

CHELSEA SOCCER CLUB CONSTITUTION AND BY-LAWS

MISSION STATEMENT

The Chelsea Soccer Club (CSC) exists to promote soccer at all levels within the Chelsea area. The club will help educate, develop and promote soccer throughout various soccer programs within the community, and shall remain a non-profit corporation in perpetuity. The club will encourage good sportsmanship amongst players, coaches, officials, parents and fans.

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 respective playing skills.

CSC will cooperate with Chelsea Community Education and the Chelsea School District 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 training of coaches and referees.

ARTICLE II GENERAL ORGANIZATIONAL STRUCTURE

Section 2.1 The CSC will be made up of its members. A Board of Directors (the Board) shall govern the organization.

Section 2.2 MEMBERSHIP

2.2.1 PARTICIPATING MEMBERSHIP shall be extended to (a) all players registered with CSC in the current playing year (July 1 to June 30), (b) parents or guardians of registered players, (c) Board members, and (d) any other interested persons approved for membership by the Board.

2.2.2 VOTING MEMBERS shall be all participating members 18 years of age or older except for certain actions of the membership which by law require the voter to be over 21 years of age. In such matters only participating members over 21 years of age may vote. Each member has one vote, and only one vote. Only voting members in attendance at elections may vote. Other forms of voting may be allowed, including electronic voting or voting by electronic mail, by majority vote of the Board of Directors.

2.2.3 The BOARD OF DIRECTORS shall consist of the Executive Officers, At-Large Board Members, and the Director of Coaching described in Article IV. Unless otherwise specified, "Board Member(s)" herein refers to Executive Officers, At-Large Board Members, and the Director of Coaching.

2.2.4 TERMINATION OF MEMBERSHIP: The Board, by 100% vote of all its members, may expel a participating member for conduct which the club shall deem contrary to the best interest of the CSC, including without limitation, violations of any provision of this constitution, poor attendance or stated rules and regulations of the CSC. The Board shall give the member 15 days notice of the expulsion along with the reasons thereof, in writing. The member may submit a written statement to the Board regarding the proposed action not less than five days before the effective date of the proposed expulsion. Prior to the effective date of the action, the Board is authorized to decide that the expulsion not take place, shall review any such statement submitted and shall determine mitigation effect, if any, from the information contained therein, on the proposed expulsion. The Board will then take appropriate action. A member of the Board subject to expulsion proceedings, or whose family member is subject to expulsion proceedings, may not vote on his or own expulsion or the expulsion of a family member, and the Board, by majority vote, may exclude a Board member subject to expulsion proceedings from any or all Board discussion of the potential expulsion.

2.3 RIGHT OF INSPECTION: Every member of the CSC has the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the CSC.

2.4 PAID STAFF AND CONTRACTORS: The Board may create paid staff positions and hire at-will employees who will serve at the direction and pleasure of the Board. The Board may engage independent contractors to provide services to CSC and perform functions of CSC.

ARTICLE III CLUB DUTIES AND RESPONSIBILITIES

3.1 The responsibilities of the CSC should include but not be limited to:

- a. Provide written rules and regulations consistent with MSYSA By-Laws.
- 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 as a 501.c.3 non-profit corporation.
- 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 moneys necessary for the financial operation of the CSC.

ARTICLE IV BOARD OF DIRECTORS

4.1 The Board of Directors shall 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, Treasurer and Registrar. The roles and assignments of At-Large Board Members in managing and governing the activities of the CSC shall be determined by the Board.

4.1.1 RESTRICTIONS: No person convicted of a felony within the previous ten (10) years may 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. Any Board Member missing 4 consecutive regularly scheduled Board meetings shall be subject to removal as a member of the Board by majority vote of the Board, excluding the subject Board Member.

4.1.2 INDEMNIFICATION: No officer or member the Board of Directors shall be held accountable for any liabilities incurred as a result of his or her performance as an officer or member of the Board. CSC 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 acts in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the CSC or its members with respect to the actions out of which the claim arose.

4.2 ELECTION: Executive Officers and At-Large Board Members shall be elected by the participating members of the CSC at an annual meeting. Each open Executive Board Member position shall be voted on individually. The winner of an Executive Officer position is the candidate with the most votes of the members present and voting. Open At-Large Board Member positions will be voted on as a group. The number of candidates corresponding to the number of open positions who receive the most votes of the members present and voting shall be the winners. The term of office of each Board Member will be two years. The term of office will begin immediately after adjournment of the meeting in which they are elected. An Executive Officer may serve for no more than two successive terms at a given Executive Officer position. At-Large Board Members may continue with their position as long as they wish subject to re-election at an annual meeting. If the DOC is an At-Large Board Member, the Board may elect to assign the duties of DOC to another At-Large Board Member or engage an independent contractor to perform the duties of DOC as provided in section 4.4.2.a. If the DOC is an independent contractor engaged by the Board as provided in section 4.4.2.a, the DOC's term shall be determined by the Board.

4.2.1 STAGGERED TERMS OF OFFICE: The voting members shall elect members of the Board of Directors on the following schedule:
 *Even-numbered years – President, Registrar, At-Large Members
 *Odd-numbered years – Vice President, Secretary, Treasurer, Director of Coaching (if applicable)

4.3 EXECUTIVE OFFICERS

4.3.1 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.

4.3.2 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.

4.3.3 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 Constitution and By-Laws and all other documents pertaining to the CSC except financial documents.

