



Wilson United Soccer Club BYLAWS

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BYLAWS OF WILSON UNITED SOCCER CLUB

A Tennessee Association (or the "Corporation") Created under the Not-for Profit Association Law of the State of Tennessee. These bylaws serve as the binding constitutional authority for Wilson United Soccer Club and entities associated therein.

ARTICLE I – NAME

1.1 Name

- 1.1.1. The name of the Corporation is the "Wilson United Soccer League, Inc.". The Corporation also conducts business under the name of Wilson United Soccer Club or WUSC.

1.2 Purpose

- 1.2.1 Wilson United Soccer Club is an educational organization whose mission is to foster the physical, mental and emotional growth for the youth in Wilson County, Tennessee through the sport of soccer.
- 1.2.2 Wilson United Soccer Club is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.
- 1.2.3 The Wilson United Soccer Club will in no manner directly or indirectly participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

1.3 LOCATION

- 1.3.1 The offices and all activities for the Wilson United Soccer Club are located in Wilson County, Tennessee. This fixed location can change by a vote of the Board of Directors.



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ARTICLE II - GOVERNING BODY

2.1 GOVERNING AUTHORITY

2.1.1. The governing authority of the Corporation shall be vested with the Board of Directors of the Corporation, comprised of elected and appointed members, whose powers shall be delegated in the Bylaws.

2.2 EXECUTIVE BOARD MEMBERS

2.2.1 The Executive Board Members shall be the President, Vice-President, Secretary, Treasurer, and Risk Management.

2.3 TERM OF ELECTED BOARD MEMBERS

2.3.1 The Elected Board Members shall be selected by majority vote of the WUSC Board of Directors at the February Meeting of the Corporation if candidates exist. Mid-Term elections for specific offices may be allowed if approved by the majority vote of the Board of Directors. If unopposed, officers continue to hold office until such time as a candidate is found and elections are arranged. If necessary, mid-term elections for offices may be allowed if approved by the majority vote of the board.

2.3.2 The Board of Directors shall create an ad hoc selection committee to fill open positions.

2.3.3 All Elected Board Members shall be elected for a two-year term.

2.3.4 Candidates for office may be nominated by any voting member of the Board of Directors or Committee Volunteers.

2.3.5 The President and Risk Management Coordinator shall be elected in odd number years and shall assume office immediately following the adjournment of the meeting of their election.

2.3.6 The Vice President, Secretary, and Treasurer shall be elected in even numbered years and shall assume office immediately following the adjournment of the meeting of their election.

2.3.7 Executive Board Members can only serve in one elected board position during their term, but may fill appointed positions, chair committees and service in any committee.

2.3.8 Removal of an Executive Board Member. Any member of the Executive Committee may be removed from office by a majority vote of the entire Board of Directors. Notice of intent to remove an Executive Committee member must be presented, in writing, to the President no less than fifteen (15) days prior to a



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meeting where this matter is to be addressed. If the President is party to the motion, the Vice President shall receive the written motion and conduct all business on this matter. All motions for removal must clearly state the reason, and if possible, provide evidence or statements of fact. These rules for removal may be amended, as individually needed, by a two-thirds (67%) vote of the entire Board of Directors.

2.4 APPOINTED BOARD MEMBERS

2.4.1 The Appointed Board Members shall be the Select Registrar, Recreation Registrar, Vendor Management, Marketing Director, Sponsorship Director, Concession Coordinator, Tournament Director, Adult League Coordinator, Select Team Manager and Field Coordinator.

2.5 TERM OF APPOINTED BOARD MEMBERS

- 2.5.1 The Appointed Board Members shall be confirmed by majority vote of the WUSC Board of Directors at any regularly scheduled or adhoc meeting.
- 2.5.2 All Appointed Board Members shall be appointed by the President for an unlimited term, but the member serves in the position at the pleasure of the President until removed by the President for cause or resignation by the member.
- 2.5.3 Addition and /or reduction of Appointed Board position shall be allowed through the By-law Committee

