

Minerva Soccer Foundation (Domestic Nonprofit Corporation) By-Laws

Preamble: Upon ratification by the officers of the board, this document shall supersede any and all previously existing documents governing Minerva Soccer Foundation

Article 1: Details of Organization

Name: Minerva Soccer Foundation

Effective Date: 7/25/2023

Previously known as Minerva Soccer Foundation 501c3 tax ID: 45-2452966 from 1/1/2012-7/24/2023

Address: 10050 Lynchburgh Rd. Kensington Ohio 44427

Contact: The foundation shall be under the direction and supervision of the current board of directors.

Fiscal Year: The fiscal year shall be the calendar year, January 1 to December 31.

Article 2: Purpose of Organization

Mission Statement

Minerva Soccer Foundation (MSF) has a mission to provide the girls and boys of Minerva and surrounding communities with a more affordable, recreational, and locally competitive, soccer organization that allows them to excel as players and people. To coaches, MSF offers the opportunity to lead a team in a non-political and liberal environment with sole focus on the kids' development as soccer players and people.

Purpose of non-profit foundation

The purpose of the non-profit foundation is to foster local sports competition in the form of soccer for youth players. The focus shall be to develop and promote the development of players and coaches in the sport of soccer under the philosophies of good sportsmanship, teamwork, and the learning of fundamentals.

Membership

Membership is open to all players, players parents or legal guardian, coaches, and board members. Only voting members are eligible to run and vote for board positions. Any member of the Board desiring to resign from the foundation's board shall submit his or her resignation in writing to the Secretary, who shall present it to the other board members.

Programs

MSF provides coaches, venues, and opportunities to play soccer at a local recreational and competitive level. Programs typically last for 10 weeks and are offered during a fall and Spring session. The ages we offer our services to are 6-15 years old (u8-u14) and a 4–6-year-old tenderfoot program.

Dissolution Clause

In the event the organization dissolves for any reason the remaining assets will be donated exclusively to the Minerva Local School District Athletic booster club. The state of Ohio secretary will be notified of the dissolution.

Article 3: Assigning Officers

- A. MSF officers are elected every two years with Secretary and Vice President term in even years, and President and Treasurer in odd years. Additional voting positions are voted on and filled based on the willingness of participants, but they are not mandatory to be filled to continue MSF. Media Manager will be elected in odd years and Field Maintenance will be elected in even years.
- B. Any adult parent/guardian over the age of 18, that has a child that played for MSF in the past 12 months is eligible to run for an open position or vote on a position.
- C. Any MSF coach that has coached an MSF team in the past 24 months is eligible to run for an open position or vote on a position.
- D. Minerva Local schools high school head boys coach and head girls coach are eligible to vote or run for a board position.
- E. The election meeting shall be in November of each year at a time and place to be determined by the current board officers. This meeting is open to any adult parent/guardian of MSF soccer player who has played in the past 12 months or MSF coach who has coached a MSF team in the past 24 months.
- F. The purpose of the election meeting is to elect officers and disseminate end of year financial information to those in attendance. Notification of the election meeting will be made at the end of the Fall soccer season in October of each year.
- G. Voting shall be conducted through a roll call, show of hand, or by an oral vote of yeas/nays. However, in the event of a tie among a quorum of members in which relatives of the first degree constitute the quorum, one related member shall abstain from said vote so that votes shall be limited to one vote per family. For purposes of these bylaws, first degree relatives include parents, children (biological or adopted) and siblings.

Article 4: Meetings

- A. Regularly scheduled meetings of the board members shall be held. The purpose of these meetings is to provide a forum for the board members to discuss and vote on proposed issues and actions. These meetings may be monthly, but the time between regularly scheduled meetings is at the discretion of the Board. Regularly scheduled meetings will typically consist only of the board members. However, if a member would like to attend a regularly scheduled

meeting or would like to add an issue to the agenda, then a member can do so by oral or written request and subsequent approval by the President of the foundation. Board members shall make a good faith effort to attend 75% of all Board meetings.

