

By-Laws of
EAU CLAIRE UNITED SOCCER CLUB INC.

Eau Claire, Wisconsin

Adopted Oct 2004 Amended Aug 2018

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Article 1. Definitions

1.1. BOARD/BOARD OF DIRECTORS –

Shall mean all elected directors

1.2. CLUB

Shall mean Eau Claire United Soccer Club, Inc.

1.3. PRESIDENT

Shall mean President of the Club

1.4. VICE-PRESIDENT

Shall mean Vice President of the Club

1.5. SECRETARY

Shall mean Secretary of the Club

1.6. TREASURER

Shall mean Treasurer of the Club

1.7. OFFICERS

Shall be the President, Vice-President, Secretary, Treasurer and Safety Director of the Board of Directors

1.8. DIRECTORS

Shall be all elected Board of Director positions

1.9. MEMBERSHIP

As per Article IV, all adult and youth who qualify for membership in the Club

Article 2. Name, Colors, Affiliation, Seal

2.1. Title

The organization is incorporated as EAU CLAIRE UNITED SOCCER CLUB, INC

2.2. Colors

The colors shall be red, black and white

2.3. Affiliation

The Club is a member of the Minnesota Youth Soccer Association (MYSA), Wisconsin Youth Soccer Association (WYSA), the United States Youth Soccer Association (USYSA), and the United States Soccer Federation (USSF).

2.4. Headquarters

The Headquarters for the Club shall remain within the city limits of Eau Claire, Wisconsin.

2.5. Seal

The Club may have a seal, and if so desired by the Board, said seal shall contain the Club logo.

Article 3. Club Purpose, Goals and Objectives

3.1. Club Purpose

The purpose of the Club is to support the growth and development of children in the Western Wisconsin area, to provide competitive youth soccer programs open to all children of the area, and to encourage and provide for parental involvement and community support in the instructional and competitive aspects of a youth soccer program. The Club is not intended to interfere, or compete, with other city youth soccer associations or high school programs, rather to complement/supplement their programs and organizational efforts.

3.2. Goals

- 3.2.1. Developing and conducting a competitive soccer program for all youth in the Western Wisconsin area.
- 3.2.2. Formulating and promulgating policies and rules to govern the conduct of players, coaches, referees, and parents involved in the youth soccer program.
- 3.2.3. Promoting competitive soccer as a constructive activity in the growth and development of youth.
- 3.2.4. Developing and conducting soccer-training programs for players, coaches, referees and parents.
- 3.2.5. Ensuring the continuation and growth of competitive youth soccer in the area through local sponsorship and funding.

3.3. Objectives

Youth and adults of the Club shall be governed by the objective to set a good example of sportsmanship, and this shall take precedence over any desire to win. Their conduct as Club representatives/members shall do nothing to disgrace the Club. They will maintain the highest moral and ethical standards of good conduct. This objective will be met through fostering these principles:

- 3.3.1. Teaching proper soccer techniques and fundamentals including fair play and good sportsmanship.

- 3.3.2. Encouraging players and coaches to achieve their highest potential, thus fielding a competitive soccer team.
- 3.3.3. Encouraging members to have fun enjoy and seek to work together rather than in conflict or under an adversarial relationship.
- 3.3.4. Promoting (through word and modeling) trustworthy and responsible principles/attitudes in both youth and adults of the Club.
- 3.3.5. The Club member will encourage personal growth, individual mental and physical soccer conditioning and character building.

Article 4. Membership

4.1. Eligibility

Membership is open to any qualifying resident of the Western Wisconsin area.

4.2. Active Membership

Membership, as defined below, will be limited to any person who expresses a desire to participate through enrollment for any twelve-month period.

4.2.1. Participating Member

Those persons serving the Club as parents/guardians of players, team coaches, team managers, referees, or those fulfilling administrative capacities. Administrative duties can include, but is not limited to, membership on the Board or other organizational committees. For issues and measures requiring Participating Member vote, each household is considered a single vote.

4.2.2. Playing Member

All registered players who have been placed on a team through tryout procedures.

4.2.3. Contributing Member

Those persons whom the Board grants membership to in recognition of contributions of value to the Club to express its gratitude.

