

BY-LAWS OF CC United Soccer Club, Inc.

ARTICLE 1: GENERAL PROVISIONS

1.101 Name

The name of this corporation is CC United Soccer Club, Inc (CC United).

1.102 Purpose

The overall purpose of CC United is to foster, promote, and perpetuate the game of soccer for youth in the cities of Carver, Chanhassen, Chaska, Victoria and surrounding communities.

The purpose of the Recreational Program is to be a learning program that focuses on participation and fun over competition.

The purpose of the Competitive Program is to provide a range of levels for youth players to learn and develop skills that build the foundation for a more advanced level of play. The Competitive Program offers the opportunity to play other community clubs in a competitive structure.

1.103 USYA and MYSA Affiliation

CC United is an Affiliate Member of the Minnesota Youth Soccer Association (MYSA). The MYSA is the national state youth association for the State of Minnesota in the United States Youth Soccer (USYS). As an MYSA and USYS affiliate, CC United and its Members, as defined in these By-Laws, are subject to the Constitution, By-Laws and rules of USYS and of the MYSA as the same may be amended from time to time.

1.104 Soccer Year

The Soccer Year shall be from August 1 to July 31 of each year.

ARTICLE 2 MEMBERSHIP

2.101 Territory

The territory of CC United shall be defined as the entire cities of Carver, Chanhassen, Chaska, Victoria as well as any other areas that fall within Independent School District 112. Players may be accepted from other communities.

2.102 Members

Members of CC United shall be defined as all parents or legal guardians of players registered with the association as well as players over the age of 18.

2.103 Membership

A parent, legal guardian and/or player becomes a member upon submission of the registration and/or tryout fee of the parent's child or of the player him or herself and payment of any and all fees established by the association's Board of Directors.

2.104 Acceptance of Authority

Members of CC United agree to abide by the Articles of Incorporation, By-Laws and policies and rules of CC United and recognize the regulatory authority of the MYSA, USYS and United States Soccer Federation (USSF) and have the appellate rights provided to members of these organizations.

2.105 Membership in Good Standing

A Member in good standing must be current in his/her financial obligations to the CC United, and be in compliance with the Articles of Incorporation, By-Laws, Policies and rules of CC United.

2.106 Registration Closing Date

The Board of Directors shall fix a date in each Soccer Year when CC United will cease to accept registration applications from Members for that year. Notice of said date shall be communicated to all Members.

2.107 Comity

CC United and its Members shall recognize suspensions and sanctions of all clubs, associations and other organizations under the jurisdiction of MYSA, USYS and USSF after receiving notice of such rulings.

ARTICLE 3 BOARD OF DIRECTORS

Section 1: Management by Board of Directors

3.101 Board to Manage

The business and affairs of CC United shall be managed by or under the direction of a Board of Directors, subject to the rights of the Members as provided in these Bylaw as or pursuant to Chapter 317A, Minnesota Statutes. As part of its duties and responsibilities, the Board of Directors shall publish on an annual basis the rules, policies and procedures, budget & calendar of events of CC United. The Board of Directors retains the responsibility for adopting all rules, procedures and handbooks, budgets and setting of fees.

3.102 Number of Directors

The number of directors on the Board of Directors shall not be greater than eleven (11) nor less than five. The Board of Directors may, at any time, increase the number of

directors up to the maximum or decrease the number of directors no lower than the minimum, except that any such decrease shall not result in the removal of a sitting director. The Board of Directors may create and/or abolish various director positions thereby increasing or decreasing the number of directors subject to the number limitations in this paragraph. The Board of Directors' decision to create or abolish directorship(s) shall be effective upon affirmative vote of the Members at the Annual Membership Meeting.

3.103 Manner of Acting

Except as otherwise provided in Minnesota Statutes, Chapter 317A, the Board of Directors shall take action by the affirmative vote of a majority of directors present at a duly held meeting.

3.104 Presumption of Assent

A director who is present at a meeting of the Board of Directors when an action is approved by the affirmative vote of a majority of the directors present is presumed to have assented to the action approved, unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate hereafter in the meeting, or votes against the action at the meeting or is prohibited from voting on the action due to a conflict of interest.

3.105 Votes Outside of the Scheduled Board Meetings

Every effort will be made to discuss and take action at board meetings that are open to the membership. In the event that an action required or permitted to be taken at a meeting of the Board of Directors must be decided prior to the next scheduled meeting then written action may be taken (e-mail is considered written action for these purposes). Each Director must submit a written vote to the President in order for the action to be taken. The result of the voting is a majority of directors plus one additional vote. Results of a written vote will be recorded in the minutes of the next regularly scheduled board meeting.

