

**BYLAWS OF THE  
CHIPPEWA STRIKERS SOCCER CLUB, INC.**

**ARTICLE I  
General Provisions**

**Section 1. Name**

The name of this organization shall be Chippewa Strikers Soccer Club, Inc. (Club).

**Section 2. Principal Office**

The principal office of the Club shall be located at the address of its registered agent. The Club may change or have such other principal offices as the Board of Directors may designate from time to time.

**Section 3. Registered Agent and Office**

The corporation's registered agent may be changed from time to time by or under the authority of the Board of Directors. The address of the Club's registered office may be changed from time to time by or under the authority of the Board of Directors, or by the registered agent. The business office of the corporation's registered agent shall be identical to the registered office.

**Section 4. Place of Keeping Corporate Records.**

The records and documents required by law to be kept by the Club shall be kept at the Club's principal office.

**Section 5. Purpose**

The purpose of the Club is to support the growth and development of the young adults of Chippewa Falls and surrounding areas by providing a comprehensive youth soccer program open to all who meet the age requirements set forth by Wisconsin Youth Soccer Association (WYSA) and Minnesota Youth Soccer Association (MYSA). This can be accomplished by enlisting the support from parents and the community as the club strives to provide instructional and competitive aspects of a youth soccer program.

## **Section 6. Goals**

- A. Developing and conducting an organized competitive soccer program for the youth of Chippewa Falls and surrounding areas.
- B. Formulating and promulgating policies and rules to govern the conduct of the players, coaches, referees, and parents involved with the Club.
- C. Promoting competitive soccer as a constructive activity in the growth and development of youth.
- D. Developing and conducting soccer training for players, coaches, referees, and parents.
- E. Ensuring the continuation and growth of competitive youth soccer in the area through local sponsorship and funding.

## **Section 7. Powers and Authority**

This Club will have the power and authority to conduct any and all business permitted under Chapter 181 of the Wisconsin Statutes.

# **ARTICLE II Membership**

## **Section 1. Qualifications**

Any resident of Wisconsin shall be eligible for membership without regard to sex, creed, color, religion, or national origin. Parents or guardians whose children are residents of Wisconsin shall also be eligible for membership.

## **Section 2. Procedure for Membership Application**

The act of registering a player for any program of the Club shall constitute application for membership for the parents or legal guardians. Serving as a coach, assistant coach, referee, or in any other capacity designated by the Board of Directors shall likewise constitute application for membership. Applicants in these categories shall be automatically accepted into membership. Any other qualified person may submit an application in writing to the secretary for consideration by the Board of Directors. Upon acceptance of an application, the applicant shall become a full and active member subject to and bound by these By-Laws and any other rules as may be established by the Club or the Board of Directors.

## **Section 3. Member-in-Good-Standing**

Once accepted, a member shall remain in-good-standing for one year after the last participation in a program of the Club unless suspended from membership as provided by these By-Laws.

#### **Section 4. Copy of By-Laws and Rules**

A copy of these By-Laws and any such Rules as may be established shall be made available to any member upon request.

#### **Section 5. Dues, Assessment, and Fees**

No annual dues or general membership assessments shall be established. All expenses of the Club shall be financed through registration fees, donations, fund-raising activities, or other such means deemed appropriate by the Board of Directors.

### **ARTICLE III Meetings**

#### **Section 1. Annual Meetings**

The annual meeting of the members of the Club shall be conducted yearly with the date, hour, and place to be established by the Board of Directors. The purpose of the annual meeting shall be to review past years activities through reports of the officers, to consider the By-Laws and Rules under which the Club conducts its programs, to elect officers and directors, and any other such business that the Board of Directors may deem necessary. Notice of the annual meeting shall be made as provided in Section 4, below.

#### **Section 2. Special Meetings**

Special meetings of the Club membership may be called at any time by the Club President. It shall be the duty of the Secretary to call a special meeting whenever requested to do so in writing by 10% of the membership or 40 members, whichever is smaller. The request shall contain a statement of the reason for requesting such a meeting.

#### **Section 3. Place of Meeting**

All meetings shall be held at such a place in Chippewa County, Wisconsin designated in the notice of the meeting.

#### **Section 4. Notice of Meetings**

A public notice of every meeting shall be made stating place, date, time, and the purpose of such meeting at least 10 days in advance of the meeting. The notice may be supplied to the **Chippewa Herald Telegram** (or its successor), through the use of social media sites, or messages distributed by electronic means from one computer user to one or more recipients via a network. In addition, any member may receive written notification by supplying the Club secretary with a stamped, self-addressed envelope to ensure notification of the next general membership meeting.

