

Bylaws Of
Evansville Soccer Club, Inc.
[Non-Stock Corporation under Chapter 181] Amended
April 23, 2025

ARTICLE I

General

Section 1. Name. The name of this organization is Evansville Soccer Club, Inc. (the "Corporation" or the "Club").

Section 2. Purposes of Corporation. The Corporation shall:

- A. Promote soccer in and around Evansville, Wisconsin. In that regard, it shall educate participants and supporters in the fundamentals of soccer and by teaching good sportsmanship and teamwork,
- B. Promote soccer through sponsorship of regularly scheduled soccer competition and by organizing teams to participate in area soccer leagues
- C. Conduct such other activities as are appropriate in connection with the promotion of soccer and its charitable purposes under Section 501(c)(3) of the Internal Revenue Code.

Section 3. Affiliation. The Club is a member of the Madison Area Youth Soccer Association (MAYSA), the Wisconsin Youth Soccer Association (WYSA), and the United States Youth Soccer Association (USYSA) and shall take actions necessary and appropriate to be a regular member in good standing with those groups.

Section 4. Authority. The Corporation shall be governed by these bylaws and its policies and procedures.

ARTICLE II

Membership

Section 1. Classes of Members. The club shall have the following classes of members:

- A. Athlete: An Athlete is any player who is registered to play on a team sponsored by the Club in the current playing year. Athletes below the age of majority for the State of Wisconsin shall be represented in their capacity as an Athlete by a parent or legal guardian, who is thereby deemed to be a member of the Club.
- B. Coach: Any person named by the Club to be responsible for training a team or teams within the club on a regular basis in the current fiscal year. Each Coach is deemed to be a member of the Club.
- C. At-Large Member: Any person not in the above categories, but who is a member of the Board of Directors or is a supporter of the club and who has been granted membership by approval of the Board of Directors, is deemed to be a member of the Club.

Section 2. Suspension and Revocation of Membership

- A. The Board of Directors, by a two-thirds vote, may suspend or revoke the membership of any member for:
 1. Failure to meet financial obligations to the Club.
 2. Violating the bylaws of the Club or league in which the member is participating if a player or coach.

3. Violating the Rules, Regulations, Code of Ethics, or Policies of the Club.
 4. Commission of an act which evidences a lack of moral character or honesty.
- B. The Board of Directors may suspend or revoke membership to the Club by majority vote for any of the following:
1. Gross Lack of Commitment: Any member who misses 50% or more of training sessions and games during the playing season
 2. Gross Negative Impact: Any member consistently creating a negative environment during team events, or a consistent negative attitude towards the Coach, manager or other Athletes involved.

Section 3. Meetings of the Membership

- A. An annual meeting of the membership of the Club shall be held between March 1st and May 1st of each year for the purpose of electing members to fill expired terms of the elected members of the Board of Directors. If for any reason, the Board of Directors reschedules the annual meeting, elections shall occur at the rescheduled meeting.
- B. Regular meetings of the membership will be held at a time and place as the Board of Directors designate.
- C. Special meetings of the membership of the Club may be called by the President, or, if requested in writing, by a majority of the members of the Board of Directors.
- D. Notification of the annual meeting should be given to members in writing at least 10 days prior to the annual meeting and should specify any matter that must be approved by the members. Notification of special meetings of the membership should specify the matter or matters for which the meeting is called. Notice is deemed given by the mailing of a Club newsletter, by posting on the Club website, or via electronic mail.
- E. Meetings may be held in-person or virtually using audiovisual technologies at the discretion of the board.

Section 4. Term of Membership

- A. Terms of membership for Athletes and Coaches shall be one fiscal year.
- B. Membership shall automatically renew each year provided the member is in good standing and intends to participate in the programs of the Club in the upcoming season. Membership will terminate automatically when all applicable team registration deadlines have occurred if the Member no longer meets the definition of a member in Section 3.1.

Section 5. Manner of Acting.

- A. Unless otherwise stated herein, a majority vote shall decide an issue provided a quorum is attained. Each member shall be entitled to one vote on all matters coming before the membership. No member shall vote on, or participate in the discussion of, any matter in which he or she has a financial or employment interest, or any matter involving the discipline of a person who is related to or with which the person is associated.
- B. The President, or in the absence of the President, the Vice President or another member appointed by the President, shall preside over the membership meeting. The Secretary, or in the absence of the Secretary any person appointed by the presiding member, shall act as Secretary of the meeting.

