

Gillette Soccer Club By-Laws

April 17, 2023

1.0 Purpose

The Gillette Soccer Club is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the internal revenue service code. The purpose of the Gillette Soccer Club (GSC) is to provide a positive, enjoyable experience in the organized team sport of soccer. The GSC allows for the advancement of skills and furthers the spirit of competition by allowing those who are interested to become associated with teams that play in a more competitive setting than the recreation league offers.

1.01 Association

General - The GSC consists of youth (19U and under), adult, male, female, and co-ed traveling teams desiring to play and compete outside the recreational league. These teams come under the direction, regulation, and by-laws of GSC and in accordance with Wyoming Soccer Association (WSA) and United States Youth Soccer (USYS) rules and regulations. The GSC will support a Rec+ program for the individuals who desire a less competitive, minimal traveling option.

2.0 Organizations - Board Meetings

The board shall meet monthly at a designated location. The meetings are held on the third Monday of the month at 7 p.m. and are open to the public. A minimum of 50% of the Board members must be present in person or by proxy to constitute a quorum for transaction of business at a scheduled board meeting. Special meetings may be called by the President or at the written request of at least 5 members of the Board by notice mailed, hand delivered, or delivered by electronic means to each Board member.

2.01 Board Members

The following GSC Board Members, defined as the officers, will be elected by the parents-at-large at the annual Fall Parent Meeting held in August. Votes may be cast at one vote per active player. No proxy votes are permitted on matters voted on by the general membership. The members of this Board shall have a knowledge of and interest in the sport of soccer and the organization. All Board Members shall have one vote in all motions, excluding the President, who will vote only in a tie-breaking situation. The Board will provide recommendations on parent concerns, scholarship approval, future facility procurement, disciplinary action, fund raising, uniforms, and any other matters that may come before the Board. The Board shall administer and enforce the rules as set forth by the USYS, WSA, and GSC. Board Members' responsibilities are described below:

2.01.01 President - The President shall be a member of the executive board and preside over the monthly Board meetings and have knowledge of Roberts' Rules of Order. The President shall conduct the business of the organization according to board

direction and to the extent necessary to keep the organization in good standing with all authorities having jurisdiction. The President shall only have the power to make decisions that reflect the desires of the board and policies established by the club. The President shall be elected in odd years.

2.01.02 **Vice-President** - The Vice-President shall be a member of the executive board and act as the liaison officer between the Board and any committees established within the GSC. The Vice-President shall perform other duties as requested and assigned by the Board of Directors. In the absence of the President, he/she will preside at the monthly meeting. The Vice-President shall be elected in even years.

2.01.03 **Secretary** - The Secretary shall be a member of the executive board and remind Board members of meeting by mail, e-mail, or telephone, type the agenda for and record the minutes of all board meetings as well as provide the minutes for posting on the club website after approval at monthly board meetings. The Secretary shall perform such other duties as occasionally may be assigned by the Board. The agenda for the next meeting and the draft meeting minutes from the previous meeting shall be provided to all board members at least 24 hours prior to the next scheduled board meeting. The Secretary shall be elected in even years.

2.01.04 **Treasurer** - The Treasurer shall be a member of the executive board and maintain the transaction of monies of the GSC. All payments from the GSC account shall be made with two signatures upon approval of the Board. These signers shall be two of the following: President, Vice President, Treasurer, or Registrar. The Treasurer, along with all Board members, shall work together to provide the annual GSC budget. A monthly statement will be provided at Board meetings for review. Bills and receipts must be included with request for payment or reimbursement. The budget and annual expenditures statement will be prepared for the Fall Annual Parents Meeting. The Treasurer shall be elected in odd years.

2.01.05 **Registrar** - The Registrar shall be a member of the executive board, shall track incidents of concussion, and shall register all team players, coaches, and assistant coaches with WSA. She/he will be the liaison officer with WSA on matters concerning tournament traveling papers. Wyoming State Cup tournament papers, player cards, and recording issuance of yellow/red cards to players and coaches of the GSC. This position will be appointed by the members at each annual general meeting.

2.01.06 **Public Relations Officer** - The Public Relations Officer shall be responsible for posting game/tournament results and club updates on social media or the local newspaper, upon receiving these results from coaches. He/she will also promote/advertise the GSC tryouts, local games, and tournaments. This position will be appointed by the members at each annual general meeting or by the current voting board members when a position is vacated.

2.01.07 **Director of Coaching** - The Director of Coaching Officer shall be a member of the executive board and is responsible for development of coaches and players with an emphasis being placed on new coaches within the GSC. He/she will help schedule coaching clinics, player clinics, keeper clinics, and any other necessary training to help advance coaches and player's knowledge and skills. The DOC shall be the initial point of contact for all parent/coach/team issues. The DOC will be responsible for mitigating and resolving these conflicts among the coaches and parents. If a resolution cannot be reached the DOC/parent/team will present the issue to the Board at the next scheduled meeting. The position will be appointed by the members at each annual general meeting or by the current voting board members when a position is vacated. The DOC shall have a minimum of 5 years

coaching experience with a USYS club and should also hold the minimum coaching license as defined in GSC policies.

