**BYLAWS of FOX CITIES UNITED SOCCER CLUB, INC.**

**Article I – Fox Cities United Soccer Club Voting Membership**

Voting membership of Fox Cities United SC will be the coaches, adult players, parents of juvenile players and volunteers of this Club (“Members”). Each Member is allowed one vote except in the case of a juvenile player in which the number of votes is limited to two per player (parents of the player) or in the case of families with more than one player, two votes per family.

**Article II – Annual General Meeting**

1. The Fox Cities United SC Annual General Meeting (AGM) of members will be held in the second quarter of each calendar year. The Board of Director’s annual meeting will be scheduled and held immediately following (within two calendar weeks) the AGM of the members.
2. Agenda items for the AGM will include:
   1. Election of Board Members
   2. Approval of changes to the Club Bylaws
   3. Approval of the following year’s Fiscal Year Budget
   4. Any other items that may be brought forward by the Members.
      1. Any items brought forward by the Members, which needs to be voted on at the AGM, need to be submitted to the Club’s Secretary at least twenty (20) days prior to the AGM. The Club Secretary will post the AGM’s Agenda on the Club’s website at least ten days prior to the AGM.

**Article III – Board**

1. The Board of Directors (Board) is the governing body of the Club. The Board will have fiduciary responsibility for the funds of the Club as well as the general direction and supervision of its business.

1. In order to be eligible for election or appointment to the Board, individuals must be an adult active Member in good standing of the Club for at least one year prior to the nomination and cannot be in a position where they are being compensated by the Club as either an employee or independent contractor. A member cannot be nominated to the Board if they hold a compensated position with the club and report directly to the Board of Directors. Any Member may nominate a candidate for a Director Position by submitting a written nomination to the Secretary of the Club at least twenty days prior to the AGM. The Secretary will post the names of all eligible candidates on the Club Website at least ten (10) days prior to the AGM. Additional candidates for Board Positions may be nominated at the AGM.
2. The slate of candidates for Directors will be placed before the Members for a vote at the AGM. Each eligible member of the Club will have one vote for each Director position subject to election that year. Cumulative voting is not permitted. Voting by proxy is not permitted. All newly elected Directors and non-returning Directors terms will begin and end, respectively, at the first Board meeting following the AGM. Directors will hold office for the term for which they are elected, unless a Director’s death, resignation, removal or ineligibility to serve on the Board occurs or the term of a successor begins before the end of such term.
3. The Board will meet at least quarterly. The Board will designate the time and place of all meetings. Special meetings may be called by the President or upon the request of not less than five current members of the Board. Notice of any regular or special meeting will be sent by electronic means to the Directors at the e-mail address on file with the Secretary, or be delivered personally or by telephone not later than one calendar week before the day on which the meeting is to be held. Unless otherwise provided by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board needs to be specified in the notice of the meeting. Except in the case of removal of a Director or Officer from office for cause, Directors may waive their right to receive notice individually and the Board, by unanimous vote of the full Board, may suspend the requirement to give such notice.
4. A majority will constitute a quorum at any meeting of the Board unless otherwise required by law, in the Articles of Incorporation or these Bylaws. A majority of Directors present at a meeting at which a quorum is present can manage the business of the Club, and any actions they take will be an act of the Board, unless otherwise required by law, in the Articles of Incorporation or by these Bylaws.
5. Meetings of the Board may be conducted through the use of any means of communication by which all participating Directors may simultaneously hear each other during the meeting. Prior to beginning such meeting, all Directors will be informed that a meeting is being conducted at which official business may be transacted. A Director participating in such meeting is deemed to be present in person at the meeting.
6. Any action required or permitted to be taken at a Board meeting may be taken by written action or electronic action prior to a Board meeting provided it is approved by the majority of all of the Directors eligible to vote on such action. Consent under this provision has the same force and effect as a vote of the Board taken at a meeting. Any vote taken and approved or denied via electronic media, will be reviewed and confirmed at the next face to face Board meeting.
7. The Board will consist of nine elected and voting Directors and the Director of Coaching and Club Administrator (if these positions are filled) who shall be additional non-elected standing, non-voting members of the Board.
8. Each elected Director will be elected for a term of three years, except in the instance where they be filling a current Board opening of less than three years due to vacancy occurring on the Board. There will be three board member terms for election each year (unless, as noted above there has been a resignation or death or other reason for vacancy where the remainder of that term will be filled).
9. Any vacancy occurring on the Board, may be filled with an interim Director by an affirmative vote of a majority of the Directors then in office, even if there isn’t a quorum. At the next regularly scheduled AGM, this Director Position will be added to the list of Director Positions being voted on.

