LAKEVILLE SOCCER CLUB
CONSTITUTION AND BY-LAWS

*****APPROVED AS AMENDED 10/12/10*****

ARTICLE I

NAME

The name of this organization shall be the Lakeville Soccer Club and hereafter referred to as the LSC.

ARTICLE II

PURPOSE

The purpose of the Lakeville Soccer Club (LSC) shall be to promote, foster, and perpetuate the game of soccer on the youth level in the city of Lakeville, State of Minnesota.

ARTICLE III

TERRITORY

The territory of this organization shall be the legal city boundaries of the City of Lakeville and or Independent School District 194 in the State of Minnesota.

ARTICLE IV

HEADQUARTERS

The headquarters of this organization must be within the territory, as defined above. Location of the headquarters will be determined by the members of this organization's officers. The registered address of the Lakeville Soccer Club is P.O. Box 160, Lakeville, MN 55044.

ARTICLE V

The LSC is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, (including the publishing or distribution of statements) or any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII

DISSOLUTION

Upon the dissolution of the organization, the Officers shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Officers shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

Section 1—Membership Area
Membership is open to all residents, 18 years and older, of the City of Lakeville, Minnesota and those areas included in the boundaries of Independent School District 194 Exceptions may be made by a majority of the Board.

Section 2--Voting Membership

Voting members for the purpose of this association are those individuals who meet the requirements of Article VIII, Section 1 and are registered in good standing as a member of the Lakeville Soccer Club and the Minnesota Youth Soccer Association (MYSA). Voting members also include families whose children participate through the use of scholarship funds, and/or all LSC board members—elected or appointed.

Section 3—Voting

Family units who meet the requirements of Article VIII, Section 1 and Article VIII, Section 2 and who have paid a registration fee within the fiscal year between January 1 through December 31, will have one vote at the annual membership meeting and any other general membership meeting called by the Board. Each family unit will have one vote. Absentee voting and/or proxy votes will not be allowed under any circumstances at any general membership meeting.

Section 4--Method of Voting

Voting procedures at the annual membership meeting or any other general membership meeting called by the LSC Board under the provisions outlined in Article XII, Section 4 shall be as follows: Motions properly made and seconded may be decided by voice vote with the presiding officer deciding whether or not the motion is adopted. If the outcome of the voice vote is uncertain, in the opinion of the presiding officer, the presiding officer may request a show of hands from each family represented at the meeting and who are present in the room at the time of the vote, following the preconditions outlined in Article VIII, Section 3. Robert's Rules of Order shall be followed.

ARTICLE IX

BYLAWS
GOVERNMENT

The LSC shall be governed by its constitution and by-laws as presently constituted or as these may from time to time be amended and/or altered.

ARTICLE X

BOARD OF DIRECTORS

BOARD OF DIRECTORS
The affairs and business of the LSC are managed by the Board of Directors (BoD). The Board of Directors shall consist of the President, Vice President, Secretary and Treasurer and such other Directors as the Board of Directors may, from time to time, appoint. There must be at least nine elected Board of Directors, but no more than 13 positions as established from time to time by resolution of the Board of Directors. The officers of the corporation shall be the President, Vice President, Secretary and Treasurer. The Board can also appoint non-voting members as needed.

Section 1--Board Duties

The Board of Directors shall:

1) Transact all business or delegate authority to transact business.
2) Enforce the constitution, by-laws and policies and procedures of the LSC.
3) Oversees club scholarships.
4) Make recommendations for amendments to the Constitution of the LSC.
5) Have complete jurisdiction over LSC's finances, and have exclusive power to make or authorize appropriations.
6) Shall make a report of the LSC's activities during the preceding year at the annual membership meeting.

Section 2—Quorum

A quorum of the Board of Directors shall consist of a simple majority of the elected Board members. The President or Vice President must be present to conduct official LSC business.

Section 3--Frequency of Board Meetings

The regular meetings of the Board are intended to be held on the third Tuesday of each month, or on other days approved by the Board, at a time and location established by the Board. The Board will meet at least 10 times per year.

Section 4--Special Meetings

A special Board meeting may be called at least 48 hours in advance provided all Board members are notified and a majority agree that an emergency necessitates a special meeting. Such notification can be accomplished by phone or email.