Section 2: Composition of Board of Directors

3.201 Board of Directors and Voting

The Directors who shall comprise the Board of Directors of CC United shall be: the President, Vice President of Operations, Director-Recreational Program, Director-Competitive Program, Secretary and Treasurer. All members of the Board of Directors are entitled to vote in all matters coming before the Board of Directors. Directors shall not hold elected office in the MYSA.

3.202 Election

The Members at the Annual Membership or Special Membership Meeting shall elect directors. The election or appointment of a person as a director shall not, of itself, create contract rights. Candidates for the Board of Directors must submit to the secretary candidate information two weeks prior to the election.

3.203 Term of Office

Each Director is elected to a two (2) year term, or until his/her earlier death, resignation, removal or disqualification. Each term of office begins at the next regularly scheduled Board meeting after election.

3.204 Resignation

A director may resign at any time by giving written notice to the President. The resignation is effective upon receipt of the notice by the President.

3.205 Removal of a Sitting Director

Any one or all of the sitting directors may be removed at any time, with or without cause, by the affirmative vote of a two-thirds majority of the Members at a Membership meeting, a quorum being present.

3.206 Vacancies

Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum. Vacancies

on the Board of Directors resulting from newly created directorships may be filled by the affirmative vote of a majority of the directors serving at the time of the increase. A director appointed to fill a vacancy shall hold office until a qualified successor is elected by the Members at the next regular or special meeting of the Members, or until his or her earlier death, resignation, removal or disqualification. The Vice President-Operations will fill a Presidential vacancy.

3.207 Reimbursement of Expenses

The Board of Directors shall receive no financial benefits for serving on the Board.

3.208 Board Member in Good Standing

All board members and board member candidates must be Members in good standing per section 2.105.

Section 3: Officers and Directors

3.301 Duties of Officers and Directors

In addition to the specific duties prescribed in these By-Laws, the officers and directors shall perform any other duties delegated to them by the Board of Directors.

3.302 President

The president shall be the chief officer of the corporation and shall:

- a) When present, preside at all meetings of the Board of Directors and of the Membership;

- b) With the Secretary, sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of CC United except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or

these By-Laws or by the Board of Directors to some other officer or agent of CC United;
and

c) The President is an ex-officio member of all committees.

d) Represent the Club at MYSA meetings and functions

3.303 Vice President

In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President in the order listed below shall perform the duties of the President and when so acting, shall have all the powers and be subject to all restrictions upon the President.

3.3031 Vice President-Operations shall:

a) Coordinate those functions shared by all programs. These functions include: supervision of all employees of the Club, registration, team placement and notification, equipment, fields, uniforms, team placement and notification, and communications.

b) Additional duties can be assigned, as needed by the Board of Directors.

3.3032 Director-Competitive Program shall:

a) Coordinate the Committee managing the Competitive Program.

b) Be the liaison with all Competitive programs and shall assist with program development. Those functions include recommendations for rules and procedures applicable to the Competitive Program, coordination of events and volunteers for activities connected with the Competitive Program

- c) Represent the Board at MYSA meetings and functions

- d) Assign representation to the financial committee and long range committee.

- f) Additional duties can be assigned, as needed by the Board of Directors.

3.3033 Director-Recreational Program shall:

- a) Coordinate the committee managing the Recreational Program.

- b) Be the liaison with all Recreational programs and shall assist with program development. Those functions include recommendations for rules and procedures applicable to the Recreational Program, coordination of events and volunteers for activities connected with the Recreational Program.

- c) Assign representation to the financial committee and long-range committee.

- d) Additional duties can be assigned, as needed by the Board of Directors.

3.304 Secretary

The Secretary or his or her designated agent shall:

- a) Maintain records of, and whenever necessary, certify all proceedings of the Board of Directors.

- b) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;

- c) Be custodian of the corporate records;
- d) Oversee the credentials process at the Annual Membership Meeting;
- e) With the President, sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of CC United except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation of these By-Laws or by the Board of Directors to some other officer or agent of CC United.
- f) Additional duties can be assigned, as needed by the Board of Directors.