Section 6. Conduct of Meetings. Roberts' Rules of Order current edition shall govern the parliamentary procedure of the meetings of the Board of Directors in all cases in which they are not inconsistent with these bylaws.

Section 7. Quorum. A quorum shall be two-thirds (2/3) of the Board or 10% of current members.

ARTICLE III

Board of Directors

Section 1. Powers. Subject to the limitations of these bylaws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors. Such responsibilities shall include the achievement of the Corporation's goals through officers, employees and administrative structure designated by the Board of Directors; and the solicitation, development and investment of funds to assist the Corporation in achieving such goals; the formulation of any desirable amendments to the Articles of Incorporation or these By-Laws of the Corporation; and attendance at meetings of the Board of Directors and committees thereof.

Section 2. Number of Directors. The number of Directors of this Corporation shall be no less than three (3) and no more than fifteen (15) being the desired number when sufficient qualified candidates are willing to serve.

Section 3. Term.

The term of the directors shall be two (2) years. Board member terms are staggered to ensure continuity of the board (see table). Each director shall hold office for a term of two (2) years or until his or her successor has assumed office or until such Director's death, resignation, or removal. A director may be reelected to the Board. Terms shall begin on April 1st following the annual membership meeting or 30 days following the rescheduled AGM.

Board Positions that expire in Odd Years	Board Positions that expire in Even Years
Vice President	President
Secretary	*Past President
*Registrar	Treasurer
MAYSA Advisor	Field and Equipment Coordinator
Referee Coordinator	Youth Director
Communication Director	Director of Coaching
	Volunteer Coordinator
MAYSA Commissioner 7V7	MAYSA Commissioner 11v11
MAYSA Commissioner 9V9	In House Commissioner 4v4

*Not Elected

Section 4. Election. With the exception of Registrar, (refer to D below), The Board of Directors shall be elected or appointed in the following manner:

- A. Election of Directors shall be held each year at the annual membership meeting or at such other time and place as may be agreed upon by the Board.
- B. The Board shall nominate not more than two (2) nominees for each vacant position being filled after having ascertained from each such nominee his or her willingness to serve if elected.
- C. Nominations may be made from the floor at the Meeting for election, provided that each person nominated from the floor be present and affirm his or her willingness to serve if elected, or shall have stated his or her willingness to serve if elected in writing and such

written statement is presented to the President (or other person acting in the capacity of the President) at the time the nomination is made.

D. The Registrar position is a board appointed position with a 2-year term.

Section 5. Voting. Each member of the Club, as defined in Article II shall have the right to vote for the Board of Directors and on other issues properly before the general membership. Nominees for seats on the Board of Directors receiving the highest number of votes for the vacancies existing shall be declared elected. In the case of a tie between or among the candidates receiving the highest number of votes, a run-off vote on the candidates receiving the most votes shall be conducted by secret ballot of all present members. If the vote is tied after the secret ballot, the Board of Directors shall select the winner by majority vote.

Section 6. Resignation. A Director may resign at any time by giving written notice to the President who shall advise the Board of Directors of such resignation. The President may resign at any time by giving written notice to the Vice President who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation.

Section 7. Removal. Any individual Director may be removed from office, with cause or for any reason provided in the bylaws, by the action of two-thirds (2/3) of the other Directors or by action of two-thirds (2/3) of members at any membership meeting.

Section 8. Vacancies. A vacancy or vacancies in the Board of Directors occurring for any reason, including an increase in the authorized number of Directors, may be filled by a majority of the Directors then in office, even though less than a quorum. Each Director so elected shall hold office for the unexpired portion of the term such Director was elected to fill and until such Director's successor is elected and qualified, or until such Director's death, resignation or removal.

Section 9. Current Directors. The current Board of directors can be found at the Evansville Soccer Club website, at <https://www.evansvillesoccer.org/page/show/3243500-esc-board->.

ARTICLE IV

Meetings of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors may be held at such regularly recurring time and place as the Board of Directors may designate.

