

**Section 1 – Goals**

The goals of Mentor Soccer Club are to:

- a) Allow children to develop as soccer players, utilizing positive coaching that emphasizes learning over winning
- b) Foster an environment where children can learn the positive values of good sportsmanship, respect for others, effective teamwork, hard work, and perseverance
- c) Enhance the fitness and self-confidence of each child in the program
- d) Foster a life-long love for the game of soccer

**Section 2 – Values**

Mentor Soccer Club takes great pride in adhering to a set of basic core values:

- a) Integrity
- b) Cooperation
- c) Respect
- d) Fairness
- e) Commitment to Excellence

**ARTICLE III ORGANIZATION**

1. The Club will be a non-profit organization.
2. Membership will consist of parents or guardians of Mentor Soccer Club youth players, and any other interested adults who volunteer to support Club activities by coaching, participating in Club committees, or in the performance of other unpaid club activities.
3. The Club will be governed by a Board of Trustees elected from the Club membership.
4. Majority votes of the Trustees in attendance at a Board meeting will be required for passage of motions. A quorum of trustees is required in order for a vote to be conducted. A quorum constitutes a minimum of 51% of the seated trustees.  
In addition, Trustee motions and votes may be executed through e-mail communications, provided all Trustees are copied on the communications, and a reasonable time frame by which a response is required, has been clearly stated. A quorum of trustees responding to the e-mail vote request by the response date, is required in order for the vote to be official. Any Trustee may request that a proposed e-mail vote be tabled until the next Board meeting. Motions to remove officers, remove trustees, amend the Club Constitution, or amend the By-Laws must be executed at a Board meeting.
5. The Club will be operated within a Budget approved yearly by the Board of Trustees.

**ARTICLE IV – MEETINGS**

1. The Club shall hold an Annual General Membership Meeting the first week of November for the purpose of electing Trustees and to conduct any other pertinent business.
2. Additional general membership meetings will be held as needed.
3. The Trustees will hold Board meetings on a periodic basis, but no less than quarterly. Special Board meetings can be called by a request of the majority of the Trustees. The recommended order of business shall be:
  - a) Call to Order
  - b) Approval of Prior Meeting Minutes
  - c) Elections, when necessary
  - d) Treasurer's Report
  - e) Recreation League Business
  - f) Wave Business
  - g) Club Coaching Report
  - h) Old Business
  - i) New Business
  - j) Adjournment
4. The Board meeting schedule will be posted on the club website at least 30 days in advance.
5. Board meetings will be conducted according to the following procedures.
  - a) In the order as defined in section 3 above, or per an agenda, posted on the Mentor Soccer Club website, 3 days prior to the next Board meeting.
  - b) The presiding Club officer will open the meeting.
  - c) The presiding Club officer will open and close each topic on the agenda.
  - d) During the meeting, each topic of the agenda will be discussed in order, and based on the following guidelines for each:
    - i) Presentations will be made by the relevant officers, board members, or club members.
    - ii) Open discussion may be conducted by officers, board members, and club members present, on each agenda item.
    - iii) For agenda items requiring an action or for which an action has been proposed, after discussion, a motion may be submitted by a board member for a vote. If a motion has been made, a different board member must second the motion. If a proposal has been motioned and seconded, the proposal will be brought to a vote of the board members present. A simple majority of board members present voting in favor of a proposal are required for passage. A majority of board members must be present in order for any vote.
    - iv) For proposals submitted prior to the meeting, a discussion will be held by the officers, trustees, and person submitting the proposal (if present). A motion may be proposed by a board member, with any suggested modification, for a vote. If a motion has been made, a different board member must second the motion. If a proposal, with any modifications covered under the motion, has been motioned and seconded, the proposal will be brought to a vote of the board members present. A simple majority of board members voting in favor of a proposal are required for passage. A majority of board members must be present in order for any vote.
6. A majority of the seated Trustees will be a quorum for any meeting.
7. Any Club member may request an item be placed on the Board meeting agenda, with 72 hours prior notice to the Secretary.

## **ARTICLE V TRUSTEES**

### **Section I – Composition**

1. The Board of Trustees shall be comprised of a minimum of five (5) and a maximum of nine (9) independent persons elected at the November Board meeting. All attempts to achieve a Board of Trustees containing nine members should be made.