3.305 Treasurer

The Treasurer shall be the chief financial officer of CC United and either he or she or his or her designated agent shall:

- a) Ensure that accurate financial records for CC United are kept.
- b) Manage the deposit all moneys, drafts and checks in the name of and to the credit of CC United in the banks and depositories designated by the Board of Directors;
- c) Endorse for deposit all notes, checks, and drafts received by CC United as ordered by the Board of Directors, making proper vouchers therefore;
- d) Disburse CC United funds and issue checks and drafts in the name of the CC United as ordered by the Board of Directors;
- e) Render to the Board of Directors and the President, whenever requested, an account of all transactions by the Treasurer and of the financial condition of CC United.

f) Oversee the work of the Financial Committee;

g) If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

h) Is responsible for compiling a budget for CC United and presenting it to the Board for approval.

i) Additional duties can be assigned, as needed by the Board of Directors.

Article 4 Committees

4.101 Establishment and Appointment

The Board of Directors may establish the following standing committees and appoint the members thereof:

- a. Financial Committee with the Treasurer being the chairperson
- b. Competitive Program with the Director-Competitive Program being the chairperson.
- c. Recreational Program with the Director-Recreational Program being the chairperson.
- d. Operations Committee with the Vice President-Operations being the chairperson.

The committees shall have the duties delegated to them by the Board of Directors. Committees focus on the operation of the assigned area of the Board and may make

recommendations on rules, procedures and budgets. The Board of Directors will determine the number of committee members for each standing committee.

4.102 Removal of Committee Members

The Board of Directors may remove a committee member if it finds that the member is not fulfilling his/her duties. A two-thirds majority affirmative vote of the Board of Directors shall be required to remove a committee member.

4.103 Vacancies on Committees

The President, subject to the approval of the Board of Directors, may appoint a person to fill a vacancy on any committee.

ARTICLE 5 VOTING

Section 1: Membership Meetings

5.101 Who May Vote

Members attending the Membership Meetings shall have the right to vote.

5.102 Number of Votes

Members attending the meeting shall each have one vote.

Section 2: Committee Meetings

5.201 Voting

In all meetings of any committee of CC United, decisions will be made by consensus.

ARTICLE 6 MEETINGS

Section 1: Membership Meetings

6.101 Annual Membership Meeting

The Members of CC United shall meet once per year at a date and time determined by the Board of Directors no less than sixty (60) days in advance of the meeting. This meeting shall be known as the Annual Membership Meeting.

6.102 Special Membership Meetings

Special Membership Meetings may be called as follows:

- a) By a majority of the Board of Directors
- b) By the signature of a Majority of the Members on a request for a special meeting delivered to the Board of Directors.

In the event a Special Meeting is called, Members shall receive at least thirty (30) days notice of such Special Meeting.

Section 2: Committee Meetings

6.201 Board of Directors

The Board of Directors shall hold regularly scheduled meetings during the year. The President, or his/her designee, may call additional meetings by giving seven (7) days advance notice of the meeting date to the other Board of Directors members.

6.202 Committees

The Committees established by the Board of Directors shall meet as necessary, to fulfill their responsibilities, on a minimum of seven (7) days prior notice to the committee's members by the chairperson. A committee member or a director having oversight responsibility for such committee upon fourteen (14) days prior notice to the committee's members may call special meetings.

6.203 Emergency Meetings

In the event of an emergency, meetings of the Board of Directors or any committee may be called upon 24 hours notice by any technological means available.

Section 3: General Rules

6.301 Notices

Except where otherwise required, notice of a meeting may be made by telephone, email, fax, or any other technological means available.

6.302 Quorum

In all meetings of the board or any committees of CC United, a quorum shall consist of a majority of the total number of the Board or committee's members. In all meetings of the Membership, a quorum shall consist of one half of one percent of the total number of Members in that calendar year.

6.303 Minutes

Minutes shall be kept at every Membership, Board of Directors and committee meetings. Copies of the minutes shall be posted by CC United on the CC United Website and can be made available upon request when access to the website is unavailable.

6.304 Robert's Rules of Order

Except as otherwise provided in these By-Laws or the MYSA rules, polices or procedures, meetings shall be conducted in accordance with Robert's Rules of Order as most recently revised.