Section 5--Conflict of Interest

Any Board member that may have a conflict of interest regarding any matter financial or otherwise that is under consideration by the Board for approval may excuse himself or herself from voting on any motion without penalty or prejudice. Board member(s) who may be reimbursed or otherwise compensated for services directly related to the operation of the LSC shall abstain from voting on any relevant motion(s).

ARTICLE XI

OFFICERS

Section 1--Officers
The officers are the President, the Vice President, Secretary, Treasurer, and Parliamentarian.

Section 2--Time and Place of Election, Term of Office

Elections for all Board officers will be held during the Annual Meeting. The slate of candidates will be developed by the nominating committee 30 days prior to the election. Election shall be by simple majority of the voting members. (See ARTICLE VIII, for definition of "voting members"). The terms of office begin the first board meeting following the Annual Meeting.

For the election of officers at the 1999 Annual Meeting only, four board member terms shall be elected for a period of one year and the remaining five officers shall be elected for a period of two years. Beginning with the 2000 Annual Meeting, all elected board members shall be elected for a period of two years.

Section 3--Removal from Office

An elected board member of this organization shall be removed from office by a two-thirds majority of the Board at a special emergency meeting convened pursuant to Article X, Section 4 or a failure to attend three (3) monthly board meetings in a fiscal year. An elected board member of this organization can also be removed by a simple majority of the voting members who may be convened at an annual meeting, or a special meeting of the general membership called pursuant to Article XII, Section 4.

Any elected board member, appointed director or member who requests removal of an elected board member or appointed director must provide a written report to the full Board prior to the convening of the meeting outlining specific reason(s) for requesting the removal from office. This report shall also be available to any LSC member upon request. The elected board member or appointed director who would be removed under this provision shall also be provided a copy of the report prior to the convening of the meeting and shall have an opportunity to present his or her rebuttal prior to any vote to remove him or her from office.

Section 4—Vacancies

In the event that a vacancy occurs in any office, the Board shall fill the vacancy within one month, or as soon as practicable. A Board meeting must be called to fill a vacancy. A simple majority of the Board is sufficient to effect election. If the vacancy was for an elected member of the Board, the vacancy must be affirmed by the voting members at the next annual meeting.

Section 5—General Operating Guidelines

The LSC shall develop and maintain General Operating Guidelines which describe policies and procedures required by MYSA and policies and procedures for the operation of LSC. Specific policies and guidelines for the overall management of LSC shall include (but not be limited to) duties and responsibilities for positions not described in Article XI, Section 6.

Section 6--Duties of Officers

A. President:
The President shall designate standing committees and appoint members to them. There shall be similar duties in regards to adhoc committees for special purposes. The President shall enforce the regulations of the LSC and supervise organizational affairs. The President shall sign contractual documents with the Treasurer as co-signer for disbursement of funds. He/she also will have the power to call special Board and special meetings of the voting membership, if he/she determines there is an emergency or if any voting members follows prescribed procedure in asking for such a meeting. The President is an ex-officio member of all committees. Acts as primary liaison of LSC with the Minnesota Youth Soccer Association and the Lakeville Athletic Association. This position also oversees the LSC scholarship program. The President is responsible for managing the Director of Coaching (DOC), Club Administrator, In-House Manager, Travel Manager, Boys Head Trainer and Girls Head Trainer.

B. Vice President:
The Vice President shall perform all duties and exercise all the powers of the President during the latter's absence or incapacity. The Vice President will serve as the chair of the Audit Committee. This elected Board position is responsible for ensuring the day-to-day activities of the club operate effectively. The Vice President is responsible for managing, planning, and coordinating the annual LSC soccer tournament. This includes authority, with direction from Board of Directors', to hire a contractor to run the tournament. The Vice President is also responsible for child protection, risk management, end of season survey for In-House and Travel programs, chair of the uniform committee and responsible for managing, Tournament Director, Field Coordinator and Ref Assignor.

