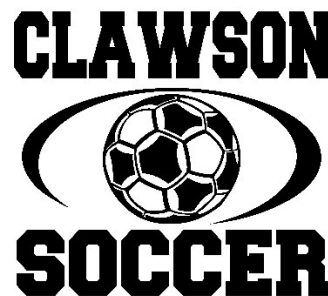


BYLAWS OF CLAWSON SOCCER



ARTICLE I- NAME, PURPOSE

Section 1.01: The name of the organization shall be the Clawson Soccer (hereinafter CS).

Section 1.02: CS has as its purposes the following: To act exclusively for educational purposes as described in Section 501(c)(3) of the Internal Revenue Code; to teach the game of soccer and good sportsmanship to youths age 19 and under; to provide a program to prevent juvenile delinquency by providing opportunity for young people to learn and play soccer; to manage and conduct excursions and social meetings and organized team play within and/or outside the state of Michigan; to engage in international games to promote understanding between the youth of the world; to be an affiliated member of the Michigan State Youth Soccer Association, the United States Soccer Federation, and any other organization deemed beneficial to the game of soccer.

ARTICLE II- MEMBERSHIP

Section 2.01: Membership in CS is open to each officer and director of the organization and each team established and registered with CS according to the CS's Operating Rules. Each member in good standing shall have one vote on any matter submitted to the membership. The vote of a team shall be cast by the team's head coach or other person approved as the team representative by the Board of Directors (Board).

Section 2.02: Members in good standing have the power to elect the directors of CS at the annual meeting of the members, remove any director or officer for good cause at a regular or special meeting of the members, hear, consider and approve or disapprove reports of the Board, the officers and any CS committee, hear and act as a final arbiter in any dispute between or concerning the directors, officers or individual members, and amend the Bylaws.

Section 2.03: Membership in the organization or service of a team member and all incidental rights shall be terminated by any of the following:

- a. Written resignation of the member or team representative;
- b. Death of a member or team representative;
- c. Expulsion follows a hearing before the Board for violation of or failure to comply with any Bylaw, Operating Rule or FIFA Law of the Game providing no less than seven, no more than fourteen days written notice of the hearing is given to the member and at least a majority of the Board expels the member.

Section 2.04: A member or team representative may be suspended for conduct prejudicial to the best interests of CS following a hearing before the Board, for a time period to be determined by

the Board. The secretary must send notice to all pertinent participants no less than three, no more than fourteen days before the hearing date. A person suspended shall not participate in any meeting, serve on any CS committee, act as a coach, assistant coach or have any position in the organization during the period of suspension. During a suspension period or after termination of a team representative, the Board shall certify a substitute representative for the affected team.

ARTICLE III- MEETINGS OF MEMBERS

- Section 3.01: The annual membership meeting of CS shall be held in the first two weeks of April. The Secretary shall send notice of the meeting to every member no less than three, no more than twenty-eight days before the meeting date. At the annual meeting, the President shall give a report of the affairs of the organization, directors shall be elected and the membership shall transact any other business as comes before the assembled group.
- Section 3.02: Not less than twenty percent of the members shall constitute a quorum and shall be necessary to conduct the business of the CS, but a lesser number may adjourn the meeting for a period not to exceed four weeks from the scheduled meeting date. The Secretary shall send a notice of the adjourned meeting to all members, and at the adjourned meeting a quorum shall be constituted of at least one-third of the members present.
- Section 3.03: The President may call a special meeting of the membership if he or she deems it for the best interested of CS. A special meeting shall be called at the written request of seven members of the Board or one-half of the members of the organization; the President shall call a special meeting of the membership. Notice of any special meeting of the membership, specifying the reasons why the meeting is being called and identifying the business to be transacted, shall be sent to the membership no less than three, no more than fourteen days before the scheduled meeting date. No other business but that specified in the notice shall be transacted at a special meeting without the consent of at least three-quarters of the membership.
- Section 3.04: At all meetings, except for election of directors, votes shall be cast by voice, or show of hands. Ballots shall be provided for election of directors. If a majority ever requires any question to be voted by ballot, it shall occur. A plurality of the votes cast shall determine any matter other than expulsion. No vote by proxy is permitted. If voting by ballot is required prior to the vote, the President shall appoint a committee of three whom shall act as inspectors of the election, and who shall at the conclusion of the balloting certify in writing the results. No election inspector shall be a candidate for office or be personally interested in the question being voted upon.
- Section 3.05: The order of business or any meeting shall be:
- a. Roll call
 - b. Approving the minutes of the previous meeting
 - c. Public Forum
 - d. Officers' report
 - e. Division Managers' reports
 - f. Committees' reports
 - g. Old and unfinished business
 - h. New business

