

BY-LAWS of  
HUDSON SOCCER ASSOCIATION, INC.  
(as approved at 9/27/1999 Annual Meeting)

**ARTICLE I:**                    *NAME*

The name of the Association shall be Hudson Soccer Association, Inc. (hereinafter referred to as the Association). This Association is a non-profit, tax-exempt corporation operating under the laws of the State of Wisconsin.

**ARTICLE II:**                    *GOALS AND PURPOSE*

Section 1. To provide participation for as many young players as possible during their developmental years, that participation occurring in a positive environment culminating with a successful program year after year.

Section 2. To promote the game of soccer while emphasizing skill development, self-discipline, self-reliance, physical fitness, mental alertness, team spirit and above all, good sportsmanship that will evolve into a competitive level of play.

Section 3. All participants in the program inclusive of players, coaches and parents will be required to adhere to the above objectives of the organization.

Section 4. This program will be non-discriminatory on the basis of race in participation and representation.

**ARTICLE III:**                    *MEMBERSHIP*

Section 1. Membership in the Association shall be open to any person provided such person shall promote the purposes of this Association and to such other persons as the Board of Directors shall approve by majority vote at any regular or special meeting.

Section 2. Membership shall be considered active upon registration of a child in any team which is part of the program of the Association during the prior twelve months. If a family has more than one child enrolled in a program, it is defined as having only one active membership. Coaches who have coached in the Association during the prior twelve month period that do not have any children enrolled in an Association program are also deemed to be active members.

Section 3. Only those members who are currently on the Board of Directors, who are

currently officers of the corporation, or who are serving as coaches (or in the event of any meeting held during the off season, who have served as coaches in the immediately preceding season) shall have voting rights at any meeting of members. Active members in attendance at the Annual Membership Meeting or at any special general meeting of the Association shall be entitled to vote on any matter that comes before the Association, including the election of Directors.

Section 4. The Board of Directors shall have the summary power to suspend, expel or terminate the membership rights for any member whose conduct the majority of the said Board shall deem detrimental to the purposes of the organization. The suspension, expulsion or termination of membership rights shall be made upon written complaint specifying the grounds for the action sent to said member by U.S. Mail at his last known address and may be appealed to a special or regular meeting of the voting membership held not less than ten (10) days nor more than fifteen (15) days after application to the Secretary of the Association for such hearing. It shall take 2/3 vote of membership in attendance to overrule the decision of the Board.

Section 5. The Board of Directors may suspend, expel or terminate the right of any adult member of a family or the right of any child in a member family to participate without expulsion, suspension or termination of the other members of the family under the same procedure as set forth under Section 4 above.

#### **ARTICLE IV:***MEETINGS OF MEMBERS*

Section 1. The Annual Meeting of the general membership organization shall be held during the third quarter of each year in Hudson, Wisconsin, at such time and place as shall be specified in the annual meeting of the prior year or at such other time as the Board of Directors shall choose but only upon public notification in the local newspaper not less than seven (7) days prior to such meeting. At such meeting, the election of members to the Board of Directors shall be held, the Treasurer shall present a financial report to the members. The Directors elected at such meeting shall take office immediately after the meeting is ended. The Secretary shall present a list of members and their addresses.

Section 2. A Special Meeting may be called by a majority of the Board of Directors or upon written application twenty-five percent (25%) of the active membership at the time of the last annual meeting is called. The Secretary shall then call such meeting for a time not less than seven (7) days nor more than twenty (20) days after receipt of the application, and give written notice of the time and place in Hudson, Wisconsin, at which said meeting is to take place.

#### **ARTICLE V:***BOARD OF DIRECTORS*

Section 1. The Board of Directors shall consist of up to 11 members. The Board shall be elected at the Annual Meeting by the voting members of this organization who on said date were eligible to vote. The term of office shall be three (3) years from and after election.. In the year of the organization, the Board shall be elected with two (2) Directors elected to a three (3) year term, two (2) Directors elected to a one (1) year term.

Section 2. The officers of the Association shall hold such meetings during the year as it shall see fit; however, it shall hold the Annual Meeting of the Board of Directors following the Annual Meeting of Membership. For action to be taken by the Board a quorum of 51% of the Directors and Officers must be present.

Section 3. Any Board vacancy shall be filled by the remaining Board of Directors until the next election at which time a person shall be elected to fill the unexpired portion of the term prior to any election for the three year term.

#### **ARTICLE VI:           OFFICERS**

Section 1. The officers of this Association shall consist of a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors shall deem necessary.