6.305 Order of Business

The recommended order of business for Membership and Board meetings is:

- a. Roll Call
- b. Minutes of Previous Meeting
- c. Correspondence
- d. Open Forum of the Membership
- e. Committee Reports
- f. Treasurer's Report
- g. Unfinished Business
- h. New Business
- i. Elections
- j. Bylaw and Rule Changes
- k. Next Meeting Time and Place
- l. Adjournment

ARTICLE 7 PLAY AND PLAYERS

Section 1: Rules of Play

7.101 Playing Rules

FIFA "Laws of the Game" shall apply to all games played within the jurisdiction of the MYSA except as specifically modified by USYS and MYSA Rules.

Section 2: Classification

7.201 Player Classification

Players are classified as amateur and youth.

7.202 Amateur Defined

An amateur does not receive a wage or salary for playing soccer.

7.203 Youth Defined

A youth is defined by the then current MYSA definition.

Section 3: Player Registration

7.301 Registration Required

A player must register with CC United. A player must not register with any other association or club during an MYSA sanctioned soccer season.

7.302 When Registered

A player is registered the moment the player and the player's parent and/or guardian signs the registration form and pays the fees required by CC United.

Participants in the Competitive Program must submit proof of age, which shall consist of a birth certificate, a current driver's license, a passport or other documents listed as acceptable in the MYSA Policies and Rules. Hospital, baptismal or religious certificates are not accepted.

7.303 Registration Binds Player

Once registered, a player is bound to CC United for that soccer season, except as provided in 7.304 and 7.305.

7.304 Player Transfers

A registered player may request a transfer from CC United in accordance with the MYSA rules

7.305 Player Releases

CC United must release a registered player not placed on a team by the CC United

ARTICLE 8 CONDUCT

8.1 Honor Code

All players, coaches, referees, club officials and administrators shall report any breach of Club policies and rules to the President and Secretary of CC United. The failure to report a known rule violation is the equivalent to committing the violation. Violators are expected to voluntarily resign.

8.2 Prohibited Behavior

8.201 Policy Statement

- a) CC United is committed to promoting an environment that is free from: harassment and violence in any form; verbal or physical intimidation; vandalism; drug, alcohol or tobacco use; gambling; and inappropriate language. These policies apply to all members, players, coaches, referees, club officials, administrators and spectators.

- b) These rules and policies shall be enforced at all Club sponsored or sanctioned activities including practices, games, tournaments and offseason activities.
- c) CC United will not discriminate on the basis of disability. CC United will provide persons with disabilities the opportunity to participate in club sponsored or a sanctioned activity, provided such participation does not threaten the health or safety of others.
- d) CC United reserves the right to exclude an individual's participation in a Club sponsored or sanctioned activity in order to comply with applicable law.

8.202 Types of Prohibited Behavior

The following behaviors are prohibited. Any behavior that is not listed but violates the general spirit and intent of this rule is also prohibited and subject to the sanctions as listed in club policies and handbooks.

- a) **Assault:** Assault is defined as either (1) an act done with intent to cause fear in another of immediate bodily harm or death; or (2) the intentional infliction of or attempt to inflict bodily harm upon another; or (3) the threat to do bodily harm to another with the present ability to carry out the threat.
- b) **Harassment:** Harassment includes verbal or physical conduct that denigrates or demonstrates hostility or aversion to an individual because of his or her race, color, creed, religion, sex, national origin or any other protected class status defined by local, state, or federal law, or that of his or her relatives, friends or associates, and that: (1) has the purpose or effect of creating an intimidating, hostile or offensive environment; (2) has the purpose or effect of unreasonably interfering with an individual's participation in a club sponsored or sanctioned activity; or (3) otherwise adversely affects an individual's opportunity to participate in a club sponsored or sanctioned activity. Harassment may consist of epithets, slurs, negative stereotyping, threatening or intimidating acts, as well as written or graphic material, including but not limited to, jokes and/or pranks.
- c) **Racial Violence:** Racial violence is a physical act of aggression or assault upon another because of, or in a manner reasonably related to, race.

- d) **Religious Violence:** Religious violence is a physical act of aggression or assault upon another because of, or in a manner reasonably related to, religion.

- e) **Sexual Harassment:** Sexual Harassment is a form of sexual discrimination that includes unwelcome sexual advances, requests for sexual favors, sexually motivated physical contact or other verbal or physical conduct or communication of a sexual nature when (1) submission to such conduct is made either explicitly or implicitly a term or condition of participation in a club sponsored or sanctioned activity; (2) submission to or rejection of such conduct by an individual is used as a fact or decision affecting the individual's participation in a club sponsored or sanctioned activity; or (3) such conduct has the purpose or effect of unreasonably interfering with an individual's participation in a club sponsored or sanctioned activity.

