

MARSHALLTOWN AREA SOCCER CLUB BYLAWS

Dated; January 4, 1998

Article I Title:

This association shall be known as the Marshalltown Area Soccer Club, hereafter designated as **MASC**.

Article II Purpose;

The purpose of this Club shall be to develop, promote and administer a progressive soccer program. The goals of the soccer program are to;

1. Provide a fun recreational experience by means of organized soccer.
2. Develop individual skills in all facets of the game of soccer.
3. Promote team play and sportsmanship through soccer practice and game situations.
4. Acquaint all participants with the rules of soccer.
5. Promote soccer as a family activity.
6. Promote good health of participants to supplement other community programs offered.

Article III Organization of the Governing Board

A. The Governing Board: MASC shall be governed by the following officers and directors:

OFFICERS: President, Vice-President, Secretary and Treasurer.

DIRECTORS: Fields, Equipment, Recreation League, Traveling & Tournament League, Communications, Referees, Registrar, Concessions and Greater Des Moines Representative.

As a joint body, these officers and directors shall be designated as the **MASC** Governing Board. The Governing Board shall generally supervise the affairs of the club and shall perform such other duties as are specified in these Bylaws, specifically:

The Governing Board shall, at the minimum, meet prior to the beginning of each season, prior to the end of the season and following the completion of each season. Persons elected to the offices of President, Vice-President, Secretary and Treasurer shall not be members of the same family unit.

Dues and fees shall be set by the governing board.

Two-Thirds of the Governing Board members shall constitute a quorum. A majority vote of the Governing Board members shall govern.

Non-Governing Board members of **MASC** may request time on the Board meeting agenda via the President.

B. Officers and Duties:

President

1. Supervise all activities of the club.
2. Call for regular meetings of the Governing Board and serve as chairperson of the meetings.
3. Appoint special officers/committees as required.
4. Take prudent and reasonable action in cases not covered by **MASC** Bylaws.

Vice-President

1. Assumes President's duties in the event of his/her absence.
2. Is responsible for relaying goals, objectives and rules of the program and games to all volunteers.
3. Is responsible for program fund raisers.
4. Shall be responsible for contacting sponsors for renewal fees and contacting new sponsors.
5. Recruits team parents.

Secretary

1. Record and distribute the minutes of all meetings.
2. Attend to all correspondence and keep the records of the club.
3. Develop standard operating guidelines for each board member and keep current; to include all rules and information available from Greater Des Moines and **MASC**.
4. Develop "Board Standard Book" for each board member, distribute, and keep each board members book current.

Treasurer

1. Receive, disperse record and account for all funds of the club.
2. Maintain checking and savings accounts with signature authority.
3. Is responsible for collecting, recording, and verifying all registration receipts.
4. Work with all board members concerning purchases.
5. Develop annual budget and keep status current.

Director of Communications

1. Work with each board member and the board collectively, to identify newspaper, radio, and newsletter announcements.
2. Prepare Roster & League Schedule Book for publication and distribution.
3. Is responsible for field bulletin board notices, posters, pictures, radio announcements and newspaper articles.
4. Coordinate all board communication to members, parents, coaches and referees (excludes directors' normal communication on a day-to-day basis).

Director of Equipment

1. Keep inventory and location current for all **MASC** equipment.
2. Issue necessary equipment with inventory sheet to coaches at beginning of the season and receive inventoried equipment back at the end of the season.
3. Make recommendations on purchasing or renting needed equipment at the end of the season.
4. Work with the Directors of the Recreation League, Director of Traveling and Tournament teams, Registrar and uniform vendors to ensure uniforms are available and adequate to meet **MASC** needs.

Director of Fields

1. Provide fields and facilities to support **MASC** activities, to include but not limited to parking, fencing, bulletin board and building upkeep.
2. Maintain and line fields to support recreation league, traveling and tournament schedules provided by directors).
3. Ensure nets, goals, flags, and other necessary field items are available to meet schedules and are in proper repair.
4. Obtain and maintain equipment necessary for skills testing and obstacle course for the club.

Director of Recreation League

1. Make recommendations to the Governing Board concerning rule changes.
2. Is responsible for recruiting coaches, setting up coaches meetings to train coaches and for all activities of the coaches.
3. Is responsible for handling and resolving any complaints filed against the coaches, fans and players of **MASC's** Recreational league; in conjunction with the President.
4. Provides coaches list to Registrar.

Director of Traveling League Teams

1. Make recommendations to the Governing Board concerning rule changes.
2. Is responsible for the development and representation of **MASC's** traveling teams.
3. Is responsible for handling and resolving any complaints filed against the coaches, fans and players of **MASC's** Traveling teams; in conjunction with the President.
4. Reports all scores of the Traveling teams to the associate organization.
5. Provide an equitable selection process for the selecting of traveling and tournament teams.
6. Coordinate registration, logistics, and communication necessary to support tournaments.

Director of Referees

1. Is responsible for organizing Referee clinics and training.
2. Is responsible for scheduling of referees for all home games.
3. Is responsible for recording and reporting all game scores to the Secretary.
4. Report to the Treasurer the amount due to the referees.
5. Handle all complaints against the Referees; with the President.

