

BYLAWS OF MAGIC CITY SOCCER CLUB, INC.
A Montana Nonprofit Corporation
Adopted July 7, 2010

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

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;
- C. To participate in and conduct "select", or the highest level of 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"), and the Montana Youth Soccer Association ("MYSA");
- D. To teach and train players and coaches;
- E. To teach, through the game of soccer, sportsmanship, physical health, and mental alertness;
- 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 (MYSA), an affiliate of the United States Youth soccer Association (USYSA) division of the United States Soccer Federation. The geographic boundary of the Club shall be southeastern Montana, including but not limited to, Yellowstone, County.

ARTICLE IV
Membership

- A. The membership of the Club shall consist of the Teams, Parents and Players affiliated with the Club, which agree to be bound by the Articles and Bylaws of the Club, and by the Constitution, Bylaws, and the Rules and Regulations of the MYSA and MCSC, Inc. The Coaches of the affiliated teams shall be nonvoting members of the Club.
- B. In order to be affiliated with the Club, a Team its Coach and Players shall:
 - 1. Meet the MYSA requirements for Teams registered for play.

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.

- C. The teams, players, parents and coaches shall be represented on the Executive Board by their appropriate Director of Competition or Director.

ARTICLE V Administration

The governing authority of the Club shall be vested with the Executive 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. Executive Board Members: The Executive Board shall be composed of the Executive Director, the Secretary, the Treasurer, the Director of Competition for UII-UI4, the Director of Competition for UI5 and Above, the Micro Magic Director, the Past Executive Director, and the Field & Equipment Director, three (3) members at large and a Parent representative, and the Tournament Director. 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.
- B. Non-voting members shall include the Director of Coaching and Player Development, the Club Administrator, and the Club Registrar.
- C. Meetings: The Board shall meet monthly and as necessary. A special meeting of the Board may be called at anytime by the Executive Director 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.

Quorum; Action: 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.

D. Terms:

1. Officers of the Executive Board, consisting of the Executive Director, the Treasurer, and the Secretary, Director of Competition for UII-UI4, the Director of Competition for UI5

and Above, and the Micro Magic Director shall be elected at the Annual Meeting by the general membership of the Club and shall serve a term of two years. The Executive Director, Director of Competition for U11-U14, the Director of Competition for U15 and Above and two members at large terms expire in even years. The Secretary's, Treasurer's, the Micro Magic Director, one member at large and the parent representative terms expire in odd years. Should a vacancy occur, the Executive Board shall elect a successor to serve until the next annual meeting.

2. The Director of Coaching and Player Development, the Club Administrator and the Club Registrar shall be compensated positions and shall be chosen by the Executive Board. Yearly performance reviews of these positions will be conducted by a Performance Committee consisting of the Executive Director, Director of Competition for U11-U14, the Director of Competition for U15 and above, and the Micro Magic Director.

3. The Field & Equipment Director and Magic City Classic Tournament Director shall be elected by the Executive Board and shall serve a term of two years.

- D. 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. Acquisition, commitment to acquire, purchase or disposal of any property.
 5. Approval of all expenditures.
 6. Acceptance or rejection of a Team or Coach for Club affiliation.
 7. Approve the fund "coordinators" and the type of fund-raising events for the Club.

ARTICLE VII Officers

A. Executive Director : The Executive Director shall chair all Executive Board meetings and shall oversee all activities of the Club. The Executive Director may appoint committee chairmen and committee members who, in turn, report to the Board. The type of committee formed may include but not be limited to: Finance, Nominating, Volunteer, Scholarship, Fundraising, Tournament.

B. 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, provide timely notice of the date, time, and location of all meetings of the Executive Board.

C. Director of Competition for U11-U14: The Director of Competition for U11-U14 shall, in the absence of the Executive Director, chair all Executive Board meetings. This Director shall also represent the U11 to U14 and Players, Parents and Coaches on the MCSC board of directors. This Director shall also be the conduit for Players, parents and Coaches to address issues concerning the U11- U14 Teams.

E. Director of Competition for U15 and Above: This Director shall represent the U15 and Above Players, Parents and Coaches on the MCSC board of directors. This Director shall also be the conduit for Players, parents and Coaches to address issues concerning the U15 and Above Teams.

F. Micro Magic Director: This Director shall represent the Micro Magic Players, Parents and Coaches on the MCSC board of directors. This Director shall also be the conduit for Players, parents and Coaches to address issues concerning the Micro Magic Teams.

G. Fields & Equipment Director: The Fields & Equipment Director shall oversee the preparation and maintenance of fields to play, and work with the Volunteer Coordinator to accomplish large tasks such as lining the playing fields or tournament set-up.

Article VIII

Club Calendar Year and Schedules

A. The Club fiscal and elections year shall be January 1 through December 31 of each year.

B. The Executive Board will 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 Executive Director for lack of current business or rescheduled for the convenience of the Board and its officers

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. The MCSC Executive Board must read and review the Club by-laws, at a meeting of the Board, prior to the Annual General Meeting.

D. Nominations and elections shall be scheduled as follows: Recommendations from the Nominating Committee to the Executive Board for new officers shall be made at the last meeting of the Executive Board held before the annual meeting of the membership. At the annual meeting, the Nominating Committee's recommendations for new officers shall be presented for election, and other nominations shall 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 Scholarship Committee, shall have the right to waive player fees in case of financial hardship, it being the intention of the Club that no qualified players shall lose the opportunity to participate because of financial hardship. Players and family identity shall be kept secret.

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 vehicles or other property, real or personal, for ownership of the Club unless such acquisition shall first have been approved by the Executive Board on such terms as the Executive Board shall deem appropriate.

C. 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.

D. Suspension or Expulsion of Players, Coaches, and Teams: The Executive Board, on its own, or on recommendation of Montana Youth Soccer Association, shall have the power to suspend or terminate any player, coach, or team from participation in Club programs for failure to meet the Club standards, violation of the Club Bylaws or Rules and Regulations, or for conduct which is unsportsmanlike or unbecoming to or which discredits the Club. The Executive Director shall have the right to suspend temporarily any coach or player for cause specified in this paragraph if the Executive Director 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.

E. Responsibilities: The Club shall not be responsible for debts or obligations incurred or contracted by any, officer, Team Representative, or Financial Chairman, Director, Coach, player, or other person unless the same first shall have been approved by the Executive Board.

F. Compensation: Neither Team Representatives, officers or others elected to the Executive Board shall be entitled to any compensation for their services. Nothing herein, however, shall prevent the Executive Board from employing any person or persons as it deems appropriate to carry out any purpose of the Club.

G. 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 two (2) signatures.

1. Amendments. These Bylaws may be amended altered, or repealed by a majority vote of the Executive Board. All requests for changes in the Bylaws shall be presented in writing to the Board.

2. 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 organization under Section 501 (C) (3) of the Internal Revenue Code.

Effective Date: These Bylaws shall be effective as of the July 7, 2010

The undersigned, Secretary of Magic City Soccer Club, Inc., hereby certifies that the foregoing Bylaws of the corporation were adopted by majority vote of the members of the Executive Board on July 7, 2010

Terry Stapleton
Magic City Soccer Club
July 7, 2010