

# **BYLAWS OF THE HODAG SOCCER CLUB, INC.**

## **1. NAME AND PURPOSE**

**1.1 Name.** The name of the Association shall be the HODAG SOCCER CLUB, INC. (It may be on occasion referred to as “the Association”).

**1.2 Purpose.** This Corporation is organized to carry out exclusively charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and for the primary purpose of providing support by supplementing and enhancing the programs and projects within the Rhinelander High School Soccer program for which funds are not available through federal, state or local sources, by securing and distributing tax-deductible contributions and donations from individuals, corporations and foundations for the specific benefit of the Rhinelander High School Soccer program and the Rhinelander community.

**1.3 Membership.** Membership in good standing in the HODAG SOCCER CLUB, INC, organization is defined as any parent or legal guardian of a youth, coaches or other individuals dedicated to the promotion of soccer that has participated in a HODAG SOCCER CLUB, INC program during the year. Membership in good standing includes the full payment of all fees related to the participation of the parent or guardian’s child. No member with fees payable to HODAG SOCCER CLUB, INC will retain any rights of membership.

**1.4 Affiliation.** This association is an affiliated member of the Wisconsin Youth Soccer Association and the Central Wisconsin League and will abide by the respective rules.

**1.5 Authority.** HODAG SOCCER CLUB, INC, shall be governed by its Articles of Incorporation, these Bylaws and the laws of the State of Wisconsin. The authority of HODAG SOCCER CLUB, INC, except where otherwise delegated herein, is vested in the Board of Directors and its designated Executive Committee.

## **2. BOARD OF DIRECTORS**

**2.1 Duties and Powers.** All corporate powers of the HODAG SOCCER CLUB, INC. shall be exercised by or under the authority of the Board of Directors (at times referred to as the “Board”). The property and business of the HODAG SOCCER CLUB, INC. Fund shall be managed and controlled by the Board.

**2.2 Number.** The Board of Directors shall consist of three (3) to four (4) directors. The officers of the Association shall, by virtue of their election to said offices, be Directors of the Association.

**2.3 Terms.** The initial three (3) officers shall be elected to serve for a one (1) year term. Subsequent officers and directors will serve (2) year terms.

**2.4 Meetings.** The Board shall meet within one (1) month after taking office. Thereafter, the Board shall meet at least once every three (3) months during the fiscal year. Special meetings of the Board may be called by or at the request of either the President or any three (3) directors. The person or persons authorized to call special meetings of the Board may fix any reasonable time for the holding of any special meeting of the Board.

**2.5 Annual Meeting.** The annual meeting of the members of the HODAG SOCCER CLUB, INC shall be held in the month of September at such place and on such day and hour as the Board determines.

**2.6 Quorum.** A quorum for any meeting of the Board shall consist of a majority of the directors' present at a meeting.

**2.7. Removal.** Any officer or director may be removed from office by the affirmative vote of a majority of the Board of Directors, provided that the notice of such meeting included such removal as an item of business to be undertaken at the meeting. Any director or officer of the Association may be removed by such affirmative vote, if, in the opinion of such majority, the best interests of the Association would be served thereby, or if, in the opinion of the majority, other sufficient cause exists for removal.

**2.8 Voluntary Termination.** Consistent unexcused absences on the part of any Board member to regularly scheduled meetings of the Board shall serve to prompt the President of the Board to inquire as to whether the member intends to remain on the Board. If the member indicates he/she is no longer interested or does not reply, the President shall ask the member to suggest a new board member. Voluntary termination and suggesting a possible replacement is possible anytime by request of the individual board member.

**2.9 Vacancies.** If there are vacancies, the remaining Board of Directors shall appoint an individual to fill the vacancy. Any director selected to fill a vacancy shall be selected for the unexpired term of his predecessor in office.

**2.10 Presumption of Assent.** A director of the Association who is present at a meeting of the Board of Directors, or a committee thereof of which he/she is a member, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**2.11 Compensation.** All members of the Board of Directors shall serve without compensation.

**2.12 Conflict of Interest.** No contract or other transaction between the Association and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or has a material financial interest, shall be either void or

voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because an interested director is counted for such purpose, if (1) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for that purpose, without counting the votes or consents of such interested directors; or (2) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve, or ratify such contract or transaction is fair and reasonable to the Association. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

**2.13 Activities not Allowed.** No substantial part of the activities of this Association shall be used for the carrying on of propaganda or otherwise attempting to influence legislation, and this Association shall not participate in or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office. This Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United State Internal Revenue Law or (b) by a corporation contributions to which are deductible under Section 180(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

**2.14 Committees.** The Board of Directors may designate one or more additional committees to plan activities and carry out the functions of the Association.

