

BYLAWS OF MAGIC CITY SOCCER CLUB, INC.
A MONTANA NONPROFIT CORPORATION
ADOPTED JULY 7, 2010
REVISED NOVEMBER 11 2015

ARTICLE I
Name and Duration

The Magic City Soccer Club ("Club") is a nonprofit corporation organized and existing under the laws of the State of Montana. The duration of the Club shall be perpetual.

ARTICLE II
Purposes

The purposes of the Club are:

- A. To promote and further develop the game of soccer;
- B. To organize and promote the game of soccer within the Club's service area which is that area of southeastern Montana consisting of Yellowstone County and surrounding counties including but not necessarily limited to Sweetgrass, Stillwater, Musselshell, Carbon, and Big Horn Counties;
- C. To participate in soccer competition consistent with the principles and laws of the Federation Internationale de Football Association (FIFA), the United States Soccer Federation (USSF), the United States Youth Soccer Association (USYSA), the Montana Youth Soccer Association (MYSA), and US Club Soccer (USClub);
- D. To teach and train players and coaches;
- E. To teach, through the game of soccer, sportsmanship, physical health, and mental alertness; and
- F. 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

The Club shall be affiliated with the Montana Youth Soccer Association, an affiliate of the United States Youth Soccer Association division of the United States Soccer Federation and shall be affiliated with the US Club Soccer division of the United States Soccer Federation.

ARTICLE IV
Membership

- A. The membership of the Club shall consist of the Parents, Players, and Coaches affiliated with the Club, who agree to be bound by the Articles, Bylaws, and Policies and Procedures of the Club, and by the Constitution, Bylaws, and Rules and Regulations of the MYSA and/or by the Rules and Regulations of USClub. Any members under the age of eighteen years shall be nonvoting members of the Club.
- B. In order to be affiliated with the Club, a Team and its Coach(es) and Players shall:
 1. Meet the MYSA and/or USClub requirements for Teams registered for play; and
 2. Submit information concerning players, coaches, managers and referees associated with the team at such times and in such a manner as required by the Club.

ARTICLE V
Administration

The governing authority of the Club shall be vested with the Executive Board (Board). Meetings of the Executive Board shall be conducted according to the most recent edition of Robert's Rules of Order.

ARTICLE VI
Executive Board

- A. Members. The Executive Board shall be composed of:
 - the Board Chair,
 - the Secretary,
 - the Treasurer,
 - the Director of Competition for U12-U14,
 - the Director of Competition for U15 and Above,
 - the Player Development League Director,
 - the Past Board Chair,
 - three (3) Members at Large,
 - two (2) Parent Representatives, and
 - the Tournament Director.
- B. Members shall be at least eighteen (18) years old. Members may be selected from players, parents of players, coaches, or other persons who support the purposes of the Club. Each position will have one vote.
- C. Club employees and contractors, including but not necessarily limited to the Director of Coaching and Player Development, the Club Executive Director, and the Club Registrar, shall attend board meetings but are not entitled to a vote.

D. Meetings. The Executive Board shall meet monthly and as necessary. Timely notice of the date, time, and location of all meetings of the Executive Board shall be provided by the Executive Director. A special meeting of the Executive Board may be called at anytime by the Board Chair or by any two or more members of the Board on five (5) days written notice to each Board member, signifying the time, date, location, and purpose of the meeting. Business conducted at a special meeting shall be limited to the purpose stated in the notice. Electronic forms of communication shall be acceptable for this purpose.

A majority of the Executive Board constitutes a quorum for transaction of business. The act of a majority of Members present at a meeting at which a quorum is present shall be the action of the Executive Board.

Any action required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Members entitled to vote with respect to the subject matter thereof. In lieu thereof, Members entitled to vote with respect to the subject matter thereof may consent to such action by all of them responding affirmatively to an email message setting forth the action to be taken. Such consent by writing or email shall have the same effect as a unanimous vote. Responsive emails and written consent shall be printed and attached to the minutes of the ensuing Executive Board meeting.

E. Terms.

1. The following Members of the Executive Board shall be elected at the Annual Meeting by the general membership of the Club and shall serve a term of two years:

- the Board Chair,
- Treasurer,
- Secretary,
- Director of Competition for U12-U14,
- Director of Competition for U15 and above,
- Player Development League Director,
- Three Members at Large, and
- Two Parent Representatives.

