Monticello Soccer Club

Bylaws

Bylaws – Monticello Soccer Club DBA: Great River SC (GRSC)

12/14/2025

Article 1 General Provisions

1.101 Name

The name of this corporation is the Monticello Soccer Club, doing business as and herein referred to as Great River SC (GRSC).

1.102 Purpose

The purpose of GRSC is to foster, promote and perpetuate the game of soccer for youth in the cities of Monticello, Big Lake, Becker, Zimmerman and the surrounding areas. GRSC will operate and be responsible for the Competitive soccer program in these areas. It will also be responsible for the administration and operation of Recreational (non-competitive) soccer programs for these areas. Other programs may also be offered to youth in these areas that promote and foster the development of soccer. GRSC will accept registrations for these programs and allow players from any part of the state of Minnesota to play soccer with GRSC regardless of where they live or which school district they attend.

1.103 Soccer Year

The soccer year shall be from August 1st to July 31st of each year.

Article 2 Membership

2.101 Members

2.1011 Members of GRSC shall be defined as those persons who are active registered Competitive or Recreational soccer players within the current soccer year. Members under 18 years of age will be represented by their parent/guardian in all club matters.

2.1012- GRSC shall not discriminate against any individual on the basis of race, color, religion, age, sex, national origin, or other protected class.

2.1013- GRSC and its members and Directors shall abide by all rules, policies, procedures and codes of conduct set by the United States Soccer Federation (USSF) and affiliates through which GRSC runs leagues or programs, as well as all Federal and State regulations regarding the Corporation.

2.102 Membership in Good Standing

A member in good standing must be in compliance with the articles of Incorporation, Bylaws, rules, and the code of conduct of GRSC.

2.103 Comity

GRSC and its members shall recognize suspensions and sanctions of all teams, clubs, associations and other organizations under the jurisdictions of USSF or subsidiaries after receiving notice of such rulings.

ARTICLE 3- Board of Directors

Section 1: Management by the Board of Directors

3.101 Board to Manage

The business and affairs of GRSC shall be managed by or under the direction of a Board of Directors, subject to the rights of the members as provided in these Bylaws or pursuant to Chapter 317A, Minnesota Statutes. As part of its duties and responsibilities, the Board of Directors shall publish and abide by the rules, policies and procedures of GRSC.

3.102 Number of Directors

The number of directors on the board of Directors shall not be greater than 15 nor less than 5. The Board of Directors may, at any time, increase the number of directors to the maximum or decrease the number of directors to the minimum, except that any such decrease shall not result in the removal of a sitting director. The Board of Directors may create and/or abolish various director positions, through club policy revisions, there by increasing or decreasing the number of directors' subject to the number limitations in this paragraph. The Board of Directors decision to create or abolish directorship(s) shall be effective upon affirmative vote the current board of directors.

3.103 Manner of Acting

Except as otherwise provided in Minnesota Statutes, Chapter 317A, the Board of Directors shall take action by the affirmative vote of a majority of a quorum of the directors at a duly held meeting.

3.104 Presumption of Assent

A director who is present at a meeting of the Board of Directors when an action is approved by the affirmative vote of a majority of the directors present is presumed to have assented to the action approved, unless the director votes against the action at the meeting or, objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate hereafter in the meeting, or is prohibited from voting on the action due to a conflict of interest.

3.105 Absent Directors

A director may give advance written consent or opposition to a proposal to be acted on at a Board of Directors meeting. If the Director is not present at the meeting, consent or opposition to a proposal shall not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor or against the proposal and shall be entered in to the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consented or objected to.

Section 2: Composition of Board of Directors

3.201 Board of Directors and Voting

The Directors who shall comprise the Board of Directors of GRSC shall be: the officers, including the President, Vice President(s), Secretary and Treasurer; together with all other directors whose positions may be determined by the board as stated in club policy. All members of the Board of Directors are entitled to vote in all matters coming before the Board of Directors. If Directors are not members of GRSC or representatives of members, they will not vote in annual elections or other matters up for votes by the membership. Directors shall not hold elected office in the MYSA.

3.202 Election

Elections of directors will occur annually prior to the end of the soccer year for terms to commence on September 1st of the same calendar year. Election must be done according to official club policy and may be done by any means the board deems acceptable including at physical meetings, by mail, or electronically. The election or appointment of a person as a director shall not, of itself, create contract rights. If the members feel those running for director positions are not suitable, they can vote to not fill a position. If a Director's title changes during their term, they will need to be re-elected on their original election cycle (members cannot serve more than 2 years without being re-elected). The board may add additional requirements based on skills, ability, or experience to the executive roles of President, Vice President, Secretary, or Treasurer as they see fit to ensure these positions are filled by qualified candidates. These requirements must be outlined in club policy.