### **Section 5. Quorum**

At any meeting of the membership, a number of members equal to twice the number of officers and directors plus one shall constitute a quorum. For example, with 4 officers and 2 directors constituting the Board of Directors as described in Article V and Article VI, a quorum would be 21 members, including any officers or directors present.

### **Section 6. Voting**

Each member shall have one vote which may be cast by appearing in person at a meeting. A vote by the majority of those members present and voting is sufficient to decide any matter at a meeting having a quorum present with the exception of those matters dealing with fiscal policy, which require approval of two-thirds of the members present. All votes taken shall be by show-of-hands.

## **ARTICLE V Officers**

### **Section 1. Enumeration**

The officers of this Club shall consist of a President, Vice President, Treasurer, Girls/Boys Representative, and Secretary elected from the membership in-good-standing.

### **Section 2. Nomination and Election**

A slate of nominees consisting of at least one person for each officer and director position shall be presented at the annual meeting by the Board of Directors. In addition, any member in-good-standing may be nominated for any office from the floor, no second being required. The nominee receiving a plurality of the votes cast for each office shall be elected.

### **Section 3. Tenure (To be adopted 11/2019)**

Board of Directors members shall be elected for a term of two years by the Participating Members at the annual meeting. The President, Secretary, and Registrar shall be elected in odd numbered years, and the Treasurer, Vice-President and Girls/Boys Representative will be elected in even numbered years. Those elected shall assume office at the first Board of Directors meeting following the annual meeting and serve until a like time the 2nd year.

### **Section 4. Duties**

In addition to those duties stated elsewhere in these By-Laws, the officers shall perform the duties stated below.

#### A. President

The President is the chief executive officer of the Club providing general supervision and control of its business. The President shall preside at all meetings of the membership and the Board of Directors. The President or his/her delegate representative shall represent the Association in all dealings with other groups or organizations impacting on Club programs adhering to the policies established by these By-Laws and any guidance which may be supplied by the Board of Directors.

#### B. Vice President

In the absence of the President, the Vice President shall assume the duties of the President. In addition, the Vice President shall have such duties as designated by the Board of Directors.

C. Treasurer

The Treasurer shall have charge of the finances of the Association, keeping accurate records of all receipts and disbursements and preparing a fiscal report for presentation at the annual meeting. The Treasurer shall prepare a budget and recommend fees for each program of the Club for consideration by the Board of Directors in accordance with the fiscal policy of Article VII of these By-Laws.

D. Secretary

The Secretary shall keep the minutes of all Club meetings and Board of Directors meetings maintaining these as a permanent record available for examination by any member. The Secretary shall, at the direction of the President or the Board of Directors, attend to all correspondence of the Club.

**Section 5. Removal**

Any elected officer may be removed for a cause by a vote of two-thirds of the Board of Directors providing reasonable notice and opportunity to be heard by the Board is made available to the affected officer prior to action.

**Section 6. Replacement**

If any officer is unable to complete the stated term of office, the Board of Directors may elect one of their number to serve until the next meeting of the membership.

**ARTICLE VI  
Board of Directors**

**Section 1. Powers**

The business of the Club shall be managed by the Board of Directors. The Board shall possess the final authority and discretion to appoint coaches, to arbitrate disagreements, to administer the policies established by the Club regarding programs and composition of participating teams, and to determine the budget and fees for each Club program. The Board shall have the authority to suspend any member, coach, or participant in any program whose conduct is in conflict with the purposes of the Club and these By-Laws or other such rules as may be established by the Club. Such suspension may be made upon a majority vote of the Board providing reasonable notice and opportunity to be heard is made available before action is taken.

## **Section 2. Composition**

The Board of Directors shall be made up of the officers of the Club and two Directors; a Club Registrar and Club Girls/Boys Representative, elected in like manner to the officers at the annual meeting. The Directors shall have the same tenure and be subject to the same removal procedures as the Club Officers.

## **Section 3. Meetings**

Meetings of the Board of Directors shall be held as frequently as necessary to conduct the business of the Club and held in a publicly accessible location. Regularly scheduled meetings shall be held prior to the commencement of each program, and within ten days after the annual meeting for the purpose of installing the newly elected officers and conveying to them those items necessary for the conduct of the Club's business. Special meetings of the Board of Directors may be called by the President, Treasurer, or a majority of the Board Members. Special meetings may be held in nonpublic accessible location as determined by the board.

