

MID VALLEY SOCCER CLUB BYLAWS

Adopted August 27, 2019
Amended December 8, 2020 to reflect name change

Part I – General

Bylaw 101. Name

Section 1. This organization shall be known as Mid Valley Soccer Club, hereinafter referred to as the Club. The Club will maintain status as a nonprofit corporation under the laws of the State of Oregon, and shall obtain and maintain tax-exempt status under the Internal Revenue Code of the United States.

Section 2. The Club shall engage in lawful activity, none of which is for profit, pursuant to Chapter 65 of the Oregon Revised Statutes and §501(c)(3) of the Internal Revenue Code.

Section 3. The Club serves the general area of the mid-Willamette Valley, Oregon, but membership is not limited to within those boundaries.

Bylaw 102. Purpose

Section 1. To promote, foster, and perpetuate the game of soccer in a fun and family friendly environment.

Bylaw 103. Memberships in Other Organizations

Section 1. The Club shall be a member of, and comply with the Bylaws and Policies of, Oregon Youth Soccer Association (OYSA). The Club shall also be an affiliate of United States Youth Soccer (USYS), and the United States Soccer Federation (USSF).

Section 2. The Club shall maintain its bylaws and policies in compliance with the bylaws and policies of OYSA, USYS, and the USSF. In the event of any conflict between the bylaws and policies of the Club and the bylaws and policies of the organizations of which it is a member, the provisions of the organizations of which the Club is a member shall take priority.

A. To the extent permissible under applicable law, the USSF articles of incorporation, bylaws, its binding rules and policies, including interplay, take precedence over and supersede the governing documents and decisions of the Club, and the Club shall abide by

the USSF articles of incorporation, its bylaws, and its approved binding rules and policies.

- B. To the extent permitted by governing law, the Club will respect and enforce the statutes, regulations, directives, and decisions of FIFA and CONCACAF.

Bylaw 104. Authority

The governing authority of this Club shall be vested in an elected body known as the Board of Directors (Board), which shall manage all Club affairs.

Bylaw 105. Rules of Order

Section 1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall guide the Club in all cases to which they are applicable and in which they are consistent with the Bylaws and any special rules of order the Club may adopt.

Bylaw 106. Dissolution of Club

Section 1. Should the Club be dissolved, all monetary and physical assets remaining after payment of all debts shall be turned over to *Salem Keizer Education Foundation*, or to another IRS tax-exempt charitable organization for programs promoting youth soccer in the Salem-Keizer area.

Section 2. Should the club merge with another, all assets shall be transferred to the surviving entity by the end of the fiscal year.

Part II – Membership

Bylaw 201. Equal Opportunity

Section 1. The Club will comply with all applicable state and federal laws governing non-discrimination and will be open to participation by any individual, without discrimination on the basis of race, color, religion, national origin, citizenship, disability, age, sex, sexual orientation, gender identity, or veteran status.

Section 2. The Club does not tolerate any form of physical, sexual or verbal abuse.

Bylaw 202. Participation

Section 1. Participation is open to any youth soccer players ages 3-18, and to coaches, trainers, managers, administrators and volunteers who are not serving a suspension from participation by OYSA or any organization of which it is a member, any of its member clubs, or by any amateur soccer organization in its territory.

Section 2. **Youth Participants** - Are registered players under the age of 19. They shall submit an application to the Registrar in the format prescribed by the Club. A seasonal fee established by, and payable to, the Club shall accompany all applications, with the exception of players on scholarships who must still submit an application. Acceptance by the Club shall constitute approval of the application provided space is available on a team for the player.

Section 3. **Adult Participants**- Are registered adults who are officers, directors, employees, coaches, trainers, managers, and other elected or appointed administrators who work on behalf of the Club. Acceptance of Adult Participants by the Club shall be subject to approval of the application and verification by OYSA that the person's risk status is "Approved". The Club may not accept an individual who is restricted or suspended from participation by any sports organization.

Section 4. Every player, coach, assistant coach, team manager, programs administrator, club officer, board member, club employee, and volunteer who acts as an official representative of the Club must be registered with the Club and OYSA, and the appropriate fees paid.

Section 5. Both Youth Participants and Adult Participants shall be subject to OYSA's bylaws and policies as well as the Club's bylaws and policies.

Section 6. All Adult Participants must submit to annual background checks in accordance with OYSA policies.

Bylaw 203. Membership

The members of the club are the persons who are permitted to vote in elections for club officers and other members of the Board of Directors.