### **3. OFFICERS**

**3.1 Number.** The principal officers of the Association shall be a President, Vice President, a Secretary/Treasurer.

**3.2 Election and Terms of Office.** All officers of the Association shall be elected by consensus of the members of the Board of Directors at the Annual Meeting of the Association and they shall assume office at the close of the Annual Meeting. Each officer shall hold office until his or her successor has been elected, until he or she has resigned or has been removed by any manner provided by law or voluntarily recuses him or herself, under Section 2.6 or 2.7 of these bylaws.

**3.3 President.** The President shall preside at all meetings of the Board of Directors. The President shall be the executive officer of the Association and shall, subject to the control of the Board of Directors, in general, supervise, control, and manage all of the business and affairs of the Association. The President shall recommend the appointment of all committees of the Board of Directors. He or she shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Association as shall be deemed necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. He or she shall have authority to sign, execute and acknowledge, on behalf of the Association, all deeds, mortgages, bonds, stock, powers, contracts, leases, reports, and all other documents or

instruments necessary or property to be executed in the course of the Association's regular business and which shall be authorized by the Board of Directors, he or she may authorize the vice-president or other officer or agent of the Association to sign, execute and acknowledge such documents or instruments. In general, he or she shall perform all duties incident to the office and such other duties as may be described by the Board of Directors from time to time.

**3.4. Vice President.** In the absence of the president, or in the event of his/her death, inability or refusal to act, the vice-president shall perform the duties of a president, and when so acting shall have the powers of and be subject to all of the restrictions upon the President. The vice-president shall perform such other duties and have such other authority, as from time to time, may be delegated or assigned to him by the President or by the Board of Directors. The execution of any instrument of the Association by the vice-president shall be conclusive evidence, as to third parties, of his authority to act instead of the president.

**3.5 Secretary.** The secretary shall attend all meetings of the Board and shall maintain all records and record all votes and minutes of all proceedings in books to be kept for that purpose. The secretary shall also see that notice as required herein of all meetings is given to members of the Board, that all such members receive copies of minutes of all meetings of the Board. The secretary shall perform other such duties that may be prescribed by the Board. The secretary or person designated by him/her shall be charged with the responsibility of general management of activities of the HODAG SOCCER CLUB, INC. and the implementation of resolutions and directives of the Board.

**3.6 Treasurer.** The treasurer shall be responsible for the certificate of an accurate accounting of receipts and disbursements. Depositories shall be designated by the Board. Records of all financial transactions and of the financial condition of the HODAG SOCCER CLUB, INC. shall be submitted to the Board at regular meetings of the Board and whenever requested by the Board. All checks, drafts, or orders for the payment of money in excess of \$500 shall be approved by two officers. Expenses less than \$500 shall be approved the Treasurer, and no check shall be signed in blank.

**3.7 Assistants and Acting Officers.** The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the Association in his stead, or to perform the duties of such officer whenever for any reason it is impractical for such officer to act personally, and such assistant or acting officer or other agent so appoint by the Board of Directors shall have the power to perform all the duties of the office to which he is so appointed to be assistant, or as to which he is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

**3.8 Resignation.** Any director wishing to resign his/her position prior to the completion of his/her term must do so in writing.

**3.9 Removal.** Any director may be removed by majority vote of the Board upon its determination that such action is in the best interest of HODAG SOCCER CLUB, INC. A director who is absent from three Board meetings in a twelve-month period may be removed from the Board by a majority vote of the Board.

#### **4. HODAG SOCCER CLUB, INC. FUND**

**4.1 Corpus.** The corpus of the Association shall consist of such contributions, gifts and bequests as may be contributed to, designated for or received by the Association to be held exclusively for the charitable, scientific, or educational purposes of the community of Rhinelander and surrounding areas. The Association is authorized to accept and receive any contributions by bequest, device, gift or contributor; and the Association is authorized to hold, administer, and apply such contributions pursuant to those said terms and conditions provided only that such terms and conditions are completely consistent with the exclusive education and co-curricular purposed of the Association.

**4.2 Income.** The net income of the Association, following the payment of all necessary expenses of administration and maintenance shall, based upon the recommendation of the Board of Directors, be applied consistent with the purposes set forth in Article 1.2 above. No part of the net earnings of this Association shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors, or other private person.

