

Wisconsin Youth Soccer Association Southwest District, Inc. By-Laws

Article 1 Membership to the Southwest District

Section 1.a – Qualifications

Any club that is recognized by Wisconsin Youth Soccer Association; that is within the geographical jurisdiction of the Southwest District; and that agrees to abide by the rules, regulations and decisions of the Wisconsin Youth Soccer Association and the Southwest District; together with its teams, coaches, assistant coaches, players, parents or guardians of players, and administrators shall have the opportunity to apply for membership in the Southwest District.

Section 1.b – Member Clubs

Coulee Region Club, Coulee Region United Soccer Association, Tomah Youth Soccer Association, Richland Center Soccer Club, and Iowa County Youth Soccer Association are recognized as the original members of this district. Any other clubs must apply to become members. Membership in good standing is determined by compliance with Wisconsin Youth Soccer Association requirements.

Section 1.c – Application for Membership

The Executive Committee shall have the sole power to determine if the applicant group meets the qualifications for membership, and thus accept or reject an application. Acceptance by the Executive Committee shall be on a probationary basis for a period of one (1) year. During the probationary period the Club will have voting privileges. They may not apply to host a tournament or play outside the territory of the Wisconsin Youth Soccer Association without the express permission of the Executive Committee. At the next scheduled Board of Directors meeting following completion of the probationary period, full recognition shall be considered by the Southwest District Board of Directors.

Section 1.d – Annual Meeting

Member clubs shall attend a yearly organizational meeting. If the designated member from the club cannot attend an appointee should attend in their place and the District Director shall be notified and approve of the attendance of the designated replacement.

Section 1.e – Affiliated Individuals

Individual coaches, administrators, and referees are affiliated members of this district through their affiliation or association with properly affiliated clubs or as elected officers or committee chairmen.

Section 1.f – Voting Rights

In all matters which are properly presented to the General Membership meeting, each member club in “good standing” shall have voting rights set forth in the by-laws of this district. A member club that has not had at least one team registered with WYSA as part of the Southwest District in the preceding twelve months shall not have voting rights.

Article 2 Authority

Section 2.a – General

This district shall be governed by these By-Laws, Rules and Regulations, all of which are subject to the Constitution, Rules and Regulations of Wisconsin Youth Soccer Association.

Section 2.b – Board of Directors and Executive Committee

The authority of this district, except where otherwise delegated herein, is vested in the Executive Committee and the Board of Directors.

Article 3 Board of Directors and Executive Committee

Section 3.a – Authority

Subject to the limitations of the District, these By-Laws, the Wisconsin Youth Soccer Association, and the laws of the State of Wisconsin, the affairs and business of the District shall be managed by the Board of Directors.

Section 3.b – Number

The number of Directors of this District shall equal to the sum of the five Officers (the Executive Committee) plus one additional Director from each member club. When a Director is elected to become an Officer, the member club may name a replacement Director as its representative on the Board.

Section 3.c – Members

The Board shall consist of two classes of Directors: Directors who are representatives of the several individual member clubs; and the District Officers as elected by the Board. Each member club shall appoint a Director as their representative on the Board. Each club shall determine the process for appointing their representative Director. Clubs shall be encouraged to appoint their club presidents to this position to the extent possible.

Section 3.d – Officers/Executive Committee

There shall be five Officers of the District who shall comprise the Executive Committee: Board Chairperson (who shall also be the District’s Representative to the State

Association), Vice Chairperson, Secretary, Treasurer, and Registrar. Officers shall be elected by vote of the Board. Officers shall be elected by vote of the Board of Directors. Each Officer shall be elected for a term of two (2) years or until such officer's death, resignation, or removal. Officers may be re-elected. Term of office begins August 1st of the year elected and ends on July 31st two years later. The Chairperson and the Secretary will be elected in odd-numbered years. The Vice Chairperson, the Treasurer, and the Registrar will be elected in even-numbered years.

Section 3.e – Election of Officers

Elections for Officers will take place in June at an Annual Meeting. All Directors can vote in the election of an officer. Only one person from a particular member club can run for each Officer position. If there is a vacancy in an Office due to an Officer's death, resignation, or removal, the Board of Directors shall appoint a person to complete the term.

Section 3.f - Voting

Each Director and Officer except the Chairperson shall have one vote in routine matters before the Board. In the case of a tie vote, the Chairperson shall vote to break the tie. Each Director and Officer (including the Chairperson) shall have one vote for election of Officers.

