



Bylaws

Cap City Athletic 1847
PO Box 23206
Lansing, MI 48909

EIN: 47-1887282
Non-Profit Organization
Michigan Incorporated

Email: admin@capcityathletic.com
Website: www.capcityathletic.com

Cap City Athletic 1847

Bylaws



ARTICLE I. Definitions

1.1 Name.

The “Organization” or “Club” shall mean: Cap City Athletic 1847, its successors and assigns.

1.2 Board.

The “Board” shall mean the Board of Directors of the Organization.

ARTICLE II. Name and Purpose

2.1 This organization shall be known as Cap City Athletic 1847.

2.2 Cap City Athletic 1847 is organized to support the development of youth sport in the greater Mid-Michigan area. To this end, the organization will organize and administer teams, competitions, leagues, and programs to ensure the complete development at the highest possible levels of competence, sportsmanship, and enjoyment of which it is capable.

2.3 Mission Statement.

Elevate the landscape of youth sport through the daily player experience.

2.4 Vision Statement.

Player Development, Character Development, Lifelong Passion.

ARTICLE III. Governing Instruments

3.1 Governing Instruments.

The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

3.2 Nondiscrimination Policy.

The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

3.3 Limitations on Activities.

No part of the activities of the Organization shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Organization operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Organization shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

ARTICLE IV. Affiliations

- 4.1 Cap City Athletic 1847 supports and subscribes to the regulations and jurisdiction of FIFA (Federation International de Football Association) and its affiliated national, state, and regional organizations of which the club is a member.

ARTICLE V. Offices

- 5.1 Cap City Athletic 1847 may have offices, either within or without the city of Lansing, as the Board of Directors may designate or as the affairs of the organization may require from time to time.

ARTICLE VI. Board of Directors

6.1 General Powers.

The board is responsible for overall policy and direction of the Organization, and will delegate responsibility of day-to-day operations to the Executive Committee, Executive Director, Staff, and Sub-committees.

6.2 Number and Tenure.

The Board shall be composed of no fewer than three (3) Directors. The Board shall be composed of no more than eleven (11) Directors. The number of Directors may be changed from time to time by amendment to these Bylaws but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. A Director shall hold office for a term of two (2) years, or until he or she dies, resigns or is removed by a 2/3 vote of the Directors under Section 6.11 of this Article.

6.3 Meetings and Notice.

The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

6.4 Board Elections.

During the last quarter of each fiscal year of the organization, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

6.5 Election Procedures.

New directors shall be elected by a 2/3 vote of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

6.6 Proxy Voting.

Every director entitled to vote may authorize another person or persons to act by proxy with respect to such vote by filing a written proxy with the secretary of the corporation, executed by such person or his/her duly authorized agent.

6.7 Special Meetings.

Special Board meetings may be called by or at the request of the President, the Secretary, or any two (2) Directors. The person or persons authorized to call special meetings may fix any place either within or without the city of Lansing as the place for holding any special Board meeting called by them.

6.8 Quorum.

A majority of the total number of Directors shall constitute a quorum for the transaction of business at any Board meeting but, if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

6.9 Manner of Acting.

The act of 2/3 of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

6.10 Resignation.

Any Director may resign at any time by delivering written notice to the President or the Secretary, or to the registered office of the Organization.

6.11 Removal.

A Director may be removed from office upon the vote of 2/3 of the remaining Directors.

6.12 Vacancies.

Any vacancy occurring on the Board may be filled by the vote of a majority of the remaining Directors. Unless he/she dies, resigns, or is removed, a Director so elected shall hold office until his/her successor is elected.

6.13 Compensation.

Directors shall not receive any stated salaries for their services, but by Board resolution, Directors may be paid their expenses, if any, of attendance at each Board or committee meeting, or a fixed sum for attendance at each Board or committee meeting; but nothing herein shall be construed to preclude any Director from receiving compensation for services rendered to the Organization.

6.14 Loans.

No loans shall be made by the Organization to any of its Directors.

6.15 Meeting by Conference Telephone.

Members of the Board may participate in a meeting by means of conference telephone or similar communications equipment provided all persons participating in the meeting can hear each other and such participation shall constitute presence in person at the meeting.