2. The Board of Trustees may appoint up to a maximum of two (2) Officers as Trustees, for a period of up to one (1) year ending each 30 November (in the event there are fewer than seven (7) trustees, and no other candidates for the board can be found, for a maximum of nine (9) total Trustees).

## **Section II – Qualifications**

1. Board members must be US citizens at least 21 years of age.

2. Board members should be independent members with any of the following qualifications:

a) No activities with the club that could be a conflict of interest as defined below.

i) Children playing for the Mentor Soccer Club.

ii) Direct business interests with the club, A direct business interest is an endeavor for which a person receives direct payment from the Mentor Soccer Club treasurer, for merchandise or services.

iii) An employee or contractor of the Mentor Soccer club. An employee or contractor is defined as a person receiving payment directly from the treasurer of the Mentor Soccer Club, for services rendered.

iv) Having no family members with business interests, or employment with the club as described in points ii and iii above.

b) A history of volunteer activity or membership with the MSC.

c) A currently seated independent trustee in which a conflict of interest has developed, but in which the trustee has identified the potential conflict as submitted on their annual Declaration of Interest statement, and the trustee agrees to abstain from decisions involved with the stated conflict.

d) A board member may be appointed from the officers, as described in Section I, point 2 above.

## **Section III - Term of Office**

1. The term of office for Trustees shall be:

a) Trustees will serve a 3 year term as defined below –starting from the December meeting in the year of their election.

- Exceptions

1) In the event of a vacancy in which a trustee did not complete his/her term, the seat will be filled, but only for the remainder of the original term.

2) In the event that a trustee is not elected to a seat(s), and a candidate is found at a later date, the trustee will be seated for the remainder of the original term.

b) Trustee terms are to be staggered.

1) Three trustee seats are to be filled through the election process each year, except for the deviations listed under the exceptions noted above.

2) Trustee seats are to be identified as:

a) First year: 1A, 1B, & 1C

b) Second year: 2A, 2B, & 2C

c) Third year: 3A, 3B, & 3C

\* To initiate the three year staggered trustee seat rotation:

a) In the 2010 board election, the 3 nominees receiving the most votes will be elected to 3 year terms (seats 1A, 1B, & 1C). From this point forward, trustees will be elected to these 3 seats for the assigned three year term.

b) In the 2010 board election, the 3 nominees receiving the 4<sup>th</sup>, 5<sup>th</sup>, and 6<sup>th</sup> largest number of votes, will be elected to 2 year terms (seats 2A, 2B, & 2C). In the 2012 board election, and from that point forward, trustees will be elected to these 3 seats for the assigned three year term.

c) In the 2010 board election, the 3 nominees receiving the 7<sup>th</sup>, 8<sup>th</sup>, and 9<sup>th</sup> largest number of votes will be elected to a 1 year term (seats 3A, 3B, & 3C). In the 2011 board election, and from that point forward, trustees will be elected to these 3 seats for the assigned three year term.

2. Trustees are eligible for re-election, with no limit to the number of terms served.

#### **Section IV Duties**

1. The Trustees will elect the Officers of the Club as described in Article VI, and supervise the performance of their duties.

2. The Trustees will supervise all the business and activities of the Club within the limitations of the By-Laws.

3. The Trustees will approve the Budget for the Club each year. This includes but is not limited to:

- a) Salaries
- b) Wages
- c) Stipends
- d) Fees
- e) General expenses
- f) Awards
- g) Revenue

4. The trustees have the authority to approve non-budgeted expenses, proposed during the course of the year.

5. The Trustees shall have the right and authority to oversee the conduct of the officers, director of player development, or coach. As such, the board of trustees reserves the right to discipline or dismiss any of the individual for cause.

6 The Trustees shall have the right and authority to oversee the conduct of all players and Club members. The board of trustees may impose sanctions on these individuals, up to and including removal from club activities and membership.

7. The Trustees shall have the right to approve all team coaches and teams that play as part of the Club prior to the start of league play, or prior to any coaching changes being implemented.

8. The Trustees shall have the right to supervise all committees and sub-committees.

#### **Section V - Nomination and Election of Trustees**

1. Sixty days before the November meeting, the President will determine the number of vacancies expected for the upcoming board election, and announce via the MSC website and e-mail announcements, that the Club will accept nominations for trustees.

