



Bylaws of Red Arrow Soccer Club

1. Name and Purpose

1.1.Name

- 1.1.1. The name of this 501(c)(3) tax exempt organization shall be “RED ARROW SOCCER CLUB”, and is referred to herein as the “RASC”.

1.2.Purpose

- 1.2.1. The purpose of the RASC is to operate a non-profit corporation under the laws of the State of Michigan as follows:

1.2.1.1. To receive and administer funds and to operate exclusively for charitable or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the “Code”), including, but not limited to:

- 1.2.1.1.1. The promotion, encouragement, and improvement of the standard of soccer at all levels within the community;

- 1.2.1.1.2. Providing a forum for discussion of issues relevant to the needs of the game of soccer, its participants, and fans;

- 1.2.1.1.3. The promotion of public and community awareness of soccer through the dissemination of information and coordinated activities between all area soccer organizations;

- 1.2.1.1.4. The promotion of continuous education of players and coaches through training and certification;

1.2.1.2. To acquire, own, lease, mortgage, maintain, dispose of, and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devices and the proceeds thereof in furtherance of the purposes of the RASC.

1.2.1.3. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are forbidden by Section 501(c)(3) of the Internal Revenue Code, withal the power conferred on nonprofit corporations under the laws of the State of Michigan.

1.2.1.4. To forever remain a nonprofit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

2. Office

2.1.Principal Office

- 2.1.1. The principal office of the corporation shall be at such place as the Board of Directors may from time to time determine.

2.2.Other Offices

- 2.2.1. The corporation may also have an office or offices in such other place or places as the business of the corporation may require and the Board of Directors from time to time determine.

3. Membership and Fees

3.1. Categories of Membership

- 3.1.1. Executive Officers

- 3.1.1.1. *Shall be those that serve on the Board of Directors as President, Vice - President, Secretary, and Treasurer. An Executive Officer may not be a Board Member during the same period as their Executive Officer tenure.*

- 3.1.2. Board Members

- 3.1.2.1. *Shall be those that serve on the Board of Directors as Members at Large. A Board Member may not be an Executive Officer during the same period as their Board Member tenure.*

- 3.1.3. General Members

- 3.1.3.1. *Shall include Coaches, Managers, Parents/Guardians, Players, employees, and volunteers.*

3.2. Fees

- 3.2.1. Each participating player/team shall pay a registration fee in such amounts and at such time as shall be determined by the Board of Directors.

- 3.2.2. These fees shall be sufficient to enable the RASC to meet its financial obligations and shall be evaluated on a yearly basis.

4. Board of Directors, Meetings, and Voting

4.1. Board of Directors

- 4.1.1. A Board of Directors shall manage the property, business, and affairs of the RASC, which is the governing body of the RASC. The Corporation is organized as a nonstock, directorship basis and, except as otherwise provided law shall approve all matters, which are subject to vote or other action in the case of a Michigan nonprofit membership corporation, approved by action of the Board of Directors. The Board of Directors shall meet as often as necessary to conduct the business of the Corporation, at least annually.

4.2. Powers of the Board of Directors

- 4.2.1. The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Code not inconsistent with these bylaws, the Articles of Incorporation or the laws of the State of Michigan. In addition to and not in limitation of all powers, express or implied, now or hereafter conferred upon boards of directors of nonprofit corporations, and in addition to the powers mentioned in and implied from Section 2, the Board of Directors shall have the power to borrow or raise money for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the RASC, whether m the time owned or there after acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interests of the RASC and in furtherance of its purposes.
- 4.2.2. Execution of Conveyances, Mortgages and Contracts. The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the RASC, and such authority may be general or confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, the President or any Vice President and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer may execute such instrument on behalf of the RASC.
- 4.2.3. Compensation. Directors shall receive no compensation for their services on the Board of Directors, except as provided in Article 8.

4.3. Number of Directors

- 4.3.1. The Board of Directors shall consist of minimum of seven (7) persons but not to exceed nine (9) as follows: All Executive Officers and a minimum of 3 Member at Large.