Section 1. **Adult Members** - Are the registered Adult Participants of the Club, including any non-parent board members, coaches, and other club officials.

Section 2. **Parent Members** - Are the parents or legal guardians of the Youth Participants.

Section 3. Voting by Members - At the Annual General Membership Meeting and any Special General Membership Meetings, all Adult Members and Parent Members shall be eligible to vote on matters that are brought before the meeting, subject to the following limitations:

- A. The President shall chair the meeting and may not vote on any issue before the meeting other than election of officers and directors.
- B. Parent Members are limited to not more than 2 voting persons per family.
- C. Each voting person is limited to one vote; regardless of the number of offices that person may hold.

Part III – Organization and Board

Bylaw 301. Board of Directors

Section 1. The Board of Directors (Board) shall be the representative governing authority of the Club. The Board will conduct the business of the Club and shall be composed of the elected officers, and other elected directors. The number of directors may be modified from time to time, but the number shall never be fewer than 5

Section 2. The Board shall be comprised of the officers specified in Bylaw 302 and directors at large. All elected officers and elected directors are eligible to vote on any matter before the Board.

Section 3. A quorum for conducting business at any Board meeting shall consist of 60% of the voting members of the Board, but in no case shall a quorum be fewer than 3 board members. The affirmative vote of a majority of all eligible voting members of the Board shall be required to adopt or amend Club policies.

Section 4. Appointed coordinators and other *ex officio* members of the Board may attend meetings, participate in discussions, and provide advice to the Board but shall not have voting privileges at Board meetings.

Section 5. Directors of the corporation shall not receive compensation for their Board services but may be reimbursed for the actual out of pocket expenses they incur related to Board service.

Bylaw 302. Club Officers and Duties

Section 1. Officers

The club shall have the following elected officers:

- A. President
- B. Vice-president
- C. Secretary
- D. Treasurer

Section 1. **President**

The President shall supervise all activities of the Club and Board. The President shall be the presiding Officer at all Club meetings. The President shall appoint committees as needed or when charged to do so by a majority of the elected officers and shall be an *ex officio* member of all committees. The President shall be the official representative of the Club in all interactions with the public, except when another person has been given that authority by the President with the approval of the Board. The President shall act as the Risk Management Coordinator for the Club.

Section 2. **Vice President**

The Vice President shall assume the duties of the President in the President's absence and otherwise assist the President as required. The VP shall serve as Club Parliamentarian and be a voting member of the Board.

Section 3. **Secretary**

The Secretary shall keep and publish an accurate record of all meetings, maintain the files of the Club and be responsible for the preparation of the annual report, and be a voting member of the Board.

Section 4. **Treasurer**

The Treasurer shall support and audit the financial affairs and activities of the Club with the club's book keeper, and shall report financials as appropriate to the board. The Treasurer shall disburse funds for authorized purposes in accordance with authorized procedures, prepare and submit annual financial information to the general membership at the AGM, and shall provide financial statements acceptable to the board at each regular meeting of the Board or as otherwise directed. The Treasurer shall affirm preparation of all documents required to allow the Club to maintain its tax exempt status under the Internal Revenue Code and the laws of the State of Oregon.

Section 5. **Combined Secretary / Treasurer**

The board may, at its discretion, combine the Secretary and Treasurer into a single board position responsible for the combined responsibilities of both positions.

Bylaw 303. Executive Committee

Section 1. The Executive Committee shall consist of the President, Vice President, and Treasurer OR Secretary. The Executive Committee may conduct business on behalf of the Board between meetings of the full Board. Such actions shall be subject to ratification by the full Board at the next regular business meeting.

Section 2. The Executive Committee shall:

- A. Consider such matters of management or operational interest to the Club or Board as are brought before it.
- B. Appoint the members of any required hearing committee(s) for protests or complaints regarding conduct of coaches, spectators, parents, and/or players.
- C. Report all of the Committee's actions to the full Board for ratification at the Board's next regular meeting.

Section 3. A quorum of the Executive Committee shall consist of 3 members.

Bylaw 304. Appointed Coordinators

Section 1. The Board may appoint coordinators to manage the programs that the Club provides. Appointed Coordinators shall serve for the seasonal year in which they are appointed, unless another term is set by contract with the Board upon appointment. Appointed coordinators serve at the pleasure of the Board and may be removed by a majority vote of the Board at any Board meeting. Appointed Coordinators shall attend regular Board meetings, shall advise the Board on all matters pertaining to the programs under their jurisdiction, and may participate in Board discussions. Appointed Coordinators shall not, however, be entitled to vote on issues before the Board and shall not be considered in determining whether a quorum is present for conducting business at a Board meeting.

