

**BY-LAWS OF THE
WILDHORSE YOUTH SOCCER ASSOCIATION
Montana Non-Profit Corporation**

As Passed January 6, 2020

Article I Name and Duration

- A. The Wildhorse Youth Soccer Association (“Club”) is a non-profit corporation organized and existing under the laws of the State of Montana. The duration of the Club shall be perpetual until dissolved under Article XI Section I.

Article II Purposes

- A. The purposes of the Club are:
1. To promote and further develop the game of soccer primarily in Plains and surrounding communities.
 2. To participate in soccer competition consistent with the principles and laws of the Federation International de Football Association (“FIFA”), the United States Soccer Federation (“USSF”), the United States Youth Soccer Association (“USYSA”), and the Montana Youth Soccer Association (“MYSA”).
 3. To educate and train players, parents, referees, coaches, and the broader community we serve. To teach, through the game of soccer, sportsmanship, physical health, and mental alertness.
 4. To acquire property, real and personal, through any lawful means and hold and dispose of such property as the purposes of the Club may require.

Article III Affiliation

- A. The Club shall be affiliated with the MYSA, an affiliate of the USYSA, which is an affiliate member of the USSF.

Article IV Membership

- A. The membership of the Club shall consist of board members, players, coaches, and parents or legal guardians of players.
1. Player: The term “youth” as applied to the Bylaws and Policies of this Club, MYSA, USYSA, and USSF shall mean a player who does not reach the age of eighteen (18) years on or before December 31st of the year in which they apply for registration. The term “adult” shall mean all those who are not youth players.
 2. Coaches: Shall mean any person selected by the Board to provide coaching of a Club sponsored team, provided he/she meets the requirements of coaching as determined by club policy.
 3. Parents or Legal Guardians of Players: Shall mean the parent or legal guardian of any youth player.
 4. Board member: Shall mean other persons who support the purpose of the club and are duly elected by the General Membership.
- B. In order to represent the Club as a team, its coaches and players shall meet the MYSA and USYSA requirements of teams and players registered for play.
- C. The members of the Club shall attend an Annual General Meeting (AGM) each year for the purposes of electing the Board of Directors. The Board of Directors shall give reasonable notice of the time and place of the AGM to all members.
- D. Members agree to be bound by the By-Laws and Policies of the Club, as well as by the By-Laws and Policies of the MYSA.

Article V Board of Directors

- A. The governing authority of the Club shall be vested with the Board of Directors. The Board of Directors shall have authority for making final decisions with respect to operations and strategy of the Club.

- B. Board Members: The Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer, Field Coordinator, Volunteer Coordinator, Equipment Coordinator, Coach Coordinator, and Member at Large or Past President.
 - 1. Board members shall be at least 18 years old.
 - 2. Board members may be selected from players, parents of players, coaches, or other persons who support the purpose of the Club.
- C. Meetings: The Board of Directors shall meet monthly at times and dates to be determined by the Board except in January which shall be the AGM. If there is not sufficient business to be discussed or acted upon, the Board may cancel a meeting. Meetings are open to all members of the Club. Meeting of the Board of Directors shall be conducted according to Robert's Rules of Order
- D. Quorum/Action: For regularly scheduled meetings of the Board of Directors, a quorum shall consist of one third of the voting board members present in person or via conference telephone. For all other meetings of the Board of Directors, a quorum shall consist of a majority of voting board members. The act of a majority of members present at a meeting at which a quorum is present shall be the action of the Board of Directors.
- E. Removal of Board Members
 - 1. Absenteeism: Any Member of the Board of Directors who misses three (3) successive "monthly" meetings will be notified in writing or by email by the President (or the Secretary if the member in question is the President) that they are in violation of the By-laws of the Club. If not in attendance at the next consecutive "monthly" meeting his/her position is automatically vacated unless the board chooses by a majority vote to retain the Member of the Board of Directors.
 - 2. Due Cause: Board members can be replaced for due cause through a super majority (2/3) vote. Notice of removal for due cause will be given to the Member of the Board of Directors 30 days prior to the next consecutive "monthly" meeting.
- F. Election: To provide continuity, elections will be staggered with 5 members being elected on even years (Vice-President, Treasurer, Field Coordinator, Coach Coordinator, Equipment Coordinator) and 4 members being elected on odd years (President, Secretary, Volunteer Coordinator, and Member at Large or Past President). No officer shall hold more than one office at a time.
- G. Terms:
 - 1. Board members shall serve 2-year terms.
 - 2. Any vacancy may be filled for the unexpired portion of the term. Board members whose term expires shall be prepared to brief new members on the duties and obligations and attend the next scheduled Board of Directors meeting with that new member.
- H. Limitation on Delegation of Authority:
 - 1. The Board of Directors shall not irrevocably delegate to any individual or committee its responsibility and authority for making the following decisions:
 - (a) Acquisition, purchase, or disposition of real property.
 - (b) Dissolution or merger of the Club or acquisition of another corporation or association.
 - (c) Affiliation with, or disqualification from, any state or national organization.
 - (d) Acquisition, commitment to acquire, purchase or disposal of any property.
 - (e) Approval of all expenditures not to exceed an amount to be determined by resolution of the Board.
- I. The Board may appoint committees at its discretion to determine, investigate, and recommend a course of action to further the Club's mission. Formation of a committee requires board action and must specify the members and chair of the committee. The committee will report with recommendations for action by the Board of Directors.