- 4.3.1.1. *Four Executive Directors*

- 4.3.1.1.1. President
 - 4.3.1.1.2. Vice President
 - 4.3.1.1.3. Secretary
 - 4.3.1.1.4. Treasurer

- 4.3.1.2. *Five Board Members*

- 4.3.1.2.1. Member at Large 1
 - 4.3.1.2.2. Member at Large 2
 - 4.3.1.2.3. Member at Large 3

4.3.1.2.4. Member at Large 4

4.3.1.2.5. Member at Large 5

4.4. Responsibilities of the Board of Directors

4.4.1. The responsibilities of the Board of Directors includes but is not limited to the following.

4.4.1.1. Determining policy and procedures of tryouts

4.4.1.2. Determining location and number of playing sites

4.4.1.3. Recruitment of coaches, players, and sponsors

4.4.1.4. Conduct of coaches and players

4.4.1.5. Uniform selection

4.4.1.6. Organization of special activities such as fund raisers

4.4.1.7. Day to day operation of the RASC

4.5. Election and Term of Directors

4.5.1. Election and Term of the Board of Directors

4.5.1.1. President and, Vice President shall have a term of two years each elected on opposite years.

4.5.1.1.1. The President is elected on odd numbered years.

4.5.1.1.2. The Vice President is elected on even numbered years.

4.5.1.1.2.1.

4.5.1.2. Secretary and Treasurer have a term of two (2) years each elected on opposite years.

4.5.1.2.1. Secretary shall be elected on even numbered years

4.5.1.2.2. Treasurer shall be elected on odd numbered years

4.5.1.3. Member at Large shall have a term of two (2) years each

4.5.1.3.1. Member at Large 1, 3 and 5 shall be elected on odd numbered years

4.5.1.3.2. Member at Large 2 and 4 shall be elected on even numbered years

4.5.2. No person shall hold more than one position on the Board of Directors at one time.

4.5.3. All Board or Directors may run for re-election an indefinite number of times.

4.5.4. To be considered for a Board of Director position, an application must be received by the club Secretary at least 7 days prior to the Annual General Meeting. In the event a vacancy is created due to the outcome of elections, a candidate may be considered to fill the vacancy without having an application filed.

4.5.5. Removal

4.5.5.1. Any Director may be removed from office with or without cause at any annual or special meeting of the Board of Directors by the affirmative vote of two-thirds of the Directors the n in office.

4.5.6. Vacancies

- 4.5.6.1. *Vacancies occurring in the Board of Directors by reason of death, resignation, removal, increase in the number of Directors, or otherwise, shall be filled by the affirmative vote of a majority of the remain in g Directors, although less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall serve for the unexpired portion of the term.*

4.6.Meetings

4.6.1. Annual General Meeting (AGM)

- 4.6.1.1. *The AGM shall be held on the third Monday of August of each year for the purpose of electing officers, directors and amendment of Club By laws, Rules and Regulations and transactions of such other business properly brought before the meeting.*
- 4.6.1.2. *All business acted upon at the AGM will take effect immediately, unless specifically addressed as a part of the business.*
- 4.6.1.3. *The Board of Directors shall determine the location and time of the AGM.*

4.6.2. Board Meetings

- 4.6.2.1. *Board meetings will be held on a regular basis o dates and times and at locations determined by the Board of Directors.*
- 4.6.2.2. *Board meeting dates, times and locations shall be published in such a way to allow General Members to be aware of the meeting in advance to allow for attendance.*

4.6.3. Special Meetings

- 4.6.3.1. *The President, Secretary, or any two Board Members may call special meetings of the Board of Directors at any time.*
- 4.6.3.2. *Special meeting dates, times and locations shall be published in such a way to allow General Members to be aware of the meeting in advance to allow for attendance.*

4.6.4. Meeting Rules and Procedures

- 4.6.4.1. *In the absence of a specific rule in these Bylaws or under the Act, Modern Rules of Order shall be used to govern the deliberations of the RASC.*

4.7.Voting

4.7.1. RASC Members will be allowed to vote at the Annual General Meeting as follows:

- 4.7.1.1. *RASC Executive Officers shall have one vote. and are not allowed more than one vote regardless of the registration status of minor children.*
- 4.7.1.2. *RASC Board Member shall have one vote and are not allowed more than one vote regardless of the registration status of minor children.*
- 4.7.1.3. *RASC Player shall have one vote. If the player is under the age of 18, the vote is to be cast by a parent or legal guardian. If the player is over the age of 18 he/she may cast the vote or delegate his/ her parent or legal guardian to cast the vote.*

4.7.2. Board Meeting Voting

- 4.7.2.1. *All members of the Board of Directors shall have voting privileges at Board Meetings.*
- 4.7.2.2. *The President will only vote in the case of a tie.*

4.7.3. Action without a Meeting by Unanimous Consent

4.7.3.1. *Provided the Articles of Incorporation so allow, any action required or permitted by the Michigan Nonprofit Corporation Act to be taken at an annual or special meeting of the Board of Directors, or a committee thereof, may be taken without a meeting, without prior notice, and without a vote, if all of the Directors, or committee members only with respect to actions of the committee entitled to vote thereon consent in writing. Said written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.*

4.7.4. Quorum and Voting Requirements

4.7.4.1. *A majority of the Directors then in office constitutes a quorum for the transaction of business. If, however, at any meeting, less than a quorum shall be present a majority of those present may adjourn the meeting from time to time. The vote of a majority of the Directors present at any meeting at which there is a quorum shall be the acts of the Board, except as a larger vote may be required by the laws of the State of Michigan, these bylaws or the Articles of Incorporation. A member of the Board may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another, if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting in this manner constitutes presence in person at the meeting.*

5. Committees

5.1. Committees

5.1.1. The Board of Directors may establish such standing or special committees from time to time as it shall deem appropriate and shall define the powers and responsibilities of such committees.