Bylaw 305. Election of Officers and Directors.

Section 1. All members of the Board shall be elected at the AGM.

Section 2. The term of office shall be two years, beginning immediately after the AGM has been adjourned.

- A. The President, and Secretary shall be elected in even numbered years.
- B. The Vice-President and Treasurer shall be elected in odd numbered years.
- C. In the event of a combined Secretary-Treasurer position, the position will be elected in the end of the second year in office. If the board decides to split such a position, the split

will occur at the next AGM with either the Secretary or Treasurer then elected to serve a full two year term, and the alternate position to serve one additional year to re-establish the schedule in A. and B. above.

Section 3. No person may serve more than 4 consecutive terms in a single office.

Section 4. A majority of the votes cast in a specific contest shall be required to elect a person to the Board.

A. If there are more than 2 candidates for a seat on the Board and no candidate receives a majority of the votes cast, the candidate with the fewest votes shall be eliminated and another round of ballots shall be cast.

B. Voting shall continue until a candidate receives a majority of the votes cast

Bylaw 307. Removal of Officers or Directors

Section 1. A Board member may be suspended or removed from office for failure to meet responsibilities or for otherwise acting in a manner detrimental to the interests of the Club.

A. Appointed Coordinators may be removed from office by a majority vote of the eligible voting members of the Board at any Board meeting.

B. Ex officio members of the Board may be removed from office by a majority vote of the eligible voting members of the Board at any Board meeting unless the terms of an applicable employment agreement provides for a different method of terminating the employment relationship.

C. Elected members of the Board may only be removed from office under this section following a disciplinary hearing held in accordance with the procedures of the applicable OYSA procedural manual and Section 2 of this Bylaw 307.

Section 2. If the Board receives a complaint regarding the conduct of an elected Officer or other Board member or otherwise becomes aware of allegations of misconduct regarding a Board member,

A. The President or Vice President shall appoint an impartial committee of fact-finders to review allegations within 15 days.

B. The committee shall conduct a hearing in accordance with the procedures outlined in the applicable OYSA procedural manual.

C. The committee will present a report on the findings of the hearing to the Board within 30 days following appointment.

D. If the committee's report recommends removal from office, the Board shall vote whether to call a special membership meeting to consider removal of the elected director.

E. If the Board votes to call for a special meeting of the members, the Board shall set the time and place for the meeting and shall direct the Secretary to send notice of the meeting to all eligible members of the club.

a. The notice shall be sent at least 7 days prior to the date of the scheduled meeting.

b. The notice shall state the date, time, and place of the meeting and shall also state that the purpose of the meeting is to consider the removal of the named officer or director from the Board.

B. The vote of a majority of the eligible voting members present at the special membership meeting shall be sufficient to remove a person from office.

Section 3. If an elected office is made vacant by the removal of a person from the Board in accordance with either Section 1 or Section 2, above, the vacant office shall be filled as described in Bylaw 308.

Section 4. Any Board member who is barred from participation in OYSA or its member clubs as a result of a risk management decision of the OYSA Risk Management Coordinator shall not participate in any activity on the Board during the period of ineligibility. If the banned individual does not resign, the Board shall either remove the non-elected Board member or shall call for a special meeting of the members to remove the person from office in accordance with Section 2 E and F, above.

Bylaw 308. Filling Vacant Offices

Section 1. If a Board position becomes vacant more than 60 days prior to the next scheduled election for that position, the Board shall by majority vote appoint someone to fill that position until the next scheduled election. If the remainder of the term exceeds 400 days, the term will be considered a full term for the purpose of the term limits of Bylaw 305, Section 3.

Section 2. When a Board position has become vacant between scheduled elections for that position, the members at the next Annual General Meeting after the vacancy occurs shall elect a person to the position to serve until the next election scheduled for that position in accordance with Bylaw 306, Section 2.

Bylaw 309. Committees

Section 1. The Board may create committees for the purposes established by the Board. The duration of such *ad hoc* committees shall be established by the Board. The Board may adopt policies that specify details of committee formation, staffing, and reporting to the Board.