2.6 MEETINGS OF THE BOARD OF DIRECTORS

- 2.6.1 Regular meetings of the Board of Directors should normally be held monthly but shall not be held fewer than ten (10) times per year.
- 2.6.2 The Board of Directors shall hold other meetings whenever the President deems it necessary or when the President is specifically instructed to call a meeting, in writing, by three or more members of the Board of Directors.
- 2.6.3 At all meetings of the Board of Directors, five (5) members shall constitute a quorum for the transaction of business.
- 2.6.4 If a meeting is called for the purpose of filling a vacancy in office, a quorum must be present.
- 2.6.5 Minutes of meetings shall be recorded, maintained and shared by the Secretary.
- 2.6.6 Attendance by telephonic or virtual (online) to meetings is allowed. Participation in such a meeting by telephonic or online means shall constitute presence in person at a meeting, and to meet a quorum.
- 2.6.7 No more than three (3) unexcused absences from a meeting by the Board of Directors will be tolerated. More than three (3) unexcused absences may result



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in removal from the board. Unexcused absence is defined by failing to give notice of a valid reason for missing the board meeting to the Secretary within at least twenty-four (24) hours of the meeting.

- 2.6.8 Any Board of Director, either Elected or Appointed, may resign their position by submitting the written resignation to the President.

2.7 COMPENSATION FOR BOARD OF DIRECTORS SERVICE

- 2.7.1 Members shall receive no compensation for carrying out their duties as directors. However, the Board may adopt policies, or an individual motion, allowing for reasonable reimbursement of members for expenses incurred in conjunction with carrying out Corporation responsibilities.

2.8 COMPENSATION FOR PROFESSIONAL SERVICES BY DIRECTORS

- 2.8.1 Members are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board of Directors Conflict of Interest Policy and any applicable state law.

2.9 COMPENSATION FOR OTHER INDIVIDUALS

- 2.9.1 The Board of Directors may at their discretion hire individuals from time to time. Any individual receiving payment or salary shall not have voting privileges.

ARTICLE III - DUTIES OF BOARD OF DIRECTORS MEMBERS

3.1 GENERAL DUTIES OF BOARD OF DIRECTORS MEMBERS

- 3.1.1 The Board of Directors shall have vested the responsibility and authority to:
- 3.1.1.A Interpret and enforce the Corporation's Bylaws and the Policies and Procedures.
 - 3.1.1.B Formulate and amend Rules in order to serve the best interests and objectives of the Corporation.
 - 3.1.1.C Reprimand, suspend, bar completely, or otherwise discipline any member, player, coach, referee, administrator, parent, or affiliated team for violations of the Corporation's Constitution, Bylaws, and/or the Policies and Procedures.
 - 3.1.1.D Budget for and administer the funds of the Corporation subject to ratification and approval by the Board of Directors.
 - 3.1.1.E Hire, supervise, and terminate employees.



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- 3.1.1.F Confirm individuals to fill vacancies on the Board of Directors until the next regular election.
- 3.1.2 Each member shall carry out his or her duties in a responsible manner, acting only in the best interests of the Corporation and its membership.
- 3.1.3 Each member shall be prepared to report on his or her activities and areas of responsibility at meetings of the Board of Directors and general membership
- 3.1.4 Each member shall follow the Corporation's Financial policy regarding budget proposals, expense reports, and handling of Corporation monies.
- 3.1.5 Each director shall be familiar with the rules of the Corporation, TSSA, USSF, and its divisions.
- 3.1.6 The Board of Directors, with the President as Chairman, serves as the Corporation's Appeals and Discipline Committee to hear protests and appeals and make decisions on appropriate disciplinary action for incidents of misconduct.
- 3.1.7 Shall have the authority to make emergency decisions for the Corporation between regular Board of Directors meetings.
- 3.1.8 The board of directors shall have full power and authority to borrow money whenever, in the discretion of the board, the exercise of said power is required in the general interests of this corporation, and in such case the board of directors accepts a motion to do so and approves by $\frac{2}{3}$ majority, may then authorize the proper officers of this corporation to make, execute and deliver in the name and behalf of his corporation such notes, bonds and other evidence of indebtedness as said board shall deem proper.

3.2 SPECIFIC DUTIES OF MEMBERS

3.2.1 President

- 3.2.1.A Serves as Chairman of the Board of Directors,
- 3.2.1.B Presides at all meetings of the Board of Directors,
- 3.2.1.C Serves as an ex-officio non-voting member of all Corporation committees
- 3.2.1.D Appoints committee chairmen and committee members as required.
- 3.2.1.E Votes in committees only in case of a tie vote.
- 3.2.1.F Must review with the Treasurer and Vice President on a monthly basis all bank records and statements.
- 3.2.1.G The President may legally enter into contracts on behalf of the Corporation only after the Risk Management Coordinator, or the Corporations Legal Counsel on behalf of the Corporation, signs off in writing that the contract and its terms are acceptable to enter into.