4.3. Enrollment of Membership

Enrollment of members will be conducted on a seasonal basis throughout the year.

4.4. Membership Records

The Board and any committee having authority of the Board shall keep, at the registered or principle office, a record giving the names and addresses of members entitled to vote.

4.5. Functions of the Participating Members

- 4.5.1. To adopt Club By-laws.
- 4.5.2. To elect Club Board members.

4.6. Membership Termination

The Board of Directors by majority vote at any authorized meeting shall have the authority to discipline, suspend or terminate the membership of any member when conduct of such person is considered detrimental to the best interests of the Club.

4.7. Membership Termination Appeal

The member involved shall be notified of termination proceedings, informed of the general nature of the charges, and given an opportunity to appear at a meeting to answer such charges.

Article 5. Team Formation

Tryouts for teams will be based on all players registered for each age bracket. Every effort will be made to roster players, up to a maximum per team allowed by WYSA/MYSA.

Article 6. Club Governance and Responsibilities

This section is to define the organization and characterize the overall governing of the Club activities.

6.1. General Duties of the Board of Directors

The governance of the Club shall be vested in a Board of Directors, which shall consist of five officers, and not more than four other directors. Each member of the Board is granted voting rights and decisions of the Board will be determined through Board member votes.

- 6.1.1. The Board of Directors is responsible for the overall management of the Club and shall control and manage the Club's property.
- 6.1.2. The Board of Directors is responsible for the Club's operational activities in accordance with these By-laws.
- 6.1.3. The Board of Directors will attempt to ensure that the governance of the Club includes fair representation from the Chippewa Valley area.

6.2. Specific Duties of the Board of Directors

- 6.2.1. To approve all rules governing the Club.
- 6.2.2. To approve all training and competitive programs.
- 6.2.3. To control disbursement of Club funds.

- 6.2.4. To affiliate with other organizations that will support the goals and objectives of the Club.
- 6.2.5. Appoint vacant Board positions pending the next annual membership meeting.
- 6.2.6. To approve Club programs, policies and activities.
- 6.2.7. To approve selection process.
- 6.2.8. Perform strategic planning for the Club.
- 6.2.9. Oversee the activities of other organizational committees.

6.3. Directors' Titles and Responsibilities

All Positions are expected to attend monthly board meetings and regularly check email to keep up-to-date on club matters.

All Positions are expected to be involved in two board committees.

6.3.1. President

Serves as Chief Volunteer of the organization. Responsible for maintaining critical outside relationships including, but not limited to: MYSA, WYSA and the City of Eau Claire.

Establishes search and selection committee for hiring Club Administrator. Recommends compensation package of Club Administrator.

Is a partner with the Club Administrator in achieving the goals of the organization. Provides leadership to the Board of Directors.

Develops agenda for meetings with the Club Administrator.

Ensures that board matters are handled properly, including committee functioning.

Guides and mediates Board actions with respect to organizational priorities.

Monitors financial planning and financial reports.

Evaluates the performance and efficiency of the Club Administrator with respect to the needs of membership.

Annually evaluates the performance of the organization in achieving its mission.

Annually reviews matters of governance that relate to the Board's structure, role and relationship to management.

At the conclusion of their term, plays a non-voting, advisory role for the Board for a duration of 1 year.

6.3.2. Vice-President

Acts as the President in his/her absence.

Reports to and works closely with the President to assist in his/her duties.

Is assigned a special area of responsibility such as membership, media, personnel, try-outs.

Performs other duties as assigned by the President.

Shadows the President with the intent of creating a smooth transition upon President turnover.

6.3.3. Treasurer

Manages the finances of the organization including CD renewal as appropriate.

Ensures financial reports are made available to the Board.

Annually procures Workers Comp Insurance and ECU insurance policy.

Provides annual budget to the Board for approval.

Ensures development and Board review of financial procedures and systems.

Assists in the selection of an auditor every two years.

Supervises bookkeeper.

Oversees the Scholarship Program Committee.

Maintains the club's non-profit status.

6.3.4. Secretary

Maintains records of the Board and ensures effective management of such records.

Manages the minutes of the Board meetings.

Ensures minutes are distributed to members in a timely manner after each meeting including but not limited to the website.