**4.3 Investments.** The Association by its Board of Directors may hold, invest or reinvest any funds or properties received by it, when not otherwise specifically provided by bequest, device, deed, or gift, according to the sole judgment of the Board of Directors, subject only to the conditions of these Bylaws and the educational and co-curricular purposes of the Association, without being restricted as to diversification and investment or as to types of investments. The Association may accept and retain all or any part of any property in the form received for as long a period as it sees fit, provided, however, that no action shall be taken on behalf of the Association if such action is prohibited or will result in the denial of a tax exemption under Section 501 or 502 of the Internal Revenue Code and regulations hereunder or amendments thereto. No director or officer of the Association shall be liable for any loss thereto. No director or officer of the Association shall be liable for any loss sustained by the HODAG SOCCER CLUB, INC. unless such loss is the direct result of gross negligence, intentional wrongdoing, or bad faith on the part of such officer or director.

**4.4 Administration of the Fund.** The Fund shall be administered pursuant to the Articles and Bylaws of this Association under the direction of the Board of Directors and officers hereof. The Association is authorized and empowered to engage or retain such agents, attorneys, accountants, investment counsel, and other firms and person as may be determined from time to time by the Board of Directors to be necessary and appropriate for the purpose of the Association.

#### **5. SPECIAL CORPORATION ACTS**

**5.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of an on behalf of the Association. Such authorization may be general or confined to specific instances. In the

absence of other designation, all deeds, mortgages, and instruments of assignment of pledge made by the Association shall be executed in the name of the Association by the President, Vice-president, and by the Secretary or assistant to the Secretary, the Treasurer or Assistant Treasurer; when so executed, no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

**5.2 Loans.** No indebtedness for borrowed money shall be contracted on behalf of the Association, and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

**5.3 Evidence of Indebtedness.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall, from time to time, be determined by or under the authority of a resolution of the Board of Directors.

**5.4 Deposits.** All funds of the corporation, not otherwise designated, shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

**5.5 Receipt and Disposition of Property.** The Association may receive and accept property, whether real, personal, or mixed, by way of gift, bequest or device, from any person, firm, trust or corporation, which property may be held, administered, sold, transferred, or otherwise disposed of by the appropriate officers of the Association. However, no gift, bequest or device of any property shall be received and accepted by the Association if it is conditioned or limited in a manner that is inconsistent with the purposes of the Association, or with the maintenance of a tax exempt status of the Association. The principal and income of all property received and accepted by the Association shall be held, administered and invested to advance the purposes of the Association. The Association may make payments or distributions from income in advancement of the purposes of the Association. The funds of the Association may be invested in any property or securities deemed prudent in the judgment of the Board of Directors. Such judgment may be exercised with the assistance of or may be delegated to any independent outside investment counsel, bank, or trust company selected by the Board of Directors.

**6. RULES OF ORDER.** Robert's Rules of Order (Revised) shall be recognized as the authority governing all meetings if not in conflict with these Bylaws.

**7. DISSOLUTION.** If it is determined by a sufficient vote of the Board that the Association shall be dissolved pursuant to Wis. Stats. §181.1403, any remaining assets of the HODAG SOCCER CLUB, INC. shall be distributed to an organization or organizations recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, and used exclusively to accomplish the purposes for which this Corporation is organized.

**8. INDEMNIFICATION.** The Association shall indemnify all of its officers and directors and prior officers and directors to the fullest extent now or hereafter permitted by the Wisconsin Nonstock Corporation Law. Every person who is or was a director or officer of this Association (together with the heirs and personal representatives of such person) shall be indemnified by the Association against all loss, cost, damages and expenses (including reasonable attorneys fees) asserted against, incurred by or imposed upon him in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which he/she is made or threatened to be made a party by reason of his/her being or having been such director or officer, except as to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his/her duty as such director or officer in relation to the matter involved. The foregoing rights of indemnification shall be in addition to all rights which officers, directors, or employees may be entitled as a matter of law.

**9. FISCAL YEAR.** The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

**10. GENDER.** Wherever within these Bylaws a masculine term is used, it shall be construed as including both male and female.

**11. AMENDMENTS.** These bylaws may be amended, altered, repealed, or added to at any regular or special meeting of the Board of Directors by affirmative vote of the majority of the membership entitled to vote; provided that notice setting forth the proposed amendment shall have been provided to all members at least two (2) days prior to the date of such meeting.

THE FOREGOING BYLAWS were adopted by the Board on November 11th 2020.