## **Section 4. Notice of Meetings**

No notice of regularly scheduled Board meetings which have been previously announced is required. Notice of special meetings shall be made at least 48 hours in advance either in person or by phone.

## **Section 5. Quorum**

The presence of 50% of the Board is necessary to conduct any business other than adornment.

## **Section 6. Voting**

Each member of the Board of Directors shall have one vote. A simple majority of those present and voting is sufficient for action on any matter except approval of budget or fees for a program which requires approval of two-thirds of the Board of Directors. All votes taken shall be verbal acknowledgement.

## **Section 7. Action by Consent**

An action of the directors may be taken without a meeting if there are no objections from any director to the action. Such action by consent must be confirmed in writing for the record, signed by each director and read into the minutes of the subsequent board meeting.

**ARTICLE VII**  
**Fiscal Policy**

**Section 1. Budget**

A balanced budget shall be prepared by the Treasurer for each program sponsored by the Club for the approval of the Board of Directors before registration for the program commences in order to permit a per-player fee to be calculated. The budget shall, as much as possible, identify separate expense items and the total dividend by the projected number of participants to determine the fee. It is the intent of this policy to insure that current expenses are paid out of current fees. Major expenditures for capital equipment shall be provided for by including in the current fee structure a provision to build a capital equipment reserve fund. This provision shall remain in effect until such time that the reserve fund reaches a balance deemed sufficient by the Board of Directors. The fee for the capital equipment reserve fund shall not exceed five percent of the total registration fee. Approval of all budgets shall require a two-thirds majority of the Board of Directors.

**Section 2. Accounts**

Club funds shall be promptly deposited in either a savings or checking account maintained in the name of the Club. Two signatures shall be required on any instrument drawing on these funds, one of which shall be the Treasurer's and the other either the President's or the Vice President's.

**ARTICLE VIII**  
**Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

**ARTICLE IX**  
**Indemnification**

The Club shall indemnify any officer, director, employee or agent against expenses, fees judgments or fines incurred by such person in connection with any threatened, pending or completed action, suit or proceeding by reason of the fact that such person is or was an officer, director, employee or agent of the Club if the person acted in good faith and in the manner he/she reasonably believed to be in or not opposed to the best interests of the Club and had no reasonable cause to believe his/her conduct to be unlawful. Such indemnification shall be made pursuant to the provisions of Chapter 181 of the Wisconsin Statutes Relating to the indemnification of the officers or directors and employees or agents of a non-stock corporation.

**ARTICLE X  
Conflict of Interest**

No member(s) of the Club's Board of Directors or its Committees who has an interest in or relationship with any other corporation, firm, association or entity with which the Club negotiates, authorizes, approves or ratifies a contract or transaction shall be considered to have a conflict of interest if (1) the interest or relationship is disclosed or known to the Board and the vote(s) or consent of the interest member(s) are not counted; or (2) the interest or relationship is disclosed or known to all members entitled to vote and they authorize, approve or ratify such contract or transactions by vote or written request; or (3) the transaction is fair and reasonable to the Club. This article shall be construed pursuant to Chapter 181 of the Wisconsin Statutes.

**Article XI  
Amendments**

**Section 1. By Members**

The voting members may amend the Club's By-Laws as necessary to achieve the Club's purpose, goals, and objectives.

**Section 2. Amendment Notification**

The secretary shall notify each member, in writing (or make available in the newspaper), or make available at a public place for review the amendments as well as the time, place and date of the meeting at which amendments are to be adopted.

**Section 3. Ratification**

It shall take a two-thirds affirmation vote of the Participating Members in attendance at a previously scheduled meeting.

**Section 2. By Directors**

The Board of Directors may amend, restate or repeal these By-Laws or adopt new By-Laws by a two-thirds majority vote; but no By-Law adopted or amended by members shall be amended or repealed by the Board of Directors if the By-Law so adopted so provides.

**ARTICLE XII  
DISSOLUTION**

**Section 1. General**

This Club may be dissolved in the manner provided by Chapter 181 of Wisconsin Statutes.

**Section 2. Distribution**

Upon adoption of a resolution to dissolve, the Board of Directors shall apply and distribute the assets of the corporation as follows: (a) All liabilities and obligations shall be paid, satisfied and discharged; (b) Assets held conditionally shall be returned or transferred in accordance with those conditions; and (c) All remaining assets shall be distributed as provided in the Articles of Incorporation.