Article VI **Officers**

- A. President: The President shall chair all Board of Directors and all General Membership meetings and shall oversee all activities of the Club, including development of strategy, programming, coach education, coaching selections, and player development. The President shall set and provide to the Secretary the

agenda for all meetings. The President may delegate duties of absent officers at meetings. The President shall also be responsible for communication with MYSA officials and may represent the Club at league meetings, MYSA, USYSA, and USSF meetings and functions. The President is authorized to sign checks on behalf of the Club as detailed in Article XI below.

- B. Vice-President: In the absence of the President, the Vice-President shall chair all Board of Directors meetings. The Vice-President will be the Club's Risk Management Director and will be responsible for all related activities as directed by the Board of Directors, MYSA, and USYSA. Additionally the Vice-President shall perform all duties as may be assigned by the Board of Directors. The Vice-President will complete the President's term if vacated.
- C. Secretary: The Secretary shall work with the President to assemble the Agenda for Board of Director meetings, prepare Board Packets, and record and prepare minutes of all meetings of the Board of Directors to be distributed to the members of the Board of Directors within two weeks of all meetings. The Secretary shall record and upload the Minutes, Income and Expense Statements, and the Balance Sheet to the Club website upon approval by the Board of Directors.
- D. Treasurer: The Treasurer shall deposit all monies received by the Club in the Club bank account and maintain financial records on all transactions. On a quarterly basis the Treasurer shall prepare and distribute to the Board of Directors Income and Expense Statements and Balance Sheets. On an annual basis the Treasurer shall propose an Annual Budget and shall prepare year end reports on programming costs, cost per player reports and such other financial information as the Board of Directors may require. Wildhorse Youth Soccer Association may contract with a CPA for assistance in preparing the financial statements.
- E. Field Coordinator: The Field Coordinator is responsible for coordinating with outside agencies to secure fields for the programs of the Club both indoor and outdoor. He/she will recommend the number of fields the Club will use for play each year. In addition, he/she is responsible for organizing the field crew to lay out, line, and maintain the fields for play. Other duties include securing amenities for the field as well as preparation and tear down of outdoor fields. This individual will also represent the Club at all meetings of outside agencies concerning field matters that affect the Club.
- F. Girls Program Coordinator: The Girls Program coordinator is responsible for growing the girls side of our club including: coordinating programming, advocating in board meetings, promoting girls-specific programming, and generally leading girls-specific soccer for the club. In coordination with the Coach Coordinator the Girls Program Coordinator will help recruit and train coaches for girls teams. She/he will lead recruitment efforts to eligible girl players. She/he will work to expand girl-specific programming in neighboring communities and to grow the game with a specific focus on the girls side of the club.
- G. Coach Coordinator: The Coach Coordinator oversees all aspects of the Club's coaching programs including but not limited to the recruitment, training, assigning and assessment of coaches. He/she will also serve as the Technical Director and Scheduler.
- H. Equipment Coordinator: The Equipment Coordinator is responsible for all aspects involving the Club's equipment necessary to conduct its programs. This includes but is not limited to issuing and recovering all equipment each season, inspecting equipment and ordering new/replacement equipment. He/she will keep an up-to-date inventory of all Club equipment each season, inspecting equipment and maintaining the Club's storage facility.

Article VII **Positions**

- A. There are positions that the Club may need to fill in order to help in the day-to-day operations of the Club. These positions are not voting members of the Board of Directors, but report to the Board of Directors. Members of the Board of Directors may hold these positions in the absence of willing volunteers. The Board may delegate such positions including the following:
 - 1. Registrar: The Registrar shall maintain current and accurate rosters and relevant records (ie sports physicals, coaching certificates, etc.) of all Club members, teams, coaches, and players. They will also

coordinate with the competitive and development branches on all concerns with the appropriate registration of teams, coaches, and players with MYSA and USYSA.