- B. Special Meetings of the Club may be held at the call of the President. Special meetings may be a physical meeting of the Board, or, in situations where appropriate (time-sensitive or emergent), the President may correspond individually with each member and receive their vote on a certain issue. Communication can be oral or in writing (email or other written means is acceptable). A reasonable attempt must be made to contact all Board Members for special meetings.
- C. The board members can choose to make any regularly scheduled meeting or special meeting open to all members (example- The Board may want to have an "open" meeting at the end of Spring or Fall soccer season). Notifications to the members of the club must be made in advance of any "open" meeting.
- D. A simple majority of the board members present in person shall constitute a quorum at any meeting of the foundation. For special meetings where attendance is not required (as explained above), a quorum is established, then a majority vote of those members is needed to approve an action or motion.
- E. For special meetings that do not require attendance, a vote can be oral or by any written means. Communications between Board members on voting matters via email, text, or other electronic means shall be noted in the minutes of the board meeting at the next available meeting.
- F. A motion requires a second and a simple majority to pass.

Article 5: Board Members

- A. The business, property, and affairs of the foundation shall be managed by the board members, which shall have the power to initiate and approve plans and programs for the best interest and welfare of the foundation.
- B. The Board members shall have custody and management of all assets of the foundation: and conduct necessary business affairs of the foundation.
- C. The board members shall perform all other duties and shall have other powers as may be necessary to carry out the purpose of the foundation.
- D. Removal of Board Member: Any member of the Board may be removed for cause by the affirmative vote of a simple majority of the members of the Board at a meeting duly called for that purpose. The member to be removed shall not vote and the president will be given a vote. A member of the Board must call a special meeting for this purpose. Written notification of this special meeting must be advertised to the members not less than fourteen (14) days before the meeting indicating the time, place, and reason for the meeting.
- E. In the event of the death, resignation, removal of an elected officer, or the addition of an elected board position, a replacement may be appointed by the current Board members and this replacement will serve until the next election.

Article 6: Responsibilities of Officers

- A. President: The President shall be responsible for the overall operation of the foundation. He/she shall preside at all foundation meetings, attend outside soccer club meetings, appoint all committees, and be the general representative of the foundation in all legal and other matters.

The president is responsible for collaborating with Minerva Mission/Minerva Elementary school for all scholarship requests and obtaining signed scholarship applications from families. The president is responsible for securing coaches for all teams each season through MSF. The president is responsible for scheduling any CCL games on a home field if needed for the CCL league. The president is responsible for finding referees for all home games and their conduct. The president is responsible for maintaining a relationship with the MHS boys and girls soccer coaches for collaboration related to any events involving both the youth program and the high school programs. The president will develop a practice/field schedule for all teams each season as well as notify coaches of game schedules or changes in schedule. He/she will coordinate for the general communication to all foundation members via newsletter, phone, email, etc. The President is an ex-officio member of all committees. The president shall also be responsible for assisting with social media communications/posts. In addition, the President will be responsible for maintaining a relationship with the City of Minerva, City Council, Parks Department, and the Minerva Local school district.