5.1.2. Limitation upon Committees

5.1.2.1. *No committee shall have any authority with respect to the following:*

5.1.2.1.1. The approval of an action for which the rule also requires approval of the Board of Directors.

5.1.2.1.2. Filling of vacancies on the Board of Directors.

5.1.2.1.3. Amending or repealing of Bylaws or adoption of new Bylaws.

5.1.2.1.4. Appointment of other committees to serve the Board of Directors.

5.1.2.1.5. Expenditure of funds to support the Board of Directors.

5.1.3. Committee Quorum and Voting Requirements

5.1.3.1. *A majority of the members of any committee established by the Board of Directors constitutes a quorum for the transaction of business by the committee. The vote of a majority of the committee members present at any meeting at which there is a quorum shall be the act of the committee.*

6. Executive Officers and Members at Large

6.1. Executive Officers

6.1.1. Executive Officers are as designated in Article IV Section 4.03(a)(i)

6.1.1.1. Duties

6.1.1.1.1. President:

6.1.1.1.1.1. Shall provide leadership and broad guidance to the Association in all its activities.

6.1.1.1.1.2. Shall preside, when present, at all meetings of the RASC.

6.1.1.1.1.3. Shall nominate, subject to approval of the members, without prejudice to the rights of all members, individuals to Board committees as and when needed.

6.1.1.1.1.4. Shall have general powers and duties usually vested in the office of President of a nonprofit volunteer organization.

6.1.1.1.1.5. Shall prepare and submit the Annual Report covering the RASC activities for the twelve months ending with the Annual General Meeting.

6.1.1.1.1.6. Shall represent or authorize a delegate to represent the RASC at all WMYSA meetings.

6.1.1.1.1.7. Shall have such other related duties delegated by the Board of Directors.

6.1.1.1.2. Vice President

6.1.1.1.2.1. Shall assume duties of the President in the latter's absence.

6.1.1.1.2.2. Shall be responsible for the complete and accurate record of all teams and players for the purpose of player registration and team affiliation.

6.1.1.1.2.3. Shall have such other related duties delegated by the Board of Directors.

6.1.1.1.3. Secretary

6.1.1.1.3.1. Shall keep minutes of the proceedings of all meetings, certify official records, maintain a list of names and addresses of all RASC members, and issue notice of meetings.

6.1.1.1.3.2. Shall keep the original or a copy of the RASC Constitution and Bylaws, as amended to date.

6.1.1.1.3.3. Shall have such other related duties delegated by the Board of Directors.

6.1.1.1.4. Treasurer

6.1.1.1.4.1. Shall have custody of all funds, securities, evidence of indebtedness and other valuable documents.

6.1.1.1.4.2. Shall deposit funds and securities in the name and to the credit of the RASC, in a bank or depository.

6.1.1.1.4.3. Shall provide financial reports on a monthly basis to the Board of Directors.

6.1.1.1.4.4. Shall keep in appropriate books, an accurate account of all money received and paid out.

6.1.1.1.4.5. Shall have such other related duties delegated by the Board of Directors.

6.2. Member at Large

6.2.1. Members at Large are designated in Article IV Section 4.03 (a)(ii).

6.2.1.1. *Shall have such other related duties delegated by the Board of Directors.*

7. Amendments

7.1. Amendment of Bylaws

- 7.1.1. The Bylaws of the RASC may be amended, altered, changed, added to, or repealed, in whole or in part, by the affirmative vote of the majority of the Board of Directors then in office at a regular or special meeting called for that purpose. Prior notification of the content of any proposed changes in the Bylaws must be included with the notice of the annual or special meeting, which is required under these Bylaws, held for that purpose.
- 7.1.2. Changes in the Bylaws must be consistent with the Bylaws of the MSYSA and USYSA.