2. Nominations must be accepted in writing, or e-mail notification:
  - a) 30 days prior to the Annual General Membership Meeting from nominees meeting the minimum Qualifications.
3. Election of Trustees shall be held at the Annual General Membership Meeting in November.
4. Nominees receiving the highest number of votes from Club members in attendance at the November meeting will be elected to the Board of Trustees.
5. The election of trustees will follow the guidelines as set forth in the By-Laws:

## **Section VI - Removal**

1. A Trustee who misses three (3) consecutive regular meetings or does not attend at least fifty percent (50%) of the regular meetings, will immediately be brought to the attention of the board at the next board meeting, and may be disqualified, and removed as a Trustee, by a majority vote of the Trustees in attendance at a Board meeting. A majority of the seated trustees, excluding the trustee whose removal is pending, must be present. A trustee removed in this manner, may be re-elected during the next board election.
2. A Trustee may be removed from office for cause by a two-thirds vote of the Trustees in attendance at a Board meeting. A quorum of the seated trustees, excluding the trustee whose removal is pending, must be present. A trustee removed from the board in this manner, may not be re-elected to the board.

## **Section VI - Vacancy**

Any vacancy within the Trustees, caused by resignation or other means, that results in less than a minimum of 5 Board members, shall be filled by the candidate receiving the most votes, that was not elected to the board from the previous election. If no former candidate exists, the board may elect an officer as described in Section I, 2 above. In the event that additional board members are required to meet the minimum size, a candidate may be nominated by the officers or board, and elected by a majority vote of the Trustees at the next regularly scheduled Board meeting. The newly appointed Trustee shall be in office for the remainder of the term.

## **ARTICLE VI OFFICERS**

### **Section I - Officers**

The Officers of the Club shall consist of a President, the Vice-President of Academy, the Vice-President of Recreation, the Secretary, and the Treasurer, elected by the incoming Board of Trustees at the November Board meeting.

### **Section II - Term of Office**

1. Officers shall be elected for a one (1) year term, commencing at the December board meeting.
2. Officers are eligible for reelection.

### **Section III - Duties of Officers**

#### **1. President**

The President shall be the chief executive officer of the Club and shall preside at all General Membership and Trustee meetings.

#### **2. Vice President of Recreation shall:**

- a) Assume the duties but not the office of the President in the event of the President's absence, resignation, or disability.
- b) Act as a liaison with the recreation league members that need to interact with the Mentor Soccer Club.
- c) Chair periodic meetings with recreation members to communicate issues and formulate legislation requiring action by the Board of Trustees at the Board's next meeting.
- d) Be responsible for organizing, and changing the Constitution of the Mentor Soccer Club as specified in Article IX – AMENDMENTS TO THE CONSTITUTION.

3. Vice President of Academy shall:

- a) Assume the duties but not the office of the President in the event of the President's and Recreation League Vice President's absence, resignation, or disability.
- b) Act as a liaison with the, Travel, Premier, and State Leagues and any other organization that need to interact with the Mentor Soccer Club.
- c) Chair periodic meetings with Travel, Premier, and State League members to communicate issues and formulate legislation requiring action by the Board of Trustees at the Board's next meeting.
- d) Be responsible for coordinating, organizing, and changing the By-laws of the Mentor Soccer Club as specified in Article VIIX BY-LAWS.

4. Secretary

The Secretary shall have charge of keeping minutes of the General Membership Meeting and all Trustee meetings, executing general correspondence, recording the attendance of Trustees, and recording the Terms of the Trustees.

5. Treasurer

The Treasurer shall have charge of all funds and securities of the Club. The Treasurer shall be responsible for endorsing checks and disbursing funds as authorized by the Trustees.

**Section IV - Removal**

1. An Officer who misses three (3) consecutive regular meetings or does not attend at least fifty percent (50%) of the regular meetings, will immediately be brought to the attention of the board at the next board meeting, and may be disqualified and removed as an Officer by a majority vote of the Trustees in attendance at the Board business meeting. A majority of the seated trustees must be present in order to hold the vote. An officer removed in this manner, may be re-elected during the next election.

2. An Officer may be removed from office for cause by a two-thirds vote of the Trustees in attendance at a Board business meeting. A majority of the seated trustees must be present in order to hold the vote. An officer removed in this manner, may be re-elected during the next annual election.

**Section V - Vacancy**

Any Officer vacancy; caused by resignation or other means, shall be filled by a majority vote of the Trustees at the next regularly scheduled meeting of the Trustees. The newly appointed Officer shall be in office for the term of the replaced Officer.