Captures email content, dates and/or votes pertinent to board discussion, review and decision.

Supplies newsletter coordinator with any changes to ECU policies for publication.

6.3.5. Safety Director

Is responsible for up-to-date Code of Conduct for parents/players/coaches.

Serves as contact for membership to report any misconduct at games etc...

Works with field coordinators/coaches to ensure all fields are safe for play.

Works with Club Administrator to provide first aid kits to all teams.

Provides equipment for training and games to coaches.

6.3.6. Girls Team Director

Liaison between all girls teams and the board of directors. Connects with members regularly throughout the season.

Represents girls teams on the team formation committee as defined by the ECU Team Formation Policy

Recruits and assigns coaches for all girls teams.

Determines coach salaries as dictated by ECU policies and within annual budget

Provides ongoing education to ECU coaches, including specific feedback on coach performance.

Coordinate bi-annual coaches meeting

Works jointly with team managers when addressing issues/ concerns related to coaching.

6.3.7. Boys Team Director

Liaison between all boys teams and the board of directors. Connects with members regularly throughout the season.

Represents boys teams on the team formation committee as defined by the ECU Team Formation Policy

Recruits and assigns coaches for all boys teams.

Determines coach salaries as dictated by ECU policies and within annual budget.

Provides ongoing education to ECU coaches, including specific feedback on coach performance.

Coordinate bi-annual coaches meeting

Works jointly with team managers when addressing issues/ concerns related to coaching.

6.3.8. Marketing and PR Director

Creates and oversees effective marketing avenues with media and via website.

Creates effective presentations for growth in promoting the ECU summer tournament.

Creates and oversees objectives of marketing ECU's image and brand.

Oversees website content.

6.3.9. Volunteer Coordinator

Recruits and coordinates volunteers for club activities and the club tournament.

Serves as primary contact for club volunteers.

6.3.10. Communications Director

Reviews external communications and press releases.

Facilitates a transparent Board and club culture.

Creates and sustains an active Social Media presence for the club.

Arranges media coverage for club events.

6.3.11. Grants and Sponsorship Director

Coordinates sponsorship outreach efforts.

Seeks and applies for local, state and national grants to support club functions.

6.4. Candidate Selection

The ECU Board shall appoint a Nominating Committee comprised of the president, a current board member and a current participating ECU member to present a slate of candidates for consideration to the Participating Members at the annual meeting.

6.5. Term of Office

Board members shall be elected for a term of three years by the participating members at the annual general meeting. Membership will be staggered over a three-year period to ensure that no more than one third of the membership leaves the board in a given year.

Vice President, Boys Team Director and Volunteer Coordinator starting in August 2019

Treasurer, Girls Team Director, Safety Director, Grants and Sponsorship Director starting August 2020

President, Secretary, Marketing, and Communications Director starting in August 2021.

Any unexpected vacancies would be filled by appointment and would serve only until the end of the scheduled term. They would then be eligible to serve one additional three-year term.

6.5.1. All board members are eligible to serve no more than two three-year terms in the same board position.

6.5.2. Board members are expected to attend monthly board meetings and participate in the work of the board. Board members with unexcused absence from three consecutive board meetings may be removed by the consensus of the board.

Article 7. Meetings

7.1. Annual Meeting

The Annual Meeting will be held each year prior to Sept 1 for the following purposes:

7.1.1. Honoring players, coaches, referees and sponsor participants

7.1.2. Electing Board members and officers

7.1.3. Transacting such business as may come before the meeting

7.2. Regular Board Meetings

Regular meetings of the Board will be scheduled at a minimum of once a month depending upon the business of the Club. Minutes will be kept of all proceedings and made available to all members. Board Meetings are open to all Active Members with the exception of confidential issues, which will be addressed by the Board at closed meetings.

7.3. Special Meetings

Special meetings of the Board may be called by the President or upon request of any two Board members. The purpose of the meeting shall be stated in a notification to the community at least 48 hours prior to the time of the meeting.

7.4. Quorum

A quorum shall be a majority of the members of the Board. No business shall be conducted by the Board at any meeting at which a quorum is not present, and the only motion the chair shall entertain at such meeting is a motion to adjourn, which may include a certain time fixed for the next meeting.