6.16 Action by Board without a Meeting.

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

6.17 Conflict of Interest Policy

The board shall adopt and periodically review a conflict of interest policy to protect the organization's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

6.18 Whistle Blower Policy

The board shall adopt and periodically review a whistle blower policy. Cap City Athletic 1847 requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. It is the intent of Cap City Athletic 1847 to adhere to all laws and regulations that apply to the organization. The underlying purpose of this policy is to support the corporation's goal of legal compliance.

ARTICLE VII. Officers

7.1 Number.

The officers of the Organization shall be a President, a Vice President / Treasurer, and a Secretary, each of whom shall be elected by the Board. Each of these positions will be appointed to the Board of Directors and follow Article 6.2. Vice Chairs and such assistant officers as may be deemed necessary may be elected or appointed by the Board; such officers and assistant officers to hold office for such period have such authority and perform such duties as may be provided by resolutions of the Board. The Board may delegate to any officer or agent the power to appoint any such subordinate officers, or agents, and to prescribe their respective terms of office, authority, and duties.

7.2 Election and Term of Office.

The officers of the Organization shall be elected to two year terms by the Board. Unless he/she dies, resigns, or is removed, each officer shall hold office until his/her successor is elected. The President and Secretary will be elected in even number years. The Vice President and Treasurer will be elected in odd number years.

7.3 Resignation.

Any officer may resign at any time by delivering written notice to the President, the Secretary, or the Board.

7.4 Removal.

Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

7.5 Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause may be filled by the Board for the unexpired portion of the term.

7.6 President.

The President shall be chief executive officer of the Organization and, subject to the Board's approval, shall supervise and control all of the assets, business, and affairs of the Organization. The President shall preside over all Board meetings unless the Chair, if any, is present. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Organization or are required by law to be otherwise signed or executed by some other officer in some other manner. The President may appoint or remove any staff or consultants for the Organization and establish the rate of compensation for any such staff person or consultant. In general, he/she shall perform all duties incident to the office of President and such other duties prescribed by the Board from time to time.

7.7 Vice President / Treasurer.

In the absence or disability of the board president, the ranking vice-president or Vice-president designated by the board of directors shall perform the duties of the board president. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the board president. If required by the Board, the Vice President will administer all treasurer duties, in which he/she shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Organization; receive and give receipts for moneys due and payable to the Organization from any source whatsoever, and deposit all such moneys in the name of the Organization in banks, trust companies or other depositories selected in accordance with the revisions of these Bylaws; and in general perform all of the duties incident to the office of Vice President / Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or by the Board. In the absence of the Vice President / Treasurer, an Assistant Treasurer may perform his/her duties.

7.8 Secretary.

The Secretary shall: (a) keep the minutes of meetings of the Board in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep registers of the post office address of each Director; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the

Corporation; (f) prepare and submit an annual report as required by the Michigan Nonprofit Corporation Act, and (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board. In the absence of the Secretary, an Assistant Secretary may perform his/her duties.

7.9 Salary.

The officers shall not receive any salary for their services. Officers may be reimbursed for their expenses. No loans shall be made by the Corporation to its officers. Nothing herein shall be construed to preclude any Officer from receiving compensation for services rendered to the Organization.

ARTICLE VIII. Committees

8.1 Committee formation.

The board may create committees as needed. The board president appoints all committee chairs.

8.2 Standing Committees.

8.2.1 Executive Committee.

The three officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

8.2.2 Finance Committee.

The Vice President / Treasurer is the chair of the Finance Committee, which includes at least two (2) other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

8.2.3 Discipline Committee

The Discipline and Protest Committee shall hear all protests and complaints involving any aspect of the Club, initiate all disciplinary proceedings, and recommend sanctions against Club members to the Board of Directors. The Board of Directors will finalize all actions taken in all incidents with a majority vote. If a complaint is lodged against any member of the Discipline Committee, that member shall step aside until

the complaint is resolved and he shall be replaced by an interim member appointed by the President.

8.2.4 Fundraising Committee

The Fundraising Committee will consist of at least three (3) members of the Club. This committee shall develop, organize, and administer the fund raising programs for the Club and its members. The committee shall present an annual fund raising plan to the Board of Directors at the regular 1st fiscal quarter meeting and update the plan at regular meetings. The committee shall work with the Vice President / Treasurer and the Finance Committee to develop procedures and controls to safeguard and account for all funds raised by the Club and its member teams.