Section 3.g - Powers

The Board of Directors shall have the power to:

Section 3.g.1 Demand and have access to such books, papers, documents, and accounts of its member clubs;

Section 3.g.2 Investigate and correct unfavorable conditions or situations within its own organization or the organization of its member clubs;

Section 3.g.3 Discipline its members, Teams, Clubs, Leagues or any persons associated with these through suspensions, expulsions or assessments for violations of the rules of this organization, Wisconsin Youth Soccer Association, or of the US Youth Soccer Association;

Section 3.g.4 Settle all conflicts and disputes arising between two or more member clubs, districts or individuals of this District.

Article 4 Meetings

Section 4.a – Annual Meeting

A regular annual meeting of the Board of Directors shall be held each June at a place designated by the Chairperson, or by the Vice Chairperson if the Chairperson is unable to act, for the election of directors/officers and the transaction of such other business requested to be placed on the agenda before the meeting.

Section 4.b – Regular Meetings

Other regular meetings of the Board of Directors of the District may be held at such regularly recurring time and place as the Board of Directors may designate.

Section 4.c – Notice of Meetings

Notices of any meeting of the Board of Directors shall be given to each Director by delivering notice, orally or in writing in either postal or electronic form not more than 120 days prior to the date of the meeting, but at least 24 hours before the time set for such meetings.

Section 4.d – Written Consent

Any action which may be taken at a meeting of the Board of Directors may, alternatively, be taken without a meeting if the Directors shall consent to such action in writing or by email to the Secretary. The Secretary shall notify all Directors of the proposed action and give a reasonable period of time (not less than three days) for response. So long as a quorum of Directors has responded in the given time, such consent shall have the same force and effect as a vote at a meeting of the Directors. If no Director has opposed the action in the given time, it shall be recorded as unanimous approval of the Board. If one or more Directors oppose the action but the majority approves, the votes of each responding Director shall be recorded. Any Director who does not respond in the given time shall be deemed to have abstained from the voting.

Section 4.e – Rules of Order and Quorum

The conduct of meetings of the Board of Directors shall be governed by the most current edition of Robert's Rules of Order. No business may be conducted at the meeting of the Board of Directors unless at least one-half of the voting directors are in attendance. All actions of the Board shall be taken by majority of those in attendance.

Article 5 Committees

Section 5.a – Standing and Ad Hoc Committees

Standing or Temporary Advisory Committees may be formed from time to time, as needed, by action of the Chairperson or the Board of Directors. Such committees shall make reports to the Chairperson and/or designated Director. The designation of such standings and/or temporary committees, and the members thereof, shall be recorded in the minutes of the District.

Section 5.b – Director Responsibility

The designation of such committee or committees and the delegation of authority shall not relieve the Board of Directors or any individual Director of any responsibility imposed upon the Board of Directors or any individual Director by law.

Section 5.c – Conflict of Interest

The District Representative or the Board of Directors can remove any member/s from a committee if there is a direct conflict of interest.

Section 5.c.1 Any contract or business transaction between this District and a Director, or between this District and any corporation, firm, association, or other entity in which one or more of its Directors are directors or officers or has a material financial interest, shall be valid and enforceable so long as: (1) the fact of such relationship or interest has been disclosed or is known to the Board of Directors or to the committee which authorizes, approves or ratifies the contract; (2) the fact of such relationship or interest has also been disclosed or is known to the member clubs who hold voting rights; (3) the approval of the transaction or contract was authorized, approved or ratified by a majority vote of the Board or committee without counting the votes of any such conflicted Director(s); and (4) the contract or transaction is fair and reasonable to the District. Any conflicted Director or Directors may be present at the meeting of the Board of Directors or the committee during which action is taken to authorize, approve or ratify such contract or transaction. Conflicted Directors may be counted in determining the presence of a quorum at such meeting of the Board of Directors or a committee.

Section 5.d - Dissemination State

Dissemination State: The Corporation may be dissolved upon the adoption of a written plan to dissolve in the manner now or hereafter provided in the Wisconsin Statutes. In the event of dissolution of Wisconsin Youth Soccer Association, Inc Southwest District, no liquidating or other dividends and no distribution of property owned by Wisconsin Youth

Soccer Association, Inc Southwest District shall be declared or paid to any private individual, but the net assets of Wisconsin Youth Soccer Association, Inc Southwest District shall be distributed as follows: (A) all liabilities and obligations of Wisconsin Youth Soccer Association, Inc Southwest District shall be paid, satisfied, and discharged or adequate provision shall be made therefor; and (B) all remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Code, as designated by the Board of Directors in a plan to dissolve adopted in accordance with these Bylaws.

Article 6 Amendments

Section 6.a

These by-laws may be amended by a vote of two-thirds majority of those present and eligible to vote at a board meeting.

Section 6.b

These by-law were amended, approved, and adopted by a vote of two-thirds majority of those present and eligible to vote at a board meeting on June 28, 2020.