4.3.4 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.

4.3.5 REGISTRAR: The Registrar shall be responsible for complete and accurate record of all teams and players for the purpose of player registration and team affiliations. The Registrar shall have such other duties delegated by the Board.

4.4 REMAINING BOARD POSITIONS

4.4.1 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, Website & Social Media Manager, Public Relations & Marketing Coordinator, and Fundraising Coordinator.

4.4.2 DIRECTOR OF COACHING: One Board Members shall serve as the Director of Coaching (“DOC”). 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.

4.4.2.a 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.

4.5 POWERS OF THE BOARD

- 4.5.1 All activities of the CSC shall be supervised and approved by the Board.
- 4.5.2 Affirmative action of a majority of the Board present at an official meeting shall be considered the action of the entire Board for the consent to or approval of issues.
- 4.5.3 Vacancies on the Board, other than President, due to resignation, disability, or death or other causes, shall be filled for the balance of the appropriate unexpired term by Presidential appointment subject to Board approval. In the case of a vacancy in the office of the President, the Vice-President, unless unable or unwilling, shall assume the office of the President. If the Vice-President does not assume the office of the President, the Board shall elect a President from among the members of the Board. If the Vice-President or other Board Member fill a vacancy in the office of the President, such term will continue until the next annual meeting and will then be subject to an open election by the voting membership.
- 4.5.4 The Board may appoint Standing or Special Committees as necessary to run the operations of the CSC.
- 4.5.5 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.
- 4.5.6 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.
- 4.5.7 The Board shall approve all expenditures of CSC moneys. All checks exceeding \$10,000.00 shall carry the signature of the Treasurer and one other Executive Board Member authorized by the Board to sign checks. All others require the signature of the Treasurer or other Executive Board Member authorized by the Board to sign checks and the documented approval of one other Executive Board Member. Appropriate documentation includes electronic mail, a notation in Board minutes, or other means approved by the Board.
- 4.5.8 The Board may hire whatever employees or engage whatever independent contractors it deems necessary to carry out its activities.

ARTICLE V MEETINGS

5.1 BOARD MEETINGS: The Board shall meet regularly, typically monthly, to conduct the business of the CSC. The meeting shall be at a location and time designated by the Board. The meeting shall be open to any Participating Member of the CSC. All Board Members are expected to attend at least 50% of the regularly scheduled meetings. Poor attendance may be grounds for removal from the Board.

5.2 ANNUAL MEETING: The CSC shall hold an annual meeting during the first quarter of each year at which time the voting members in attendance shall elect new members of the Board of Directors according to the schedule provided in Section 4.2.1. The members shall conduct such other business as may be properly brought at the annual meeting.

5.2.1 Notice of the annual meeting shall be by electronic mail to participating members and posting on the CSC website at least ten days prior to the meeting.

5.3 SPECIAL MEETINGS: A Special Meeting of the membership may be called for the purpose of transaction of special business. No other business may be discussed or transacted at this meeting. Notice of Special Meetings must be made by electronic mail to participating members and posting on the CSC website at least ten days before the meeting.

5.3.1 BOARD MEMBERS ONLY MEETINGS: At times meetings may be called whereby attendance will be limited to active CSC Board Members.

5.4 QUORUM FOR MEETINGS: A quorum must be present to conduct business. The Executive Officers and one other Board Member will constitute a quorum of any meeting. An official vote may be taken by electronic mail provided the quorum of voters is achieved. Any meeting whether or not a quorum is present may be adjourned from time to time by the vote of a majority of Board Members present, in person. In the absence of a quorum, no legally binding business of the CSC may be conducted.

ARTICLE VI TEAM FORMATION

6.1 All team formation shall follow the Chelsea club team formation policy. Current policy dated 10/25/05.

ARTICLE VII: AMENDMENTS

7.1 The Board itself may propose amendments to this Constitution or the By-Laws at any meeting of the Board, or any member or group of members may propose amendments to this Constitution or to the By-Laws 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.

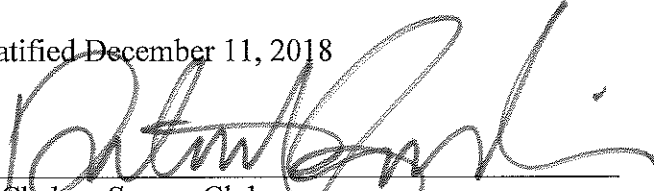
7.2 The Articles of this Constitution and the By-Laws of the CSC may be adopted, altered, or replaced at any meeting of the Board of Directors, provided the following conditions are met:

- (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 to members' registered email address shall constitute sufficient notice); and,
- (c) The meeting of the Board at which final adoption of the amendment will be voted upon shall be open to all participating and voting members, and a reasonable amount of time shall be given to members and Board members to make their views known, and
- (d) At the meeting of the Board at which final adoption of the amendment will be voted upon, a majority of the voting members present and two-thirds of the Board members present (with a quorum of the Board present) votes to adopt the amendment.

ARTICLE VIII: DISSOLUTION

8.1 Should CSC be dissolved and 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, or to an eligible 501(c)(3) organization. The Board of Directors shall have the power and authority, by 2/3 majority vote, to approve dissolution of CSC and to determine such dispersal specifics as are in accordance with current law.

Originally Adopted in 2005, Reviewed and ratified December 11, 2018



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