- B. Vice President: The Vice-President shall monitor all committee activities. He/she shall preside at meetings in the absence of the President. The Vice-President shall preside over a committee responsible for all equipment. The committee will consist of the President, Vice President, and Field Coordinator (if applicable). This committee will meet at the conclusion of each season to inventory and evaluate the condition of all equipment and determine the need for repair or replacement of MSF equipment. The inventory shall include all goals, coaches bags, first aid kits, etc., and shall note the condition of the equipment and suggestions for repair or replacement. This inventory shall be presented to the Board for review and discussion prior to the beginning of each season. The Vice-President will be responsible for initial field prep and lining of all MSF fields as well as routine lining of the fields throughout the season in the absence of the field coordinator.
- C. Treasurer **: The Treasurer shall maintain MSF financial records. The treasurer will be the primary account holder for the MSF Consumers National Bank account. The Treasurer shall make all disbursements by check or debit card, including but not limited to league registrations, referee fees, field rentals, paint/field supplies, annual insurance, electronic registration platform, and/or other fees associated with field repairs, or foundation incurred expenses. The treasurer will be responsible for the MSF Amazon account. The treasurer will be responsible for ordering any needed supplies voted on by the board. The treasurer will submit to the board at season end (fall/Spring) and year end detailed financial reports and maintain records.
**- In the interest of MSF, it should be noted that the candidate for the position of Treasurer will be subject to an interview process by the board and potentially subject to a background and credit check ahead of assuming the position of treasurer.
- D. Secretary/Registrar: The Secretary shall be responsible for the development of a meeting agenda and maintaining documented minutes of regularly scheduled meetings. The secretary is responsible for completing all foundation registration responsibilities including, but not limited to, updating the online registration website and team assignment. The secretary will also be responsible for the development and distribution of foundation flyers to provide to local schools ahead of open registration if no social media/wed coordinator is in place. The Secretary will assist with social media communications/posts when needed. The secretary is responsible for

maintaining the foundation insurance annually and the electronic registration platform by communicating with the treasurer when payment is due.

- E. Field Coordinator: The Field Coordinator is responsible for the organization and the lining of the fields, preparation of all fields, and any decisions regarding the use of the fields in bad weather. He/she may appoint 2-3 people to a field committee to assist with fields each season. The Field Committee created by the Coordinator will assist the President and Vice President with equipment.
- F. Media/Web Coordinator: The Media/Web Coordinator shall be responsible for the implementation and maintenance of the foundation website including information posted to the site. He/she shall also be responsible for social media communications/posts and foundation emails/newsletters in coordination with the President and Secretary. He/She will also be responsible for the development and distribution of foundation flyers to provide to local schools ahead of open registration each season.

Article 7: Contracts and Services

- A. Unless otherwise required of the board members, the President or Vice-President may execute contracts or other instruments on behalf of or in the name of MSF upon approval of the Board. No individual director or officer may enter into contracts or otherwise legally bind MSF without prior approval by the Board. Prior to entering into any contract for services or goods with any entity in which a member of the Board has a direct or indirect financial interest, the Board shall approve such contract in accordance with MSF's conflict of interest policy.

Article 8: Conflict of Interest Policy

- A. For purposes of these bylaws, a conflict of interest shall be defined as a transaction or arrangement that might benefit the private interest of an officer.

Article 9: Compensation

- A. Board Members shall not receive any salary for their services, as such, but may ask for reimbursement of reasonable expenses incurred on behalf of the MSF.

Article 10: Corporate Powers

- A. All corporate powers, except such are otherwise provided for in these bylaws and the laws of the State of Ohio, shall be vested in the Board Members. The Board Members may, by general resolution, delegate such powers to committees comprised of at least one director as may be appropriate and where such delegation is for the benefit of MSF and its mission.

Article 11: Bylaws

- A. The Board members shall have the power to adopt bylaws, on an emergency basis, of which bylaws shall not be inconsistent with these bylaws. All such bylaws must be submitted to the board members for a vote at the next regularly scheduled meeting and approved.

Article 12: Liability

- A. The Board Members shall not be held personally liable for any legal or financial action taken by the Board Members as long as the Board Members has acted in good faith in what is considered the best interest of the association, and is not guilty of negligence, misconduct, malfeasance, or misfeasance.

Article 13: Nondiscrimination

- A. The Foundation shall not discriminate against any member, player, independent contractor or applicant because of their sex, race, color, religion, national origin, or age.

Article 14: Amendments to the Bylaws

- A. These bylaws may be amended by a 2/3 majority vote of the current board members present at any meeting provided a copy of the proposed amendment shall have been made available to each member of the association at least twenty-eight (28) days before the date of the meeting at which the proposed amendment is to be acted upon. A complete revision to the bylaws shall be made available online or in writing, upon request.

Article 15: Effective Date

- A. These bylaws shall become effective immediately upon adoption by a 2/3 majority vote of the members present at such a meeting.