Section 2. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President, Vice-President, or by a majority of Directors.

Section 3. Notice of Meetings. Except as otherwise provided for herein, notice of the date, hour, and location of all regular Board of Directors meetings shall be given to the Directors at least three days in advance. Electronic mail notice and posting on the Club's web site shall be sufficient to constitute notice. Special meetings of the Board of Directors, provided a quorum is present, may be conducted without prior notice provided that the meeting use any means of communication by which: 1) all communication during the meeting is transmitted to each participating director and each participating director is able to send messages to all other participating directors, or 2) all participating directors may simultaneously hear each other during the meeting.

Section 4. Action Without Meeting. Any action required or permitted by the bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if two-thirds of the Directors then in office consent to the action in writing or by electronic correspondence.

Section 5. Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of business. If a quorum is not attained, the directors present may adjourn the meeting to another place and time, without notice other than announcement at the meeting, until a quorum is present.

Section 6. Manner of Acting.

- A. Unless otherwise stated herein, a majority vote shall decide an issue provided a quorum is attained. Each director shall be entitled to one vote on all matters coming before the Board. The President shall vote only when necessary to break a tied vote. There shall be no voting by proxy. No director shall vote on, or participate in the discussion of, any matter in which he or she has a financial or employment interest, or any matter involving the discipline of a person who is related to the board member or on the team with which the person is associated. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the act of a greater proportion is required by the law or these bylaws.
- B. The President, or in the absence of the President, the Vice President, shall preside at every meeting of the Board of Directors. The Secretary, or in the absence of the Secretary any person appointed by the presiding director, shall act as Secretary of the meeting.

Section 7. Conduct of Meetings. Roberts' Rules of Order current edition shall govern the parliamentary procedure of the meetings of the Board of Directors in all cases in which they are not inconsistent with these bylaws.

Section 8. Minutes. The Secretary shall take and keep the minutes of all Board of Directors' meetings and shall distribute those minutes to all Directors prior to the next meeting.

Section 9. Standing or Temporary Advisory Committees Without Board Authority. The Board of Directors or the President may authorize, and appoint or remove members (whether or not members of the Board of Directors), of standing and/or temporary committees to consider appropriate matters, make reports to the President and/or Board of Directors, and fulfill such other advisory functions as may be designated. The designation of such standings and/or temporary committees, and the members thereof, shall be recorded in the minutes of the Board of Directors. The following standing committees shall exist:

- A. Risk Management Committee. The Risk Management Committee shall be chaired by the President and shall include the Vice President and Director of Coaching. The committee is responsible for creating and ensuring adherence to the Club's risk management policies, and for hearing and acting on concerns over member safety.
- B. Scholarship Committee. The Scholarship Committee shall be chaired by the Vice President and shall include the MAYSA Commissioner and Past President. If the Past President is unable to serve, the Board shall approve another suitable person who may not be a club member to serve on the committee. The committee is responsible for promoting Club scholarships to potential applicants, reviewing applications, and making recommendations for scholarship awards to the Board.
- C. Finance Committee. The Finance Committee shall be chaired by the Treasurer and shall include two other Board members selected by the Board. The committee reviews all

financial statements and reports on financial activity to the full board and is responsible for auditing the Board's financial records.

Section 10. Executive or Other Committees with Limited Board Authority. The Board of Directors may by appropriate resolution create one or more committees, each of which shall consist of three (3) or more members appointed by the Board of Directors, which to the extent provided in said resolution as initially adopted, and as thereafter supplemented or amended by further resolution shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the corporation in a manner consistent with direction given by the board, except action in respect to election of officers or committees created pursuant to this section.

Section 11. Director Conflicts of Interest. No contract or other transaction between this Corporation 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 or 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 his or their votes are counted for such purpose, if (1) the fact of such relationship or interest disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract of transaction by a vote or consent sufficient for the 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 by vote or written consent; or (3) the contract or transaction is fair and reasonable to the Corporation. 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.

Article V

Officers

Section 1. Officers. The Corporation shall have a President, a Vice-President, a Secretary, and a Treasurer. The President, Vice-President, Secretary, and Treasurer of the Board of Directors shall serve as the President, Vice-President, Secretary, and Treasurer of the Corporation, respectively.