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3.2.2 Vice President

- 3.2.2.A Assists the President with relationships with other groups, paperwork, and matters outside the organization of teams and the play of the game.
- 3.2.2.B Presides at meetings of the Board of Directors, and membership in the absence of the President.
- 3.2.2.C Must review with the Treasurer and President on a monthly basis all bank records and statements.
- 3.2.2.D Post public notices of all meetings pursuant to Robert's Rules of Order.

3.2.3 Secretary

- 3.2.3.A Records and distributes minutes of all meetings of the membership, and Board of Directors.
- 3.2.3.B Maintains lists of members in good standing and voting eligibility for meetings.
- 3.2.3.C Coordinate with the Operations Team to maintain all permanent records of the Corporation.
- 3.2.3.D Responsible for all written communications of the Corporation, meeting notices, communication with TSSA, and contact with other leagues.
- 3.2.3.E Creates an agenda for each meeting and distributes to all Board of Directors members no less than twenty-four (24) hours before the next meeting.
- 3.2.3.F Presents minutes from the previous meeting and distributes to all Board of Directors members no less than twenty-four (24) hours before the next meeting.
- 3.2.3.G Keeps up with members' attendance at meetings and provides a report to the Board of Directors.

3.2.4 Treasurer

- 3.2.4.A Prepares the annual budget in June of each year and submits it to the Board of Directors for approval.
- 3.2.4.B Maintains records and receipts of all money to be deposited in a recognized bank in the name of the Corporation.
- 3.2.4.C Submits financial reports at least quarterly to the President and general membership.
- 3.2.4.D Produces all financial records when required by the Board of Directors, properly balanced, and reflecting the current financial status of the Corporation.



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- 3.2.4.E Prepares and files tax returns in a timely manner.
 - 3.2.4.F Prepares any and all financial documents pertaining to the Corporation's Charter of Incorporation and tax-exempt status and can arrange for periodic audits of the Corporation's books.
 - 3.2.4.G Must be bonded.
 - 3.2.4.H Must review with the President and Vice President on a monthly basis the bank records and statements of the Corporation.
 - 3.2.4.I Shall make financial records available to executive board members per request within 24 hours.
- 3.2.5 Risk Management Coordinator
- 3.2.5.A Serves as manager for the Corporation's Risk Management Program.
 - 3.2.5.B Communicates and distributes educational material on risk management, as necessary.
 - 3.2.5.C Obtains signed Employment/Volunteer Disclosure Statements for all coaches, managers, administrators, employees, and volunteers with exposure to youth of the Corporation as necessary.
 - 3.2.5.D Ensures that all necessary forms for the state office are completed and submitted.
 - 3.2.5.E Maintains that all insurance is valid and up to date.
 - 3.2.5.F Reviews any and all contracts that the Corporation wishes to enter into and must sign off in writing prior to any Executive Board Member signing a contract for any good or service.

3.3 STANDING COMMITTEES

- 3.3.1 The President shall appoint chairmen and members to serve on standing committees if necessary.
- 3.3.2 Specific duties and responsibilities of each committee, procedures for selecting committee members, and job descriptions for committee members shall be established by the Board of Directors and detailed in these Bylaws or the Corporation's Policies and Procedures.
- 3.3.3 Committee members who fail to carry out their duties in a responsible manner or whose actions are detrimental to the Corporation and/or its programs may be removed from their position by the Board of Directors in accordance with the disciplinary policy.
- 3.3.4 Standing Committees and their general areas of responsibility shall be as needed:
 - 3.3.4.A **By-Laws:** Chaired by the President, responsible for reviewing club rules, policies, and by-laws. This committee will assist with