8.2.5 Parent Advisory Committee

The Parent Advisory Committee will consist of at least nine (9) members of the Club and no more than fifteen (15). There may not be more than one member from a registered team from within the Club. This committee shall help to address Club wide issues and to suggest recommendations to the Board of Directors to assist the development of the Club. An elected director of the club will serve as chair of this committee and will be responsible for reporting to the Board.

8.3 Special Ad-Hoc Committees.

A special ad-hoc committee may be appointed by the Board of Directors to carry out a specified task, at the completion of which it automatically ceases to exist.

ARTICLE IX. Director and Staff

9.1 - Executive Director.

The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director can dually hold any other officer position, except the role of president. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE X. Members

10.1 Membership.

This Organization shall have no voting members, except those of the Board of Directors. This Organization was formed as a "Directorship" under Cap City Athletic 1847 Articles of Incorporation.

10.2 Type of Membership.

10.2.1 Members.

All persons who are registered by the Club Registrar, or any club officer, during the participating seasonal year in one or more of the following categories shall be members of the club:

- Board of Directors
- Club Officers
- Members of standing committees
- Coaches
- Parents and Guardians of Players
- Players

10.2.2 Member Classifications

There shall be three classifications of membership in the Organization: Active members, Playing members, and Associate Members.

10.2.2.1 Active Members.

Club Board of Directors, Club Officers, Standing committee members, and coaches shall be active members of the club. Each of these members will have to sign and abide by the club code of conduct.

10.2.2.2 Playing Members.

All individuals registered as players by the club during the participating season year shall be Playing Members. Playing Members will have to sign and abide by the club players code of conduct.

10.2.2.3 Associate Members.

The parents and guardians of all registered players are considered associate members. All parents and guardians will have to sign and abide by the club parents code of contact.

10.3 Membership Status.

All members will be held “in good standing” unless there is a violation of the Club Bylaws, Code of Conduct, and all rules, regulations, and policies of the club. All violations will be reviewed by the Discipline Committee under Article 8.2.3. Final judgment on membership status is reserved to a Board of Directors vote.

10.4 Membership Rights and Responsibilities.

All members shall abide by these Bylaws, standing rules and special rules of order, the parliamentary authority adopted by the Club, and the regulations of FIFA and its affiliated organizations of which the Club is a member.

10.5 Membership Dues or Fees

The Board of Directors shall establish and assess the fees needed to meet the costs of conducting its programs and services.

ARTICLE XI. Contracts, Checks, and Deposits

11.1 Contracts.

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Organization. Such authority may be general or confined to specific instances.

11.2 Loans.

No loans shall be contracted on behalf of the Organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

11.3 Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Organization shall be signed by such officer or officers, or agent or agents, of the Organization and in such manner as is from time to time determined by resolution of the Board.

11.4 Deposits.

All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositories as the Board may select.

11.5 Gifts and Contributions.

The Treasurer may accept on behalf of the Organization any contribution, gift, bequest, or device as may be consistent with the established purposes of the Organization and as may be permitted by any applicable local, state, or federal law.

ARTICLE XII. Books and Records

12.1 The Organization shall keep correct and complete books and records of account, minutes of the proceedings of its Board, and such other records as may be necessary or advisable or required by law at the registered or principal office of the Organization. All books and records of the Organization may be inspected by a Director for any proper purpose at any reasonable time, upon reasonable notice to the Secretary of the Organization

ARTICLE XIII. Fiscal Year

13.1 The fiscal year of the Organization shall run from July 1 through June 30 of the following year.

ARTICLE XIV. Indemnification

14.1 To the full extent permitted by the General Corporation Law of Michigan, the Organization shall indemnify any person who was or is a party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that he/she is or was a Director or officer of the Organization, or is or was serving at the request of the Organization as a Director or officer of another

corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and necessarily incurred by him/her in connection with such action, suit, or proceeding; and the Board may, at any time, approve indemnification of any other person which the Organization has the power to indemnify under the General Corporation Law of Michigan. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The Organization may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

ARTICLE XV. Dissolution

15.1 The Organization may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State Law.

ARTICLE XVI. Amendments

16.1 These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board at any regular or special meeting of the Board by a 2/3 vote.