Section 2. The President shall be an *ex-officio* member of all committees established by the Board, although the Board may appoint another person to chair the committee.

Part IV – Meetings

Bylaw 401. Board of Directors Meetings

Section 1. Regular Board Meetings shall be held monthly or as needed at the time and place designated by the Board. The Board shall publicize to all club members the time and location of regular Board meetings.

Section 2. Executive Committee or Special Board Meetings shall be held at a time and place specified by the President, or by a majority vote of the Board or Executive Committee. Special meetings may be called as needed and may include electronic communications including the full board (e.g., texts, calls, email).

Section 3. The President or his proxy shall set the order of business for all Board Meetings.

Section 4. A quorum for the board meeting shall be 60% of the voting members of the board.

Section 5. Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting by unanimous consent in writing, setting forth the action to be taken or so taken, and signed by all of the Directors.

Bylaw 402. General Membership Meeting

Section 1. The Annual General Membership Meeting (AGM) shall normally be held in November. At this meeting election of officers will occur. Voting shall be by the eligible voters as specified in Bylaw 203, Section 3.

Section 2. Special Membership Meetings may be scheduled or called by a majority vote of the Board.

Section 3. The Board must provide not less than 7 days notice to eligible voting members prior to any membership meeting.

Section 4. The Board shall set the order of business for General Membership Meetings. Bylaw revisions shall be submitted to the eligible voting members as provided in Bylaw 801, Section 2.

Section 5. A quorum for action at a membership meeting shall consist of the eligible voting members present at the meeting. A majority vote of those eligible members present at any membership meeting shall be required for approval of any issue brought to a vote at such meeting

Part V - Administration

Bylaw 501. Policies

Section 1. The Board may adopt policies to govern the operations of the Club at any Board meeting. A majority vote of all eligible voting members of the Board is required to adopt, repeal, or amend a policy.

Section 2. Once adopted, a policy will govern the operations of the Club until amended or repealed.

Section 3. The Board shall make appropriate provisions to inform its members of Club policies.

Bylaw 502. Financial Policies

Section 1. The Board shall adopt financial control policies that provide details for the handling of the club's financial affairs. Such policies shall be reviewed annually and modified as required by the club's auditors.

Section 2. The Board shall establish a budget for each year prior to the beginning of the new fiscal year.

Section 3. The Board shall review financial statements appropriately submitted at each monthly meeting.

Section 4. The Board shall cause tax reports to be prepared and submitted to the IRS in accordance with IRS rules for non-profit and tax exempt organizations.

Bylaw 503. Referees

Section 1. Referees selected by the Club shall serve as independent contractors.

Section 2. Any individual referee receiving more than \$600 in a calendar year shall be issued a 1099 tax form which shall be filed with the IRS.

Section 3. All referees shall be USSF certified.

Part VI – Grievance, Protest, and Appeals

Bylaw 601. Complaints

Section 1. The Club and its Board of Directors shall follow procedures for handling complaints in accordance with the principles of due process.

Section 2. Submission of a complaint shall be in writing and shall indicate the specific charges or alleged violation, and resolution desired.

Section 3. All club procedures shall comply with Oregon Youth Soccer policies and procedural manuals.

Section 4. The Board shall adopt policies that specify any additional procedures not provided in applicable OYSA manuals, including any fees that will apply to initiating claims with the Club.

Bylaw 602. Hearing Procedures

Section 1. Hearings will be conducted in accordance with the rules of the applicable OYSA procedural manual.

Section 2. The Board will adopt policies as needed to supplement applicable OYSA manuals.

Section 3. Grievances will be heard by the Board as scheduled by the Executive Committee. Procedures for conducting the hearing will be set by the Board based upon the nature of the issues presented in the Grievance.

Bylaw 603. Hearing Procedures - Sponsored Competition

Section 1. The Board shall approve Rules of Competition for any tournaments or leagues sponsored by the Club.

Section 2. Copies of the Rules will be distributed to participating teams when they register for the event.

Section 3. Any protests or complaints arising from the sponsored event will be heard by the event director (or designee) in accordance with the Rules. The Rules will provide for a final decision on any complaint or protest before the next scheduled match of the affected parties.

Section 4. The decision of the event director shall be final and shall be verified **in writing** and retained in the club records.

Section 5. Complaints of referee abuse or assault will be promptly forwarded to Oregon Youth Soccer Association.