Section 2. President. The President shall be the chief administrative officer of the Corporation and shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Board of Directors or prescribed in these Bylaws or otherwise delegated by the Board of Directors and shall at all times be subject to the policies, control and direction of the Board of Directors. Subject to Board approval and further subject to Articles VI and VII, the President shall have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors. The president shall exercise check writing and signature authority on behalf of the Club. He/she shall assist the Board of Directors in the formulation of policies of the Corporation. In general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section 3. Vice President. In the absence or disability of the President, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of, and be

subject to all the restrictions on, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors, or these bylaws.

Section 4. Secretary. The Secretary shall:

- A. Keep the minutes of all meetings of the officers of the Corporation, the Board of Directors and meetings of members, with the time and place of holding, whether regular or special and the names of those present at the meetings either electronically or in a book provided for that purpose. Records kept electronically shall be regularly backed up to a separate location or media.
- B. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- C. Be custodian of the corporate records and of the seal of the Corporation, if any.
- D. See that the books, reports, statements and all other documents and records required by law are properly kept and filed.
- E. In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Board of Directors.

Section 5. Treasurer. The Treasurer shall perform or have performed under the Treasurer's direction the following functions:

- A. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such FDIC insured financial institutions as shall be selected by the Board of Directors.
- B. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus.
- C. Render interim statements of the condition of the finances of the Corporation to the Board of Directors upon request, and render a full financial report at the annual meeting of the Board of Directors and, if there are members, at the annual meeting of members.
- D. With the approval of the President, shall exercise check-writing authority
- E. File all required federal & state tax documents by their due dates or extended due dates
- F. Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.
- G. Prepare, with the assistance of a committee if so designated by the Board, the annual budget for approval by the Board.
- H. In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

ARTICLE VI

Instruments; Bank Accounts; Checks and Drafts; Loans; Securities

Section 1. Execution of Instruments. Except as in these Bylaws otherwise provided, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 2. Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such FDIC insured financial institutions as may be selected by the Board or by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these bylaws as the Board may deem expedient.

Section 3. Check and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of its Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without counter-signature, by the President or any Vice-President, or the Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

Section 4. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any officer or Director of the Corporation, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of the President or, in the case of the President, as determined by the Board of Directors. Any loan documents must be signed by both the President and Treasurer, or if one of those two is unable to act, by the Vice President and the remaining director.

ARTICLE VII

Finance

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on July 31st each year.

Section 2. Budget. The Board of Directors shall adopt a budget for each fiscal year before the beginning of that fiscal year, and the Club shall function within the total of such budget. Any expenditure in excess of the associated approved budgeted amount must be authorized by the Board of Directors.

Section 3. Depository. Dues, fees, donations and other monies collected by the Club shall be placed in an FDIC insured financial institution selected by the Board of Directors.

Section 4. Approval of expenses The President, Treasurer and Vice President individually have the authority to authorize payment for amounts of \$100 or less. Expenses of more than \$100 up through \$500 must be approved by the President and the Treasurer, or if one is unable to act, the Vice President may approve on his/her behalf. Any payments greater than \$500 must be approved by the Board of Directors. (amended 3/28/13 AGM)

Section 5. Issuing payment for expenses The Treasurer, President and Vice President shall individually have the authority to issue a payment for properly approved payments of \$500 or less for and on behalf of the Club and its committees. Payments for \$500 or less may be made by check, debit card, or other electronic funds transfer. Payments of more than \$500 must be made

by check and require the signature by the President and the Treasurer, or if one is unable to act, the Vice President may sign on his/her behalf. (amended 3/28/13 AGM)

Section 6. Execution of Contracts. The Board of Directors or any officer of the Club duly authorized by the Board of Directors to act on the club's behalf in a specific instance may execute contracts. The Board of Directors may also authorize any officer or agent of the Club to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

Section 7. Dissolution. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the Corporation's liabilities, dispose of all of the Corporation's assets exclusively for the purposes of the corporation in such organization or organizations organized and operated exclusively for charitable, educational, 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 1986, as amended (or the corresponding provision of any future United States internal Revenue Law), by transfer of assets to the Evansville Community School District, or should the school district fail to qualify as an exempt organization, as the Board of Directors shall determine consistent with the goal of promoting youth soccer for in the Evansville area.