C. Secretary:
The Secretary will sign, with the President, contractual documents which reflect approved Board and LSC commitments. In addition, the Secretary will make sure that all Family and Affiliate members sign a register at annual and special meetings, the purpose of which will be to determine the eligibility for petitioning for future special meetings. The Secretary is responsible for giving notices of all meetings, keep a permanent record of all meetings, maintain voting eligibility. The Secretary shall keep a record of all proceedings of the LSC including Board and annual meetings. The Secretary also will keep committee reports on file and conduct official correspondence for LSC. This elected position is responsible for ensuring the day-to-day activities of the club operate effectively. This individual is chair of the Personnel Committee which oversees the annual review of paid contractors working for the club.

D. Treasurer:
The Treasurer shall report the financial status of LSC to the Board at Board meetings and to the voting membership at the annual meeting. The Treasurer also will be responsible for a short and long-range financial plan and forecast, including this subject in an annual report to the voting membership. Exceptions will be identified when establishing fund raising projects. The Treasurer shall keep and maintain financial records, disburse funds per the authority of the board of directors and report financial condition at meetings. The Treasurer shall be responsible for keeping the bank accounts of the LSC in satisfactory order according to commonly accepted business practices. This Treasure shall investigate new fundraising and business sponsorships/contributions to allow LSC to continue to offer affordable soccer programs to its membership. This position oversees concessions activities of the club. This elected board position is responsible for managing the Finance Manager and Fundraising Manger.

E. Communcations:
The Communications Director shall maintain lines of communication between players, coaches, parents and the Club. He/she will provide technical direction and assistance for operation of the club, this includes assistance in maintaining website, electronic databases, text messaging and social media websites. The Communications Director is also responsible for ensuring each LSC meeting is run according to Robert's Rules of Order and maintains the LSC Constitution and By-laws.

F. Boys Coordinator U6-U19:
This elected Board position is responsible for maintaining communication between parents, players, coaches and the Club. Work side-by-side with In-House and Travel Director developing guidelines, policies and insight. Attend team manager meetings, oversee club resources allocation and assist with the end of season survey. Assist with team formations after tryouts and form fall teams based on player availability and tryout results. This position also works with In-House and Travel Manager on field availability and coordination with other teams and clubs.

G. Girls Coordinator U6 through U8:
This elected Board position is responsible for maintaining communication between parents, players, coaches and the Club. Work side-by-side with In-House and Travel Director developing guidelines, policies and insight. Attend team manager meetings, oversee club resources allocation and assist with the end of season survey. Assist with team formations after tryouts and form fall teams based on player availability and tryout results. This position also works with In-House and Travel Manager on field availability and coordination with other teams and clubs.

H. Girls Coordinator U9 through U12:
This elected Board position is responsible for maintaining communication between parents, players, coaches and the Club. Work side-by-side with In-House and Travel Director developing guidelines, policies and insight. Attend team manager meetings, oversee club resources allocation and assist with the end of season survey. Assist with team formations after tryouts and form fall teams based on player availability and tryout results. This position also works with In-House and Travel Manager on field availability and coordination with other teams and clubs

I. Girls Coordinator U13+:
This elected Board position is responsible for maintaining communication between parents, players, coaches and the Club. Work side-by-side with In-House and Travel Director developing guidelines, policies and insight. Attend team manager meetings, oversee club resources allocation and assist with the end of season survey. Assist with team formations after tryouts and form

ARTICLE XII

VOTING MEMBERSHIP

The voting members of LSC shall consist of one representative from each family that has paid a registration fee within the current fiscal year, or as defined in Article VIII, Section 2.

Section 1--Certification of Eligible Voting Members

Each September, the Treasurer shall notify the Secretary of the names of eligible voting members together with that of the Board of Directors. This will be used to notify individuals of the annual meeting as well as serve as voting member credentials. The Secretary also will use this list for notifying the voting membership of special meetings.

Section 2--Annual Meeting

The annual meeting shall take place each year during October at a time and place designated by the Board at least 30 days in advance.

Section 3--Business at Annual Meeting

The voting membership shall be presented a report by the Board concerning previous year's operations, giving voting members a chance to comment and make recommendations. The voting members also shall have the power to ratify, alter, or reject decisions and/or policies of the Board.

Section 4--Special Meetings of the Voting Members

A) The Board can call a special meeting of the voting members with a simple majority vote.