Section 6. The event director shall submit a complaint to the Club regarding the conduct of any Club member participating in the event if the event director believes that the conduct that is the basis of the complaint merits disciplinary action greater than a ban from participation in the current event session. Referrals from the event director will be handled as a misconduct complaint in the manner specified in the applicable OYSA manual.

Bylaw 604. Appeals Process

Section 1. Appeals of the results from any hearing conducted by the Club must be submitted to Oregon Youth Soccer Association as required by the applicable OYSA procedural manual. There shall be no appeals of Club hearing decisions heard by the Club.

Section 2. The decisions or sanctions imposed shall remain in effect until the time limit of the sanction has expired, or the decision is overturned by an appeal.

Bylaw 605. Exhaustion of Remedies

Section 1. No member or participant of the Club, be it an official, league, team, player, coach, administrator, or referee may invoke the aid of the courts in the United States, or of a state, without first exhausting all available remedies within the Club and organizations of which the Club is a member.

Section 2. For violation of this bylaw, the offending party shall be subject to suspension and fines, and shall be liable to the Club for all expenses incurred by the Club and its officers and members of the Board of Directors in defending each court action, including the following:

- (A) Court costs
- (B) Attorney's Fees
- (C) Reasonable compensation for time spent by OYSA officials and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances
- (D) Travel expenses
- (E) Expenses for holding special OYSA meetings necessitated by court action

Part VII - Risk Management

Bylaw 701. Risk Management Policy

Section 1. The Club will comply with the provisions of the OYSA Risk Management Policy and the OYSA Risk Management Manual.

Section 2. The President shall be the Club's Risk Management Coordinator.

Section 3. The President shall have authority to enter into a Conditional Approval Agreement with the OYSA Risk Management Coordinator only upon approval of the Executive Committee.

Section 4. The President will consult with the OYSA Risk Management Coordinator regarding any concerns about the criminal history of any person who is, or has applied to become, a registered Adult Participant in the Club.

Section 5. The President shall promptly notify the OYSA Risk Management Coordinator upon learning that any Adult Participant in the club has been formally charged with, or has been convicted of, a crime.

Section 6. The Board will adopt policies that comply with the USSF Safe Sport Framework, USSF Policy 212-3, and OYSA Policies 801-3 through 801-8.

Section 7. The Board may adopt a risk management policy that provides guidance to the club regarding the suitability of accepting a person to be a club Administrator. Any such policy shall not allow acceptance of a person who is disqualified by OYSA, but it may provide for the disqualification of a person who has been Approved by OYSA.

Section 8. The Club will recognize, and enforce, the disciplinary actions of USSF and other organizational members of the Federation that have been included in a Disciplinary Action Report.

Part VIII – Amendments

Bylaw 801. Bylaw Changes and Amendments

Section 1. Changes or amendments to these bylaws may be adopted at any General Membership Meeting upon two-thirds (2/3) majority vote of the accredited voting members present. Each eligible person may only cast one vote, regardless of the number of offices held.

Section 2. A proposed change or amendment must be submitted in writing to the President or Secretary of the Club not later than thirty (30) days before the General Membership Meeting. Such changes shall be transmitted to Board Members and eligible voting members of the Club not later than fifteen (15) days prior to said meeting.

Bylaw 802. Provisional Bylaw Changes

Section 1. The Board, by a two-thirds (2/3) majority vote, may create temporary bylaw changes for governing specific cases or occasions not provided for in the Bylaws, but which may be necessary for the Club to meet required objectives. Provisional changes so adopted will be submitted to the membership in accordance with Bylaw 801 as a proposed Bylaw amendment at the next General Membership Meeting.

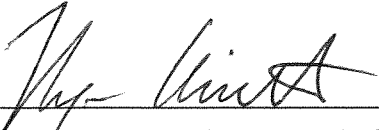
Bylaw 803. Severability and Precedence

Section 1. Any section of these bylaws considered to be in violation of applicable laws shall not affect the remaining sections that are in compliance with those laws.

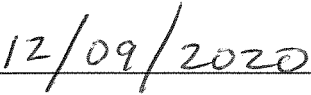
Section 2. The bylaws and policies of the organizations of which the Club is a member shall take precedence over these bylaws. The Board shall submit an amendment to these Club bylaws at the Club's next General Membership Meeting to eliminate the cause of any conflict.

CERTIFICATION

These bylaws were approved by voting membership as required under the guidance of the Oregon Youth Soccer Association on December 8, 2020.



Ryan Kinnett, President, Board of Directors



Date