- i. Good and welfare
- j. Adjournments

ARTICLE IV- BOARD OF DIRECTORS

- Section 4.01: The business of CS shall be managed by a Board of Directors (Board) consisting of up to nine elected members and the Division Managers. Elected members of the Board shall be elected for two-year terms immediately following their election by the membership at the annual meeting of the membership. A majority of a quorum of the Board shall elect Division Managers, which shall not exceed eight in number, at the annual membership meeting. No Board member shall have more than one vote even though he or she may be an elected member of the Board and a Division Manager. No voting shall be done by proxy. No Board member shall cast a vote in a matter if he or she may have a conflict of interest.
- Section 4.02: Not later than one month before the annual membership meeting, the Board shall select one member of the Board to serve as the chair of the Nominating Committee and select two other persons who are not members of the Board, but members of the CS, to serve upon the Nominating Committee. The Nominating Committee may recommend one or more candidates for each vacancy to be filled. Persons nominated by the Nominating Committee shall be eligible for election along with any person nominated from the floor.
- Section 4.03: The Board shall have control and management of the affairs and business of the organization. It shall only act in the name of CS when it is properly convened. The Board shall adopt rules governing the operating and play of teams, and the rules may be amended by a majority of the Board. The Division Managers shall certify the coach or other person of a member team as the team's representative to CS. The Board may adopt procedures concerning its governance and the operation of CS.
- Section 4.04: A regular meeting of the Board shall be held without notice immediately after the annual meeting of the members. The Board may provide for the time and place for holding additional regular meetings of the Board without other notice.
- Section 4.05: Special meetings of the Board may be called at the request of the President or any six Directors. Written notice of any special Board meeting shall be given at least seven no more than fourteen days prior to the meeting and be delivered personally or sent by first class mail or electronic mail to each director. Electronic mail voting is allowed if plurality of votes cast determines the matter.
- Section 4.06: A Director may waive notice of any meeting. Attendance of a Director at a Board meeting constitutes waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business of any Board meeting need not be specified in the meeting notice or waiver of notice unless required by law or these Bylaws.
- Section 4.07: A majority of the Board constitutes a quorum for transacting business, but if less than a majority of the directors are present at any meeting, a majority of the directors' present may adjourn the meeting from time to time without further notice. The act of a majority of the directors' present at any meeting at which a quorum is present shall be the act of the Board, unless law or these Bylaws require the act of a greater number.

- Section 4.08: The Board may make rules, procedures and regulations covering its meetings as it determines necessary. The Board may hire and fix the compensation of any employee or agent deemed necessary to conduct the Association's business. The President shall chair meetings of the Board.
- Section 4.09: Any vacancy in the Board shall be filled by a vote of the majority of the remaining members of the Board until the next annual meeting of the membership.
- Section 4.10: A Director may be removed from the Board following procedures outlined in Article II, Section 2.03c and Article II Section 2.04.
- Section 4.11: If all the Directors consent in writing to any action to be taken by CS, the consent has the same effect as a unanimous vote of the Board and shall be a valid corporate action as if it occurred at a meeting of the Board. The written consents shall be filed with the Board minutes.
- Section 4.12: Officers and Duties: The officers of CS shall be the President, Vice President, Secretary and Treasurer.
- Section 4.13: The President shall be the Chair of the Board, preside at all Board and membership meetings, present an annual report of the Association at each annual meeting of the membership, see that all books, reports and documents as required by law are properly kept or filed, be a signatory upon CS negotiable instruments, be the spokesperson for CS, and have the powers enjoyed by the chief executive of any corporation.
- Section 4.14: The Vice President shall be the President of CS if the President is absent or is unable to exercise the office, may be a signatory upon CS negotiable instruments, and shall enjoy other duties as directed by the Board.
- Section 4.15: The Secretary shall keep the minutes and records of CS in appropriate books, file any certificates required by law, be the official custodian of CS's records, give and serve all notices to the members and directors, may be a signatory upon CS negotiable instruments, submit to the Board any communications addressed to the Secretary, attend to the correspondence of CS, and shall enjoy other duties as directed by the Board.
- Section 4.16: The Treasurer shall have the care and custody of all funds belonging to CS, be solely responsible for the funds and securities of CS, handle CS banking, make projections, issue financial reports to the Board, be a signatory upon CS negotiable instruments invest CS funds, file income tax returns, maintain the tax-exempt status of CS and shall enjoy other duties as directed by the Board. The Treasurer shall be bonded in an amount directed by the Board.
- Section 4.17: The officers shall be elected annually by the Board from among members of the Board at the meeting of the Board that immediately follows the annual general membership meeting of CS. Each officer holds office until a successor is elected and qualified. No officer shall receive any salary or compensation by reason of being an officer of CS.