The terms of these Board members shall be staggered as follows:

- The terms of the Board Chair, Secretary, Director of Competition for U15 and Above, two Members at Large, and one Parent Representative expire in even years.

- The terms of the Director of Competition for U12-U14, Treasurer, Player Development League Director, one Member at Large, and one Parent Representative expire in odd years.
2. The Tournament Director shall be elected by the Executive Board and shall serve a term of two years.
 3. The Past Board Chair shall serve a two year term immediately following the completion of a term as board chair.
 4. Any Member of the Executive Board may be removed, with or without cause, at any time at any meeting of the general membership of the Club by a majority vote of those in attendance. Such vote shall be taken by secret ballot. Any Executive Board Member may resign at any time by giving written notice to the Club. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary for it to be effective.
 5. Any vacancy occurring on the Executive Board shall be filled by the Executive Board by a vote of the majority of the Members of the Executive Board present at a Board meeting. The Members elected to fill such a vacancy shall serve on an interim basis until the next annual meeting of the Club when the Membership of the Club shall elect Executive Board Members in accordance with the bylaws. The Board Chair shall prepare a list of nominations for such vacant Member positions, and such list shall be communicated in writing to each Member of the Executive Board then serving along with the notice of the meeting at which a Member will be elected to fill the vacant Executive Board Member position.
 6. Members of the Executive Board will appoint an Executive Director as the chief executive officer of the Club. The Executive Director will hold office at the will of the Executive Board and shall report directly to the Executive Board. The Executive Director shall be responsible for administrative management of the Club with general and active supervision over the staff, property, business, and affairs of the Club. The Executive Director shall carry out the policies and programs of the Club and perform duties as directed by the Executive Board subject to oversight by the Executive Board. The Executive Director's job description shall be reviewed annually and kept on file with the Club.
 7. The Executive Board will contract with independent contractors or other parties as it deems necessary to provide services as needed for the conduct of club operations.
- F. Limitation on Delegation of Authority. The Executive Board shall not delegate to any individual or committee its sole responsibility and/or authority for making the following decisions:
1. Acquisition, purchase, or disposition of real property.

2. Dissolution or merger of the Club or acquisition of another corporation or association.
3. Affiliation with, or disaffiliation from, any state or national organization.
4. Approval of all expenditures not included in the approved current year budget or any expenses exceeding budgeted amounts by 10% or more. In the event of emergency expenditures requiring action before the next regular board meeting, the Board Chair may authorize such expenditures and shall notify the Executive Board at the next meeting.
5. Acceptance or rejection of a Team or Coach for Club affiliation.

G. Indemnification.

1. **Mandatory Indemnification.** The Club shall indemnify a Member of the Executive Board or former Member who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Member of the Executive Board of the Club against reasonable expenses incurred by him or her in connection with the proceedings.
2. **Permissible Indemnification.** The Club may indemnify a Member of the Executive Board or former Member made a party to a proceeding because he or she is or was a Member against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by Montana law and payment has been authorized in the manner prescribed by Montana law.
3. **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Club in advance of the final disposition of such action, suit or proceeding, as authorized by the Executive Board in the specific case, upon receipt of (i) a written affirmation from the Member of the Executive Board of his or her good faith belief that he or she is entitled to indemnification as authorized herein and (ii) an undertaking by or on behalf of the Member to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Club in these bylaws.
4. **Indemnification of Employees.** The Club may also indemnify and advance expenses to an employee of the Club consistent with Montana law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Executive Board.
5. **Liability Insurance.** The Club, at its expense, will acquire and maintain officers and directors liability insurance for the benefit of the Club and its Members of the Executive Board.