B) A voting member may ask the Board for such a meeting on presentation of a petition containing the signatures of current voting members equal to or exceeding in number a majority of members at the last previous annual meeting. The Secretary must receive the petition at least two weeks in advance of such a proposed meeting and, after certifying the signatures as being valid current voting members, shall notify all voting members of a special meeting at least seven days in advance.

C) The Secretary shall have all voting members sign a roster at each meeting and this roster shall include name and phone number. The Secretary then will prepare, upon request, to furnish a list of attendees of the previous annual meeting to members in good standing who wish to prepare amendments. This will be furnished for a $10 fee to cover expenses.

ARTICLE XIII

AMENDMENTS

Section 1--Vote Required

Changes to the Constitution and by-laws of the LSC must be approved by a vote of at least twothirds
of the voting members present at either the annual meeting, or at a special membership meeting convened under the provisions outlined in Article XII, Section 4. The provisions of Article XIII, Section 2 must be followed in order for any proposed change(s) to be enacted to the Constitution and by-laws.

Section 2--How to Propose Amendments

Amendments or changes to the Constitution may be proposed by any member. The proposed amendments will be discussed and voted on at the annual meeting or special membership meeting called specifically for this purpose under the provisions outlined in Article XII, Section 4. The Secretary shall place a notice in the *Life and Times* or other local news publication at least 10 days in advance of the meeting stating the amendments. A quorum, for the purpose of amending the LSC Constitution and By-Laws shall be defined as being at least five times the number of board members present. A minimum 2/3 majority vote of members present is required to change the Constitution and By-laws.

ARTICLE XIV

MISCELLANEOUS PROVISIONS

Section 1—Logos

Any logos and symbolic representations sold or used by LSC must be approved by the Board prior to use by any LSC team and/or member.

Section 2—Immediate Past President

The Immediate Past President will serve as a non-voting member of the Board of Directors. The Immediate Past President will serve as the chair of the Nominating Committee.

Section 3--Committees

A. Standing Committees

1. Nominating Committee - This committee shall recognize and seek qualified nominees for the elected positions of LSC. The President shall not be an ex-officio member of this committee. The President shall appoint the chair of the Nominating Committee. The committee shall consist of a minimum of 5 people, 2 of which must be non-LSC Board members.

2. Audit Committee - This committee shall provide assurance that published LSC financial reports properly reflect the operating results and financial condition of the LSC. The committee shall provide assurance that the Board is adequately and currently informed through reports and other methods of the condition of LSC and its operations. The committee will ascertain that the Board and its contractors have established appropriate polices to define and identify conflicts of interest in the organization and is diligently administering and enforcing those polices. The committee shall consist of a minimum of 3 people, one of which is a non-Board member.

3. Personnel Committee - This committee shall provide annual reviews of all LSC contractors and shall have oversight of the recruitment, selection and approval of all LSC contractors. The committee shall consist of a minimum of 3 people, one of which is a non-Board member.

4. Tournament Committee - This committee shall serve as a resource for the Pan-O-Prog Tournament and provide oversight into all operations of the tournament. The committee shall consist of a minimum of 3 people, one of which is a non-Board member.

5. All Board members are ex officio members of all Standing Committees, except the at the President cannot be such a member of the Nominating Committee.

B. Special or Ad Hoc Committees

1. Definition - A Special or Ad Hoc Committee is appointed to perform a special function that is beyond the authority or capacity of a Standing Committee. These committees generally expire upon the completion of assigned duties, although they can be renewed.

2. Formation - A Special or Ad Hoc Committee can be formed at the discretion of the President or through a simple majority vote of the Board members.

3. Membership - All active Board members are ex officio members of all Special or Ad Hoc Committees.

Section 4—Sponsorships or Contributions

Any individual representing the Lakeville Soccer Club, its Board of Directors, or teams playing under the auspices of the Lakeville Soccer Club may solicit sponsorships or contributions from businesses or other organizations. The Lakeville Soccer Club may adopt operating guidelines that allow the Board to prohibit sponsorships and/or contributions that are deemed to be inappropriate. The Lakeville Soccer Club Board shall have ultimate authority on all decisions regarding sponsorships and/or contributions.

Use of corporate or other logos or symbolic representations other than the official Lakeville Soccer Club logo must follow policies and/or guidelines established by the LSC Board of Directors.