2.01.08 Tournament Director - The Tournament Director shall organize and direct all GSC events that are approved by the board.

2.01.09 Vacancy on the Executive Board of Directors - In the event of a vacancy on the Board, the remaining members of the Board shall appoint a replacement at a meeting of the Board. A member elected to fill a vacancy will serve in the position until the next regular meeting of the General Membership, at which time the election of a permanent replacement shall occur according to the normal election process.

2.01.10 Election and Terms of Directors - Nominations for open vacancies on the Board will not be taken at the annual meeting, but instead will be asked for prior to the meeting to give membership adequate time to familiarize themselves with the candidate pool. In the event that there are no official nominees for a particular seat prior to the annual meeting, the President will ask for nominations from the floor at the annual meeting.

2.01.11 Annual General Meeting - The annual general meeting (board meeting with elections) will be held in August each year. In all matters voted on by the general membership, a quorum to vote will consist of a majority of the seated members of the Board of Directors and an equivalent number of members who are not on the Board of Directors.

2.02 Termination of GSC Membership

The Board can by affirmative vote of two-thirds of all of the members of the Board suspend or expel a member, and may, by a majority vote or those present at any regularly constituted meeting, terminate the membership of any member who has openly disregarded the GSC club member duties/responsibilities as defined in the by-laws and or Rules of Conduct. The member to be suspended, expelled, or terminated shall have not less than fifteen (15) days prior written or electronic notice of the expulsion, suspension, or termination and the reasons therefore and shall have an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by the Board.

2.03 Board Position Removal

An officer may be removed by a $\frac{2}{3}$ vote by the Board of Directors at a meeting or by action in writing pursuant to Section 2.04, whenever in the Board's judgement the best interests of the GSC will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

2.04 Resignation

Any Board member may resign by filing a written resignation with the Secretary by notice mailed, hand delivered, or delivered by electronic means.

2.05 Action Without a Meeting

A decision required by the Board of Directors which, in the judgement of the President, cannot wait for a regularly scheduled meeting, may be held via e-mail. Board members shall have 48 hours to vote and a quorum shall be deemed to exist if four members cast votes within the 48-hour period.

2.06 Participation by Conference Call

Members of the Board may participate in a meeting through use of a conference telephone or web conference communications equipment, so long as members participating in such meetings can clearly hear one another.

2.07 Reimbursement

Board members shall serve without compensation with the exception that expenses incurred in the furtherance of GSC business are allowed to be reimbursed with documentation and prior approval.

2.08 Attendance

A Board member can be removed for excess absences from the Board if he/she has three unexcused absences from Board meetings in a year. Removal of a Board member for excess absences shall be subject to the Removal procedure in Section 2.03.

2.09 Conflict of Interest(s)

All GSC Officers, Board members, staff, and others as requested by the GSC Board shall complete and update, as necessary, a conflict of interest statement annually.

Whenever an aforementioned individual has a financial or personal interest in any matter coming before the BOD, the affected person shall:

2.09.1 Fully disclose the nature of the interest.

2.09.2 Withdraw from discussion, lobbying, and voting on the matter.

2.09.3 Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Officers determine that it is in the best interest of GSC to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Any vote which, within thirty (30) days' time is determined by the BOD to have violated Bylaw 2.09, may be considered for disqualification, with possible reversal of a decision, at the discretion of the BOD.

2.10 Investments

The funds of the GSC may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board in its sole discretion may deem desirable, with regards to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

2.11 By-Law Amendment

These By-Laws may be amended by majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken.

2.12 Indemnification

Every member of the Board, officer may be indemnified by the GSC against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board in connection with any threatened or pending, action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the GSC, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the GSC. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such members of the Board are entitled.

2.13 Non-discrimination and Equal Opportunity Statement

GSC does not discriminate on the basis of race, color, national origin, age, disability or sex. GSC is an equal opportunity provider of services and prohibits discrimination and harassment of any kind: GSC is committed to the principle of equal opportunity for all stakeholders and to providing stakeholders with an environment free of discrimination and harassment.

2.14 Dissolution

Upon the dissolution of GSC, after paying or adequately providing for the debts and obligations of GSC, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable or educational youth sports programs whose mission is similar to GSC and has established its tax-exempt status under section 501C (3) of the Internal Revenue Code.

2.15 Whistle Blower Statement

All members of the Club community are encouraged to report possible fraudulent or dishonest conduct (i.e., a whistleblower). Any member/board member/coach should report his or her concerns to the BOD. If for any reason a stakeholder finds it difficult to report his or her concern to the BOD, they can report it directly to the President or Member of the Board. Anyone found to have engaged in a fraudulent or dishonest conduct is subject to disciplinary action by the Club pursuant to GSC bylaw 2.02.

For more information about definitions, rights and responsibilities, procedures, and contacts see the whistleblower policy in GSC Policies.