- f) **Sexual Violence:** Sexual violence is a physical act of aggression that involves the touching of another's intimate parts, either above or underneath the other person's clothes, or forcing another to touch one's intimate parts, either above or underneath the other person's clothes. Intimate parts include the primary genital area, groin, inner thigh, buttocks or breast of a human being. Sexual violence is a crime. Sexual violence may include, but is not limited to, (1) touching, patting, grabbing or pinching another person's intimate parts, either same sex or opposite sex; (2) coercing or forcing sexual touching on another; (3) coercing or forcing sexual intercourse on another; (4) threatening force sexual touching or intercourse on another.

- g) **Taunting:** Taunting is defined as verbal or physical conduct intended or designed to embarrass, ridicule or demean another. This includes, but is not limited to, statements pertaining to race religion, gender or national origin.

- h) **Showboating:** Showboating is defined as an excessive display or celebration leading to a delay in continuation of play, such as after a goal is scored.

- i) **Vandalism:** Vandalism is the intentional or negligent destruction of property.

- j) **Drug, Alcohol and Tobacco Use:** Drug use is the possession or ingestion, consumption, inhalation or other use of a controlled substance. Alcohol use is the possession or ingestion of alcohol in any form. Tobacco use is the possession or ingestion of tobacco in any form.

- k) **Gambling:** Gambling is defined as wagering or betting on the outcome of a game.

- l) **Inappropriate Language:** Inappropriate language is defined as the intentional or incidental use of obscene, profane, lewd, vulgar speech or gestures. Inappropriate language includes, but is not limited to, cursing and swearing.

8.203 Policies, Rules and Sanctions

Each member shall receive on an annual basis either the Recreational or Competitive Program Handbooks. Listed in those handbooks will be policies, rules and sanctions for the Conduct By-Law.

ARTICLE 9 FINANCES

Section 1: General Rules

9.101 Fiscal Year

CC United's fiscal year shall be from August 1 to July 31 of each year.

9.102 Prohibited Transactions

CC United, its officers, directors, members and any persons acting in or on its behalf, shall take no actions which may adversely affect the persons acting in or on its behalf, shall take no actions which may adversely affect the CC United 's nonprofit and/or tax exempt status or which may otherwise violate any state or federal law.

9.103 Contracts and Banking

The Board of Directors, except as may be otherwise be required by law, the Articles of Incorporation or these By-Laws, may authorize any officer(s) or agent(s) to enter into any contract or to execute and deliver any instrument or document in the name of and on behalf of CC United and such authority may be general or confined to specific instances.

9.104 Acceptance of Gifts

The Board of Directors, committee members and/or employees of CC United may accept on behalf of CC United any contribution, gift, bequest, or devise for the general purpose or any special purpose of CC United. Gifts accepted become the property of CC United.

9.105 Annual Audits

An annual audit shall be conducted of the financial records of CC United. An appropriate auditor or audit committee shall be appointed by the President and approved by the Board of Directors. This audit shall be completed and a report prepared and submitted to the Board of Directors for its review within sixty (60) days of the close of the fiscal year. Such audit shall be available for review by a Member upon request.

9.106 Distribution of Funds Upon Dissolution

In the event of the dissolution or final liquidation of CC United none of the funds held by CC United shall be distributed to any director or Member or individual. The rules of MYSA shall determine the disbursement of such funds, except that all disbursements must be to an organization that qualifies as a tax-exempt entity under Section 501(c) of the Internal Revenue Code as it may be amended from time to time.

ARTICLE 10 AMENDMENT OF BY-LAWS

10.101 Proposal to Amend

Any Member, director or committee of CC United may propose to amend these By-Laws or the Articles of Incorporation by delivering the proposal in written form to the Board of Directors not less than 30 days prior to the Annual Membership Meeting or a Special Membership Meeting.

10.102 Review of the Proposed Amendment

The Board shall review the proposed amendment for form and for any conflict with the other existing Articles of Incorporation, By-Laws and the rules of CC United, MYSA, USYS or USSF and report its recommendation to the membership.

10.103 Notification of Members

Members shall be given notice of the proposed amendment and the recommendation of the Board of Directors in writing no less than thirty (30) days prior to the annual Membership Meeting or Special Membership Meeting-

10.104 Voting

Amendments to the Articles of Incorporation or to the By-Laws may be made by the affirmative vote of two-thirds of the Board members present at a Membership Meeting, a quorum being present.