2. Referee Coordinator: The Referee Coordinator oversees all aspects of the Club's referee programs including but not limited to the recruitment, training, and assessment of referees. He/She is responsible for the coordinating, scheduling, and payment of referees at all home games.
3. Volunteer Coordinator: The Volunteer coordinator is responsible for coordinating and scheduling volunteers for fundraising opportunities, concessions, etc. He/she will, in conjunction with the Club Treasurer, keep track of volunteers in order to assess any applicable non-volunteer fees.
4. Uniform Coordinator: The Uniform Coordinator is responsible for all the uniforms the Club owns which are necessary to field the teams in its programs. He/she is responsible for but not limited to ordering, inventorying, issuing, recovering, inspecting, and recommending fines, as well as recommending when new/replacement uniforms should be considered by the Club.
5. Scheduler: The Scheduler is responsible for attending the annual MYSA scheduling meeting and representing the Club concerning the scheduling of its teams for play. He/she will work closely with the Referee Coordinator, and Field Coordinator to assign game times and field location for the Club's programs.
6. Publicity Coordinator: The Publicity Coordinator is responsible for all media interactions with the Club.
7. Camp Coordinator: The Camp Coordinator is responsible for working with any soccer camps that wish to provide their services to the members of the Club. He/she will be responsible for gathering information so the Board of Directors can make an informed decision on the camps they will sponsor for their members. This person is also responsible for scheduling all camp details once a camp(s) is/are selected.
8. Tournament Coordinator: The Tournament Coordinator is responsible for overseeing all tournament issues that concern the Club. This includes but is not limited to gathering information on tournaments held throughout the year, as well as assisting teams gain entry into those tournaments. He/she will also oversee all aspects of any tournaments the Club hosts.

Article VIII Club Administration

- A. The Club fiscal year shall be January 1-December 31
- B. The Annual General Meeting shall be held as the first meeting of the Club in January.
 1. Agenda
 - (a) The first order of business is election of the Board of Directors
 - (b) The second order of business is electing officers by the Board of Directors.
 - (c) The third order of business is to consider any proposed By-Law changes.
 2. Nominations for the Board of Directors shall be taken from the floor of the AGM from any member in good standing. Election shall be by secret ballot for any contested position. Upon nomination and majority vote, members are first elected to the Board of Directors and then by a vote of the Board of Directors are seated as an Officer of the club.
 3. Board Members shall be elected and seated at the AGM and serve from that moment of election until they are re-elected or a new member is seated at the AGM of their second year.
 4. Each eligible member that is 18 years or older, and in good standing, has one vote per registering household at the AGM and may vote on electing a member of the Board and on any proposed By-Law changes.
- C. Policy Manual
 1. The Club may use a policy manual to manage all operations, programming, finances, and strategy.
 2. Policies may be enacted, amended, or removed at any time by a majority vote of the Board of Directors.
 3. The Policy Manual is intended to serve as a guide for key aspects of the enacting The Club's mission and business and should be followed whenever possible. Failure to adhere to the Policy Manual on the

part of The Club, Board of Directors, or any General Member does not constitute a breach of duty or responsibility.

Article IX Miscellaneous

- A. Fees: The Board of Directors shall set such for teams and players for league and tournament play as it deems appropriate. The Board of Directors shall have the right to waive player(s) fees should a player lose the opportunity to participate because of financial hardship.
- B. Acquisition of Vehicles or Other Property: No person, team, player, coach, or parent of a player shall have the right or authority to acquire any vehicle or other property, real or personal, for ownership of the Club unless such acquisition shall first have been approved by the Board of Directors on such terms as the Board of Directors shall deem appropriate.
- C. Use of Name: The name Wildhorse Youth Soccer Association, associated trade name, trademarks, and logos are exclusively property of the Club and any use by any person for any purpose, without the express written permission of the Board of Directors, is strictly prohibited.
- D. Responsibilities: The Club shall not be responsible for debts or obligations incurred or contracted by any President, officer, member at large, coach, player, member or other person unless the same first shall have been approved by the Board of Directors.
- E. Compensation: Neither members at large, officers, coaches, or others elected to the Board of Directors shall be entitled to any compensation for their volunteer services. Nothing herein shall prevent the Board of Directors from providing nominal payments or stipends to coaches, managers, coordinators or officers of the Wildhorse Youth Soccer Association, to assist in defraying personal expenses associated with volunteering for such positions. Also nothing herein, shall prevent the Board of Directors from employing any person or persons as it deems appropriate to carry out any purpose of the Club.
- F. By-laws: These By-Laws may be amended, altered, approved or repealed by the current membership by majority vote at the AGM. All requests for changes in the By-Laws shall be presented in writing to the Board of Directors on or before December 31st to be considered at the January AGM.
 - 1. For 2020, the Board of Directors reserves the ability to amend these bylaws during the 2020 year in order to initiate and complete a possible merger of clubs in the neighboring communities of Thompson Falls, St. Regis, and Superior. This effort is well beyond the scope and timing of the AGM and shall require a 3/4 majority vote of all Board of Directors. Notification of any bylaw changes shall be presented to the General Membership in through every reasonable effort at least 30 days in advance of a vote.

Article X Dissolution of the Club

- A. In the event of dissolution of the Club, no member shall be entitled to any distribution of its property or its proceeds, and all money and other property owned or received by the Club from any source after payment of all debts and obligations of the Club shall be distributed exclusively to such organizations or agencies organized exclusively for educational, scientific, charitable, and public purposes.