**Section VI - Succession**

1. President

In the event of both the President's and all Vice-Presidents' absences, resignations, or disabilities the order the Officers shall assume the duties but not the office of the President shall be the Secretary followed by the Treasurer. The duties shall be assumed by an Officer only in the event of the absence, resignation, or disability of the Officer or Officers preceding the Officer in the list of succession.

2. Treasurer

The Secretary shall assume the duties but not the office of the Treasurer in the event of the Treasurer's absence, resignation, or disability.

In the event of both the Treasurer's and Secretary's absence, resignation, or disability the President and 1st Vice-president shall assume the duties but not the office of the Treasurer.

**Section VII - Potential Conflicts of Interest**

Annually, each Trustee and Officer will be required to disclose any activities which could be a potential conflict of interest in their duty to act in the best interests of Mentor Soccer Club.

**ARTICLE VIII - BY-LAWS**

The Mentor Soccer Club will establish and maintain By-Laws, describing the operation and procedures for the club's activities.

The By-laws may be amended only when the proposed amendment is submitted in writing to all the Trustees for review. The proposed amendment will be presented for a vote at the next regularly scheduled Board business meeting after the Trustees have received a written copy of the amendment. A two-thirds vote of the entire Board of Trustees present in favor of the amendment shall be required for adoption.

## **ARTICLE IX – AMENDMENTS TO THE CONSTITUTION**

The constitution may be amended only when the proposed amendment is submitted in writing to all of the Trustees for review. Once an amendment has been reviewed by the trustees, the Executive Committee will notify the Club membership of the proposed amendment, via e-mail, and identify the time and location for the vote. The proposed amendment will also be posted to the Club website at least 30 days prior to the vote.

A two-thirds affirmative vote of the voting club members, in favor of the amendment shall be required for adoption. In person voting is required for a proposed amendment to the constitution. The vote may be held during a regularly scheduled board meeting or at a specified time, as determined by the officers and board.

## **ARTICLE X - COMMITTEES**

### **Section I - Executive Committee**

1. The Executive Committee will consist of the Officers of the Club.
2. The Executive Committee will be responsible for preparing the yearly Budget for the Club.

### **Section II - General Committees**

The following persons or committees may be appointed by the president as necessary to run the business of the Club:

- a) Uniforms
- b) Fields
- c) Newsletter/Communications
- d) Team Pictures
- e) Equipment
- f) Sponsorship/Fundraising
- g) Volunteer Coordinator
- h) Player and Coach Development
- i) Competitive League Tryouts
- j) Officials/Referees
- k) Audit Committee
- l) Membership Registration
- m) Marketing/Publicity
- n) Member Feedback
- o) Special Committees
- p) Scholarships

## **ARTICLE XI - BUDGET**

1. The Executive Committee shall submit a Budget to the Board of Trustees, in April, for Board approval at the May Board of Trustee business meeting.
2. The Budget shall cover the period of 1 June of the year the Budget is submitted through 31 May of the next year.
3. Approval of the Budget shall require a two-thirds favorable vote of the Trustees in attendance at a Board business meeting. A quorum of the seated trustees must be present in order to hold the vote.
4. The Club may not spend any funds without an approved Budget unless the fund expenditure(s) is/(are) approved by a two-thirds vote of the entire Board of Trustees. An exception is that the President may authorize a maximum of \$2,500 between Board meetings. Any unbudgeted expenditures authorized by the President will be reported by the Treasurer at the next Board meeting.

5. The Treasurer will be charged with enforcing the Budget, and board approved expenditures.
6. Approval of Amendments to the Budget shall require a two-thirds favorable vote of the Trustees in attendance at a Board business meeting. A majority of the seated trustees must be present in order to hold the vote.

#### **ARTICLE XII AUDITING**

1. Each year the Club's financial records shall be reviewed by at least three (3) Club members. A written summary of the results will be kept in the minutes.
2. The Club will conduct a complete audit, using an independent accounting firm, with every change in the position of treasurer. The fees for this audit will be paid by the Club.
3. The trustees reserve the right to conduct a review, or full audit, at any time. The fees for these services will be paid by the Club.

#### **ARTICLE XIII BONDING**

Any person who has signature authority on any Club bank account shall be bonded. At a minimum, the Club shall bond the President and Treasurer at the Club's expense.