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- clarifications or improvements to the articles of the Board
- 3.3.4.B **Personnel:** Chaired by the President, this adhoc committee provides direction on hiring, management and termination of operational personal
- 3.3.4.C **Budget:** Chaired by the Treasurer; responsible for preparation of the Corporation's annual budget and presentation of the proposed budget to the Board of Directors.
- 3.3.4.D **Recreation Committee:** Chaired by the Recreation DOC(s). This committee controls the daily operational activities for the Rec Soccer members and Adult Soccer members. The committee will focus on player development of the game and management of Recreation coaches.
- 3.3.4.E **Select Committee:** Chaired by the Select DOC(s). This committee controls the daily operational activities for the Select Soccer members. The committee will focus on player development of the game and management of Select coaches.
- 3.3.4.F **Culture Committee:** Chaired by the Vice President. This committee will drive the culture of the Corporation. Through this committee communication and training for Parents, Players and Coaches are key to help maintain proper behavior, understanding and culture.
- 3.3.4.G **Concession:** Chaired by the Concession Coordinator. This committee will manage the concessions at tournaments and club games.
- 3.3.4.H **Vendor:** Chaired by the Vendor Manager. This committee works with our vendors that support operations within the club. Centralizing this committee allows us to better manage relationship, improve service and pricing to the club.
- 3.3.5.I **Selection Committee:** The selection committee is made up of six (6) members to assist in the evaluation of recommended selected members to the Board of Directors. This committee will be formed with two (2) appointed members, two (2) soccer operations team members, and 2 selected board members. The committee will recommend a person for each open selected board position. The Secretary will assist in identifying the selection committee members and coordinate the evaluation process. If the Secretary is not available, then the process will be coordinated by the President. The Secretary or the President do not have to be on the Selection Committee but can be members too.
- 3.3.4.J **Ad Hoc Committees:** The President shall appoint other committees that are deemed in the best interest of the Corporation. Any member



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of the Board of Directors shall be eligible to serve on any committee. The chairperson may either be appointed by the President or selected by the committee members. The President shall have authority over any Ad Hoc Committee.



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ARTICLE IV - BOARD OF DIRECTORS MEETINGS

4.1 DATES

4.1.1 The Corporation may hold a general membership meeting annually in the month of January. General membership is defined by participation in the Corporation's recreational, Select, adult or referee programs in the previous and/or current calendar year.

4.2 PARLIAMENTARY PROCEDURES

4.2.1 Robert's Rules of Order, latest edition, shall be the parliamentary authority for all meetings of the Corporation, unless otherwise agreed to by the participants by a 2/3 vote.

4.3 VOTING ELIGIBILITY

4.3.1 All members of the Board of Directors, except the President, shall have voting rights on motions presented. The President shall vote only to cast a tie breaking vote.

4.3.2 In no event shall Proxy voting be accepted. Voting members who are eligible to vote must be present at the meeting to be able to cast their vote.



ARTICLE V - AMENDMENTS

5.1 APPROVAL OF AMENDMENTS

- 5.1.1 Amendments to the bylaws must be approved by two-thirds of the voting members of the Board of Directors at a regular or called meeting.
- 5.1.2 Proposed amendments may be submitted by any Board of Directors member.
- 5.1.3 Proposals should include the number and text of the current rule, the text of the proposed new or revised rule, and the reason for the change.
- 5.1.4 Proposals to revise or amend the Bylaws shall be submitted, in writing, to the President at least 30 days in advance of the regular or called Board of Directors meeting.
- 5.1.5 Amendment proposals shall be published for study by affiliated members at least 14 days prior to the regular or called Board of Directors meeting at which the proposal will be considered.

ARTICLE VI – RESERVED FOR FUTURE USE

ARTICLE VII – CLERICAL CORRECTION

- 7.1 General grammatical and spelling errors can be fixed as long as the by-law meaning and interpretation is not adjusted. The adjustments will be confirmed by the By-Law committee and documented.

ARTICLE VIII - DISSOLUTION OF THE CORPORATION

8.1 DISSOLUTION CLAUSE

- 8.1.1 The Corporation may be dissolved only with authorization, first, by its Board of Directors given at a special meeting called for that purpose and, second, with subsequent approval by a two-thirds (2/3) vote of the eligible voting membership
- 8.1.2 Upon dissolution or other termination of the Corporation, assets shall be first distributed to an exempt purpose that aligns with the educational mission of the Corporation. Finding none, then distribution shall be for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then



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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.

Appendix A – Corporation Financial Policy

Appendix B - Conflict of Interest Policy

Appendix C - Disciplinary Policy