ARTICLE VIII

Indemnification

Section 1. Action Not in Name of Corporation. The Corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a Director, officer, member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believe to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 2. Action in Name of Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit of such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for

negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Successful Defense. To the extent that a Director, officer, member, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or 2, or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection therewith.

Section 4. Authorization of Indemnification Under Sections 1 or 2. Any indemnification under Section 1 or 2, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, member, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made:

- A. By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or
- B. If such a quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5. Advances for Expenses. Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 upon receipt of an undertaking by or on behalf of the Director, officer, member, employee or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Section.

Section 6. Non-Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of disinterested directors or otherwise, both as to action in any such person's official capacity and as to action in another capacity and as to action in another capacity while holding office, and shall continue as to a person who has ceased to be a Director, officer, member, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The Corporation may, upon resolution of its Board of Directors duly adopted, purchase and maintain insurance on behalf of any person who is or was a Director, officer, member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this provision of the Corporation's Bylaws.

ARTICLE IX

Administrative Procedures

Section 1. Finances.

- A. The Corporation shall have the authority to assess soccer teams and/or players in amounts appropriate to permit the Corporation to properly perform its functions.
- B. Insofar as is reasonably possible, the amount of assessment for each year shall be determined prior to registration and shall be due when player registrations are submitted to the Club.
- C. The Corporation may arrange for an independent review or audit of its financial funds and records to be conducted at any time.

Section 2. Player Eligibility. No child shall be prohibited from play on the basis of sex, race, color, ancestry, national origin, religious preference, sexual orientation, or physical handicap (unless such would present an unusual risk of injury to any player). Since age limits are the basis of team competition and league alignment, children who are too young or too old may be prohibited from play. Where appropriate, teams and/or leagues may be aligned according to age and gender.

Section 4. Leagues.

- A. The Club shall sponsor teams to play in local and regional leagues, including but not limited to the league administered by the Madison Area Youth Soccer Association (MAYSA).
- B. The Club shall administer an in-house league for recreational play among Club teams. Teams shall be organized in the general spirit of attempting to equalize competition. All scheduled in-house games shall take place in Evansville or within 10 miles of the city limits.

Section 5. Registration, Fees, etc.

- A. The Corporation shall establish registration procedures for players and teams. Such procedures will be made known to interested parties as early as possible prior to registration deadlines.
- B. Players will not be considered registered until payment for registration fees is made in full unless alternate payment arrangements have been approved by the President or such other Director as authorized by the Board.

Section 6. Sponsorship. No member or team may solicit sponsorship for uniforms, equipment and/or fees without Board approval.

Section 7. Conduct of Games.

- A. Rules of Competition. All games shall be played under present FIFA Laws of the Game except where amended by special rules enacted by the Board of Directors.
- B. Every Club member shall maintain and promote good sportsmanship and conduct at every event associated with the Club, including games and practices. Members shall adhere to the appropriate Code of Conduct.

Section 8. Discipline. Discipline shall be administered by the Board. They shall have the authority to discipline coaches, players, or teams found in violation of the Club's rules, regulations, Code of Ethics, or policies of the Club. Actions taken by either committee are considered final unless appealed to the Board of Directors within three days. No member of a committee or the Board shall vote in any disciplinary decision involving his/her team.

Section 9. Date of effect. These Bylaws, and any amendments shall be considered effective upon their approval by the Board of Directors.

ARTICLE X

Amendment

Section 1. Initiation. A bylaws amendment may be initiated by the Board of Directors or by any Club Member. Any Club Member wishing to introduce an amendment to these bylaws shall prepare and deliver the specific language of the amendment to the Board of Directors along with a petition for consideration of the amendment signed by at least twenty percent of the Club Membership. Following review by the Board of Directors, the proposed amendment shall be scheduled for a membership vote as defined in Section 2 below. If the Board of Directors proposes an amendment, the petition requirement is waived.

Section 2. Voting. Bylaw amendments must be approved by a vote of the membership at a regular or special meeting of members. Provided a quorum is present, the proposed bylaw amendment(s) may be accepted or rejected with a majority vote of members present.