1. Any Director who becomes ineligible to fill his/her Board position will be required to resign from the Board.

**Article IV - Officers**

1. The officers of the Club will be the president, vice president, secretary, and treasurer. They shall each serve two year terms. Each of the Officers will be standing voting members of the Board and will be counted in the number of total Board directors under Article III (h).  The officers will be elected by the Board at the first board meeting following the Club AGM, which is to be held within two weeks of the Club AGM. The terms of the four officer positions will be staggered with the President and Secretary positions being elected in even years, of the date of the AGM, and the Vice President and Treasurer being elected in odd years, of the date of the AGM. A vacancy in the office of any of the Officers by reason of death, resignation, removal, disqualification or any other cause will be filled by an affirmative vote of two-thirds of the full Board. Any of the Officers may be removed from office with or without cause by an affirmative vote of two-thirds of the full Board at a meeting of the Board called for that purpose. Officers removed will lose their Board membership at the same time.

1. The duties of the Officers will be to coordinate the activities of the Club.
2. **President -** The President will preside at all meetings of the members of the Club and its Board of Directors and shall be the principal executive officer of the Club. The President shall appoint the Chairperson of each Committee and shall be an ex-officio member of each committee and shall, in general, supervise and control all the business and affairs of the Club and carry out the policies as set by the Board of Directors and shall perform any and all other duties customary or incidental to such office.
3. **Vice President -** In the absence of the President or in the event of his death, inability or refusal to act, or in the event for any reason it shall be impractical for the President to act personally, the Vice President shall exercise all functions and duties of the President and shall perform such other duties and shall have such authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors.
4. **Secretary -** The Secretary shall (1) keep the minutes of the meetings of the membership and of the Board of Directors; (2) see that all notices are duly given in accordance in the provisions of these Bylaws or as required by law; (3) be custodian of the Club record and books except those of the Treasurer; and (4) in general, perform all duties customary or incidental to the office of Secretary, and have such other duties and exercise such authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors.
5. **Treasurer** - The Treasurer shall (1) have charge and custody of and be responsible for all funds and securities of the Club; (2) receive and give receipts for monies due and payable to the Club from any source whatsoever and deposit all such monies in the name of the Club in such banks, trust companies, or other depository as shall be selected; and (3) in general, perform all duties customary or incidental to the officer of Treasurer and have such other duties or exercise such other authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors.

**Article V – Committees**

1. **Nominating Committee -**The President shall appoint a nominating committee of three (3) members designating one of them as chairperson. The nominating committee will seek out and review the qualifications of the candidates/nominations for Director for the terms which are expiring and shall submit a slate of candidates for election to the Membership at the AGM.
2. The President shall at his/her option create committees as required to assist with the performance of the Club. Each committee shall as a minimum include one Director.

**Article VI - Indemnification of Officers and Directors**

As permitted by law, each Officer and Director will be indemnified and held harmless against any and all claims, liabilities, penalties, forfeitures and fines, including all reasonable expenses and attorney fees, to which that individual may be or become subject by reason ofhaving served in any such capacity. As permitted by law, the Club will indemnify and hold harmless each Officer or Director serving the Club.

**Article VII - Fiscal Year**

The fiscal year will be from August 1 to July 31st.

**Article VIII – Rules of Order**

All meetings of the Club shall be conducted in accordance with Roberts Rules of Orders, unless otherwise stated in the Articles of Incorporation or Bylaws.

**Article IX - Severability**

If any provision of these Bylaws or the application of such provision to any circumstances is determined to be invalid, the remainder of these Bylaws or the application of the provision to other circumstances will not be affected.

**Article X – Bylaw Amendments**

The Board, by a majority vote of the full Board, may recommend to the Members amendments to these Bylaws as it may deem necessary for the best interest of the Club. Amendments will be approved by a majority vote of the membership at the AGM. Proposed amendments must be posted to the Club website a minimum of 20 days prior to the AGM.