Section 2. Any officer may be removed, with or without cause, by vote of a majority of the Directors present at any meeting at which there is a quorum; provided, however, that no officer shall be removed unless the notice of such meeting at which removal is considered states such removal as the purpose, or one of the purposes, of the meeting. When any officer, has been removed at a meeting, a new officer may be elected at the same meeting.

Section 3. The officers of this Association shall serve a term of one (1) year.

Section 4. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by the Board of Directors.

Section 5. The President shall be the Chief Executive Officer and shall perform all the duties by the law required of such officer as required by Wisconsin Statutes.

Section 6. The Vice President shall in the absence of the President, perform the duties of the President.

Section 7. The Secretary of the Association shall perform all duties as required by law

and shall keep records of all meetings, votes, memberships, give directed notices and perform such other record keeping as usual with such office or required by the Board of Directors or President

Section 8. The Treasurer shall perform all duties as required by law and shall keep and maintain adequate and correct account of the property and financial business transactions of the Association and shall deposit all monies in the name and to the credit of the Association in a bank designated by the Board of Directors and at the Annual Meeting or upon request of the President, give a complete and accurate accounting of all assets, liabilities income and expenses.

#### **ARTICLE VII:           *POWERS OF DIRECTORS***

Section 1. The Board of Directors shall have the power to call meetings of said Board and also of the membership when it deems such meeting is in the interest of the Association; to conduct, manage, and control the affairs, relations, business and policies of the Association and to make rules not inconsistent with the laws of the State of Wisconsin and United States of America.

Section 2. The Board shall have the power to amend the Bylaws in such manner as is required by the government of the United States of America and the State of Wisconsin, or either, to maintain or achieve tax-exempt status, subject to approval by majority vote of the membership present.

Section 3. The Board shall have all powers of control over the affairs of the Association not specifically reserved to the members by the laws of the State of Wisconsin or the United States of America, subject to approval by majority vote of the membership present.

#### **ARTICLE VIII:           *AMENDMENTS***

Amendments may from time to time be made, changing the Bylaws at annual or special meetings of the membership, but at no time can they be construed as to violate any law of the State of Wisconsin. All amendments to the Bylaws must be approved by a 2/3 majority of the members present at the annual or special meeting.

#### **ARTICLE IX:           *COMMITTEES***

The Board of Directors shall oversee the operation of four standing committees: Recreational Program Committee, Competitive Program Committee, Field Management Committee and Tournament Committee. Members to the committees will be appointed or may be removed by action of the Board of Directors at any Board

Meeting. Each Committee shall elect a Chair to run the committee meetings and to provide information to the Board. Committee goals, general policies, budgets and recommendations shall be recommended to the Board by the committee for the Board's final approval. Other committees may be formed at the discretion of the Board to help manage certain aspects of the Association.

**ARTICLE X:**                    *ASSOCIATION PROPERTY*

Section 1. The Association may own real property and personal property. The Field Management Committee shall have the responsibility to manage these assets in the best interest of the Association and its members. Prior to each calendar year, the Field Management Committee shall present to the Board for its approval, a property management plan and Budget to document the management of the Association's assets for the upcoming calendar year.

Section 2. The main asset of the Association is the real property known as the Hudson Soccer Complex. This asset shall be managed in a way to provide for the safety of the users and for the long term enjoyment of the Association and its members. Adequate insurance shall be maintained at all times on the property. Ownership of this asset shall remain in the name of the Association and shall only be used for Association program activities or for soccer related activities approved by the Board. Sale or transfer of the property to any third party would require the approval of 80% of the Active Members voting in person or by proxy at a Special Meeting as outlined in Section 2 of Article IV.

**ARTICLE XI:**                    *TEAMS IN COMPETITIVE LEAGUES*

The Competitive Program Committee shall have the responsibility to oversee the operation of Association sponsored teams in leagues organized by youth soccer organizations to which the Association is a member. They will prepare program guidelines and recommendations to the Board as to: Which leagues the Association shall participate in, how players are to register and /or tryout, how teams are to be formed, playing time levels, and how coaches should be selected and managed, and all other aspects of these programs. Final policy decisions shall be approved by majority vote of the Board.

**ARTICLE XII.**                    *RECREATIONAL PROGRAMS*

The Recreational Program Committee shall have the responsibility to oversee the operation of the Association sponsored teams in leagues organized by our Association. They will prepare program guidelines and recommendations to the Board as to: how leagues are structured., how players are to register, costs to

participate, how teams are to be formed, playing time levels, and how coaches should be selected and managed, and all other aspects of these programs. Final policy decisions shall be approved by a majority vote of the Board.

**ARTICLE XIII:           TOURNAMENTS**

The Tournament Committee shall make recommendations to the Board as to number, type and operation of Association sponsored tournaments. Final policy decisions shall be approved by a majority vote of the Board.