7.5. Manner of Acting

The act of the majority present at a meeting shall be the act of the Club, provided a quorum is present at Board meetings as described in Article 6.4

Article 8. Financial Management

8.1. Management of Funds

Club members will use reasonable judgment and care to ensure that funds are expended solely to achieve the Club's purpose, goals and objectives. Also, that records are maintained in a proper fashion as to withstand any public or private review.

8.2. Financial Responsibility

The Treasurer shall have the responsibility of managing and reporting on the financial affairs of the Club.

8.3. Deposits and Disbursements of Funds

8.3.1. All funds shall be deposited from time to time to the credits of ECU in such banks, trust companies, or other depositories as the Board may select. All funds of the Club shall be deposited with a financial institution approved by a majority of the Board of Directors.

8.3.2. All disbursements shall be made by cash with a receipt obtained, or by check signed by the Treasurer, President, or agent of the Club who has been granted such responsibility by the Board. All invoices/receipts shall be retained by the Treasurer as a part of the records of the Club. There may be instances when no receipt is obtained (ex. payment to referees) in which case the responsible person shall submit a personal voucher to the Treasurer for Club records. Disbursements exceeding \$1000 shall require pre-approval from the Treasurer, and disbursements in excess of \$5000 shall require Board pre-approval.

8.3.3. The Board of Directors shall not permit the disbursement of Club funds for other than the purpose of Club activities.

8.3.4. Stipends of other forms of compensation from the Club for expenses incurred on behalf of the Club must be approved by the majority of the Board of Directors.

8.4. Contributions

The Board may accept, on behalf of the Club, any contributions, gifts, bequests, or devices, which achieve the Club's purpose, goals, and objectives.

8.5. Accounting Period

The fiscal year of the Club shall be from August 1 through July 31 beginning August 1, 2018.

8.6. Audit or Review

The Board shall request the financial records of the Club be audited by a CPA or an accountant at such times as it may deem appropriate.

8.7. Club Dissolution

Should the Club disband, all monies, after all bills and other obligations have been paid, will be donated to other volunteer soccer programs specifically for soccer field development in the Eau Claire area.

8.8. Event Budget Proposals

Prior to the authorization of any ECU event for which there is a fee to attend and expense to ECU, there needs to be a Budget Proposal done and presented to the board for approval. The Board approval would require a majority vote.

Article 9. Contracts

The Board may authorize, by motion, any officer or agent of the Club, in addition to the Directors, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

Article 10. Legal Recourse

No legal action may be instituted by any member, parent/guardian, player, coach, referee, Board member, or contributing member unless and until all avenues of recourse have been exhausted within the organization, MYSA, WYSA, USYSA and/or USSF.

Article 11. Amendments to the By-Laws

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

11.1. 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.

11.2. Ratification

It shall take a 2/3 affirmative vote of the Participating Members in attendance at a regularly scheduled meeting.

11.3. Effective Date of Amendment

Amendments shall become a part of these By-Laws immediately upon their adoption.

Article 12. Committees

To accomplish the Club's objectives and purposes it may be necessary to establish various committees.

12.1. Committee Guidelines

12.1.1. The Board of Directors may establish other committees (Standing or Special) setting regulations, as it deems advisable with respect to the membership and procedures for these committees.

12.1.2. All committees shall render reports on their activities to the Board.

12.1.3. Unless otherwise provided for in the resolutions designating a committee, a majority of the whole committee shall constitute a quorum, and a majority vote of the members of the committee present at a meeting shall be sufficient to take any action.

12.2. Standing Committees

The following shall be listed as Standing Committees and provide updates at board meetings as necessary or requested by the board.

12.2.1. Nominating Committee

12.2.2. Tryout Committee

12.2.3. Team Formation Committee

12.2.4. Coach Committee

12.2.5. Tournament Committee

12.2.6. Marketing Committee

12.2.7. ECU Scholarship Committee

12.2.8. Club and Tournament Sponsorship Committee

12.3. Committees Authority

The power and duties of all Standing and Special Committees shall be set by the Board of Directors.

12.4. Special Committee Disbanding

Special Committees shall be disbanded when the activities for which they were formed are complete.