ARTICLE VII
Officers

- A. Board Chair. The Board Chair shall chair all Executive Board meetings and shall oversee all activities of the Board. The Board Chair may appoint committee chairs and committee members who, in turn, report to the Board. The committees formed may include but not be limited to Finance, Nominating, Tournament, Executive, Coaching Advisory, Competition, and Micro/Academy.
- B. Treasurer. The Treasurer shall recommend and administer club budgets and maintain club financial records, including required annual filings, in cooperation with the Board Chair and Executive Director.
- C. Secretary. The Secretary shall record and prepare minutes of all meetings of the Executive Board and distribute copies of the same to the members of the Board.
- D. Director of Competition for U12-U14. The Director of Competition for U12-U14 shall, in the absence of the Executive Director, chair all Executive Board meetings. This Director shall also represent the U12 to U14 Players, Parents and Coaches on the Executive Board. This Director shall also be the conduit for Players, Parents and Coaches to address issues concerning the U12-U14 Teams.
- E. Director of Competition for U15 and Above. This Director shall represent the U15 and Above Players, Parents and Coaches on the Executive Board. This Director shall also be the conduit for Players, Parents and Coaches to address issues concerning the U15 and Above Teams.
- F. Player Development League Director. This Director shall represent the Player Development League Players, Parents and Coaches on the Executive Board. This Director shall also be the conduit for Players, Parents and Coaches to address issues concerning the Player Development League Teams.

ARTICLE VIII
Club Year and Schedules

- A. The Club Year for elections shall be the calendar year. The Club Year for fiscal purposes shall be August 1 through July 31.
- B. The Executive Board shall meet on a regular monthly basis at a time and place to be fixed in the notice of such meeting on the first Wednesday of each month unless cancelled by the Board Chair for lack of current business or rescheduled for the convenience of the Board and its members.
- C. An annual meeting of the membership of the Club shall be held each year on or before the 15th day of February, the exact date, time, and place to be determined at the next preceding meeting of the Executive Board, with written notice to the Club membership and those indicating a desire to join the membership, at least ten (10) days prior to the annual meeting.

- D. Recommendations from the Nominating Committee for new Board members shall be presented to the Executive Board for approval at the last meeting of the Executive Board held before the annual meeting of the membership. With Board approval, the Nominating Committee's recommendations for new Board members shall be presented to the general club membership for election at the annual general meeting, and other nominations may be taken from the floor. Election shall be by secret ballot for any contested positions.

ARTICLE IX
Miscellaneous

- A. Fees. The Executive Board, on recommendation of the Treasurer, shall set such fees for teams and players for league and tournament play as it deems appropriate. The Executive Board, on recommendation of the Executive Director, shall have the right to waive player fees in case of financial hardship.
- B. Use of Name. The name Magic City Soccer Club, Magic City Soccer Teams, associated trade names, trademarks, and logos are exclusive property of the Club and any use by any person for any purpose, without the express written permission of the Board is strictly prohibited.
- C. Suspension or Expulsion of Players, Parents, Coaches, and Teams. The Executive Board, on its own, or on recommendation of MYSA, shall have the power to suspend or terminate any player, parent, coach, or team from participation in Club programs for failure to meet Club standards, violation of Club Bylaws or Policies and Procedures, or for conduct which the Executive Board deems is unsportsmanlike or unbecoming to or which discredits the Club. The Board Chair shall have the right to suspend temporarily any coach, parent, or player for cause specified in this paragraph if the Board Chair feels that such action is necessary to prevent irreparable harm to Club programs, provided that the suspension shall last only until the next Executive Board meeting at which time the board can act to continue the suspension or reinstate the affected party.
- D. Responsibilities. The Club shall not be responsible for debts or obligations incurred or contracted by any Officer, Director, Team Representative, Coach, Player, or other person unless the same first shall have been approved by the Executive Board.
- E. Compensation. No Directors, Officers or others elected or appointed to the Executive Board shall be entitled to any compensation for their services.
- F. Bank Accounts. All income and receipts of the Club shall be deposited in the Club account. Checks written against, or withdrawals made from this account,

shall require the signature of the Executive Director, or in his absence, the Treasurer or Board Chair. Transactions in excess of \$500 will require a second signature.

- G. Amendments. These Bylaws may be amended, altered, or repealed by a two-thirds majority vote of the Executive Board. All requests for changes in the Bylaws shall be presented in writing to the Board at least ten days prior to any action being taken by the Board.
- H. Powers; Dissolution of the Club. The Club shall have all the powers granted nonprofit corporations under the laws of the State of Montana. However, the Club shall exercise only such powers as will permit it to qualify as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code. 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 education, scientific, charitable, and public purpose, as shall, at the time, qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

The undersigned Secretary of Magic City Soccer Club, Inc. hereby certifies that the foregoing amended and restated Bylaws of the corporation were adopted by majority vote of the members of the Executive Board on November 11, 2014

Angie Gray

Magic City Soccer Club November 11, 2015