Registrar

1. Is responsible for organizing and setting registration.
2. Directs Recreational league team selection.
3. Provides team rosters to all board members.
4. Maintains registration forms.

Director of Concessions

1. Is responsible for stocking and maintaining the proper inventory and equipment required to run a profitable concession stand.
2. Is responsible for recruiting and training all concession supervisory volunteers.
3. Is responsible for scheduling all volunteer concession help.

Greater Des Moines Representative

1. Shall attend or designate someone to attend all Greater Des Moines Soccer meetings and functions, in order to establish and maintain **MASC's** good standing.
2. Shall report all Greater Des Moines information to the **MASC** Board in a timely fashion.

3. Shall furnish all soccer tournament information to the Director of the Recreation League and the Director of Traveling League Teams as soon as feasible.

Article IV Membership

- A. Members: Payment of the membership fee is the only requirement.
- B. Officers: Officer shall be a Board member, elected or appointed.
- C. Board Members: Must be 21 years of age.

Article V Nomination and Election of Board Members

1. The Board shall appoint a nominating committee of; two board members, two coaches, and two non-coaching parents. This committee is responsible for the election process. This committee will solicit a list of qualified individuals who have consented to be nominated. The committee will present the list at the general election.
2. Terms will be for two years. Six board members terms will expire at the end of odd numbered years, seven board members terms will expire at the end of even numbered years. The election will be held at the Annual Fall Meeting.
3. There will be a minimum of two non-coaching parents and a minimum of two coaches on the board.
4. The Nominating shall be responsible for the handling of the election process and notification of the nominees.

Article VI Election of Officers

- A. The election of officers shall be at the first meeting held after the elections.
- B. The election shall be by ballot.
- C. All Board members shall assume Board positions on January 1.

Article VII Affiliation

All members and activities shall be governed by the Iowa State Youth Soccer Association.

Article VIII Standard of Conduct

Section 1. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Club) by reason of the fact that he/she is or was a director, officer, employee or agent of the Club, or is or was serving at the request of the Club as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or enterprise, shall be indemnified to the following extent and under the following circumstances:

a) In an action, suit or proceeding other than an action by or in the right of the Club, such person shall be indemnified against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Club, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The conviction or upon a plea or *nob contendere* or its equivalent shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Club, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

b) In an action, suit or proceedings by or in the right of the Club, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Club and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Club unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 2. Conditions for Indemnification.

Any indemnification under this Bylaw (unless ordered by a court) shall be made by the Club only:

a) To the extent that a director, officer, employee or agent of the Club has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in paragraph (a) and (b) of Section 1 above, or in the defense of any claim, issue or matter therein, he/she shall be indemnified against expenses in connection therewith, or

b) Upon a determination that the indemnification of such director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in paragraphs (a) and (b) of Section 1 above. Such determination shall be made by (1) the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the action, suit or proceeding, or (2) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, independent legal counsel in a written opinion, or (3) the Membership.

Article IX Protests and Appeals

Section 1. Protests

The Club's President shall appoint, at the beginning of each seasonal year, a Disciplinary Committee of three (3) persons to hear cases that may require disciplinary action. This committee shall include one Executive Board member (other than the President), who shall preside at committee meetings, and two (2) other Club members. In the event that any of these members has a conflict with an individual case, the President may appoint an alternate for that case. A committee meeting will be called whenever required by the President, and a report shall be made to the President immediately after a decision has been reached. Implementation of the Committee's recommendations shall begin immediately upon notification of the President. A report of the Committee's actions shall be made by the Executive Board member chairing the Committee at the first subsequent meeting of the Executive Board. Any case that cannot be resolved by the Committee shall be referred automatically to an appeals committee as described in Article VIII, Section 2.

Section 2. Appeal.

A player, coach, or referee wishing to appeal an ejection or suspension must notify the Club's President in writing within ten (10) days of the decision of the Disciplinary Committee. The President shall then appoint an appeals committee of five (5) persons to adjudicate the appeal. This committee shall include three (3) Executive Board members (other than the President and the

Executive Board member chairing the Disciplinary Committee) and two (2) other than the two Club members serving on the Disciplinary Committee. None of these Club members shall have a conflict, apparent or implied, with the case to be decided. The decisions and recommendations of the committee must be approved by the Executive Board prior to implementation. Any case that cannot be resolved by the appeals committee shall be referred to the next level of authority within the organizations with which the Club is affiliated.

Article X Dissolution of the Club

Upon the dissolution of the Club, the Board of Directors shall after paying or making provisions for the payment of all its liabilities of the Club, dispose of all of the assets of the Club exclusively for the purposes of the Club in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time of dissolution qualify as an exempt organization or other organization under S 501(c)(3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Directors shall determine. Any of such assets not disposed of shall be disposed of by the Iowa District Court for Marshall County, exclusively for such purposes for such organization or organizations as that Court shall determine, and which are organized and operated exclusively for such purposes.