8. Other Matters

8.1. Fiscal Year

- 8.1.1. The fiscal year of the Corporation shall end on the last day of December

8.2. Compensation

- 8.2.1. No Director of the Corporation (in that capacity) nor (in the following capacity) those persons holding the positions of President, Vice-President, Secretary or Treasurer shall receive any compensation from the Corporation for services to the Corporation as delineated in these By-Laws, but such prohibition shall not, when approved by the Board of Directors: prohibit the purchase of insurance by the Corporation protecting the members or any member of any Board, Committee or the holder of any office or position referred to in these Bylaws or by resolution of the Board of Directors from any liability, suit and cost of defense which is or may be incurred in or by their actions for, their office or position in, or duties on behalf of this Corporation; prohibit the reimbursement of reasonable actual expenses personally incurred by them for the specific benefit of the Corporation; prohibit the hiring of any person or entity for permanent staff or other function needed by the Corporation from time to time; or prohibit the compensation of Directors who also act as head coaches in accordance with the Corporation's coach compensation policy. The Corporation shall retain the right to waive the yearly registration fees of up to one child per Director.
- 8.2.2. Termination of Membership
- 8.2.3. The Board of Directors or its designee may expel a member for conduct deemed contrary to the best interest of the RASC as determined by the Board of Directors. Violations are as follows but not limited to:

8.2.3.1. *Violation of any provision of the Bylaws*

8.2.3.2. *Delinquency of fee payment*

- 8.2.4. The Board of Directors or its designee shall give a member who is subject of the proposed action fifteen (15) days notice of the proposed expulsion and the reasons thereof in writing. The proposed action, not less than five (5) days before the effective date of the proposed expulsion. Prior to the effective date of the action, the Board authorized to decide that the expulsion not take place, shall review any such statement submitted and shall determine mitigating effect. If any, from the information contained therein, on the proposed expulsion. The Board shall then take appropriate action.

9. League Competition, Rules and Regulations.

9.1. League Competition

- 9.1.1. RASC shall support participation in a State wide competitive program as operated by the MSYSA.
- 9.1.2. 9.1.2 The Board of Directors will administer and supervise the teams representing the RASC.
- 9.1.2.1. These teams shall be subject to the Rules and Regulations of the MSYSA and shall operate in a manner consistent with the rules and regulations governing State select play to encourage individuals to a higher level.*

9.2. Rules and Regulations

- 9.2.1. The Board of Directors shall adopt a set of rules and regulations that shall govern conduct play and disciplinary action that RASC members shall adhere to.

10. Scholarships

10.1. Scholarship Policy

- 10.1.1. RASC will award player scholarships on a case-by-case basis.
- 10.1.2. These scholarships will be awarded to a player or family that can prove a financial hardship.
- 10.1.3. Financial hardship may be considered but not limited to the following:
- 10.1.3.1. Lower than average income.*
- 10.1.3.2. Larger family without financial resources to fund all of their children's extracurricular activities.*
- 10.1.3.3. Or some other financial burden that would warrant considerations.*
- 10.1.4. The scholarship will only include the player club fees and the WMYSA player registration fees.
- 10.1.5. Any and all other expenses will be the responsibility of the family.

- 10.1.6. This is not to exclude additional monies provided from the club fundraisers that would be passed on to all players or private gifts provided for the specific purposes of assisting the scholarship player.

10.2.Scholarship Procedure

- 10.2.1. Scholarship needs will be brought to the Board of Directors as a formal request. This will be done via the coach or the team manager of the team the requesting player would be playing for. The request should come in a written letter of conventional or electronic means. Justification will be presented at the time of the request. This could include financial documentation, a written letter, personal appeal, or any combination thereof. Once the Request has been presented, the Board of Directors will vote on the scholarship. The coach or team manager will be notified within a week of the Board's discussion.

11. Indemnification of Directors, Officers and Employees.

11.1.Indemnification of Directors, Officers and Committee Members

- 11.1.1. Each person who is or was a director, officer or member of a committee of the RASC, and each person who serves or has served at the request of the RASC, as a director or officer, shall be indemnified by the RASC to the full extent permitted by the Articles of Incorporation and by the corporation laws of the State of Michigan as they may be in effect from time to time. The RASC may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the RASC would have power to indemnify such person against such liability under the preceding sentence; provided, however, that the RASC shall not pay premiums attributable to insurance covering matters for which the RASC would not, under the preceding sentence, be authorized to indemnify a person to the extent such premiums, together with any compensation paid to such person for services, exceed reasonable compensation for the services rendered to the RASC.

11.2.Indemnification of Employees and Agents

- 11.2.1. With respect to an employee or agent, other than a Director or officer, of the RASC, the RASC may, as determined by the Board of Directors of the RASC, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the corporation laws of the State of Michigan.

The Board of Directors adopted these Bylaws as the Bylaws of the RASC on the 20th Day of August, 2018.

Ernesto Diaz, RASC President

Date