ARTICLE V- COMMITTEES

- Section 5.01: Unless otherwise stated in these Bylaws, only the Board shall create committees of CS. The President, with the approval of the Board, shall establish composition of each committee. Membership on a committee shall be for a year and may be renewed by the then President. The President upon notice and hearing may remove any committee member. No committee position or decision may bind CS without the prior approval of the Board.
- Section 5.02: There may be a Finance Committee consisting of at least three persons, one of who shall be Treasurer, who shall meet and oversee CS funds, project CS finances and makes the fiscal recommendations to the Board.
- Section 5.03: There may be an Equipment Committee consisting of at least three persons, one of whom shall be the Equipment Manager, who shall meet and solicit and take bids for equipment, inspect equipment, receive, distribute and collect equipment at the end of each season and make recommendations to the Board.
- Section 5.04: There may be a Coaches Development Committee consisting of at least one person from each division and the Director of Coaching who shall meet and encourage the development of coaches and assistant coaches, sponsor coaching programs and investigate and evaluate coaches and assistant coaches, counsel, discipline and suspend coaches and assistant coaches upon notice and hearing, and make recommendations to the Board.
- Section 5.05: There may be a Referees Committee consisting of at least three persons and the Chief Referee who shall meet and distribute and disseminate the Laws of the Game, inspect and evaluate referees, develop referee training programs and evaluations, schedule referees to games, assist the Chief Referee, counsel, discipline and terminate referees upon notice and hearing, and make recommendations to the Board as required.
- Section 5.06: There may be a Registration Committee consisting of at least three persons, one of whom shall be the Registrar, who shall meet and develop registration forms, publicize and set registration dates, handle registrations, determine player eligibility, investigate and determine registration refunds, distribute registration forms and player pass cards to the Division Managers, and make registration recommendations to the Board.
- Section 5.07: The Board may create additional committees. They may be permanent or temporary.

ARTICLE VI- DUES

- Section 6.01: The Board shall determine from time to time the amount of annual dues payable to CS by member teams based upon a per capita fee for each participant and give appropriate notice to the member teams.

ARTICLE VII- INDEMNIFICATION

- Section 7.01: Any person who is a party or is threatened to be made a party to any civil or criminal claim, action or suit or to any administrative or investigative proceeding by reason of being an officer of the Board of Directors, Division Manager, employee or volunteer of CS shall be indemnified by CS against expenses, attorney fees, judgments, fines and amounts paid in

settlement actually and reasonably incurred by him or her in connection with the action or preceding as long as they were incurred while carrying out any lawful activities past and present on behalf of CS.

ARTICLE VIII- STATE APPROVAL

Section 8.01: These Bylaws are subject to the approval of the Michigan State Youth Soccer Association, and if any provision is determined to be in violation of its Bylaws or rules, then the invalid portion may be altered by the Board upon written notification from the state organization.

ARTICLE IX- AMENDMENTS

Section 9.01: The Bylaws may be changed or repealed by at least two-thirds of the Board. The Bylaws shall then be ratified at an annual membership or a special membership meeting if the proposed alterations or repeals are submitted to the membership by first class mail no less than fourteen no more than twenty-eight days prior to the meeting and by at least twenty percent of all members in good standing.

ARTICLE X- DISSOLUTION

Section 10.01: If Clawson Soccer dissolves, all its assets shall be distributed to any non-profit as may be qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code or future corresponding law.

These revised Bylaws are adopted effective November 16, 2016 by vote of the Board of Directors.