3.203 Term of Office

Each director is elected to a two (2) year term, or, until his/her death, resignation, removal or disqualification. The terms will commence on September 1st following their election. The executive roles of President and Secretary will be elected on odd numbered years while the role of Vice President and Treasurer will be elected on even years. For all other board positions, the board shall create a policy stating which directors are elected in which years to ensure continuity between boards. If the year of election for a specific board position is altered mid-term the member holding that position must not serve more than their current two-year term. If needed they could be re-elected to a one year term to account for the change in board position election year.

3.204 Resignation

A director may resign at any time by given written notice to the GRSC Board of Directors.

3.205 Removal of a sitting Director

Any sitting director(s) may be removed at any time, with or without cause, by the affirmative vote of a two thirds majority of the Members at a membership meeting, a quorum being present, or by two thirds vote of the board of directors.

3.206 Vacancies

Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even if less than a quorum. Vacancies on the Board of Directors resulting from newly created directorships may be filled by the affirmative vote of a majority of the directors serving at the time of the increase. A director appointed to fill a vacancy by the board shall hold office until the next annual election, if that board position is not due for election at that time, the affirmative vote of the membership shall elect that director to complete the current term of that board position. This election will not alter the time for when the term of that position is scheduled to end.

3.207 Reimbursement of Expenses

By resolution of the Board of Directors, the directors may be paid expenses, if any, of attendance at each meeting of the Board of Directors and other such expenses determined by the Board of Directors to be reasonable and necessary.

Section 3: Officers and Directors

3.301 Duties of Officers and Directors

In addition to the specific duties prescribed in these Bylaws, officers and directors shall perform any other duties delegated to them by the Board of Directors.

3.302 President

The President shall be the chief officer of the corporation and shall:

A) When present, preside at all meetings of the Board of Directors, and of the membership;
B) With the Secretary, sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of GRSC except in cases in which the authority and deliver is required by lay law to be exercised by another person or is expressly delegated by the Articles of Incorporation or these Bylaws or by the Board ofDirectors to some other officer or agent of GRSC; and
C) The president is an ex-officio member of all committees.

3.303 Vice President(s)

In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President(s) in the order listed in club policy shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President.

3.304 Secretary

The secretary or his/her designated agent shall:

A) Maintain records or/and whenever necessary, certify all proceedings of the Board of Directors and GRSC.
B) See that all notices are duly given in accordance with the provisions of these Bylaws oras required by law;
C) Be custodian of the Corporate records;
D) With the president, sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of GRSC, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or these Bylaws or by the Board of Directors to some other officer or agent of GRSC;

3.305 Treasurer

The Treasurer shall be the Chief Financial Officer of GRSC and either he/she or their designated agent shall:

A) Ensure that accurate financial records for GRSC are kept;
B) Deposit all monies, drafts, and checks in the name of and to the credit of GRSC in the banksand depositories designated by the Board of Directors;
C) Endorse for deposit all notes, drafts and checks received by GRSC as ordered by the Boardof Directors , making proper vouchers therefore;
D) Disburse GRSC funds and issue checks and drafts in the name of GRSC, as ordered by the Board of Directors;
E) Render to the Board of Directors and the President, whenever requested, an account ofall transactions by the treasurer and of the financial condition of GRSC;
F) Oversee the work of the Budget committee, if one is established by the board;
G) If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Articles 4 Committees

4.101 Establishment and Appointment

The Board of Directors may establish such committees, as it deems necessary or advisable in the best interests of GRSC. The President or any director directly involved in a committee, can appoint members to fill any openings on new or existing committees with the approval of the remaining board. The committees shall have the duties delegated to them by the Board of Directors. Committee members can be any person whether they be a member, member representative, non-member or board member as deemed appropriate by the board.

4.102 Removal of Committee members

The Board of Directors may, by affirmative vote of a majority of the directors, remove a committee member if it finds that the member is not fulling the duties assigned to the member.

4.103

Other required positions

The board will appoint persons to fill other positions as required by MYSA, USYSA and USSF, or any other leagues or program governing bodies GRSC participates in, including but not limited to Registrar, Risk Manager, and Field Coordinator.

Article 5 Voting

Section 1: Membership meetings and elections

5.101 Who may vote

Members shall each have one vote, if the member is under 18 their parent/guardian will vote in their place.

5.102 Number of Votes

Members or their parents/guardians shall have one vote per member. A parent/guardian may represent more than one member, for example if they have multiple children within the club one parent can vote for all their children who meet the membership requirements.

Section 2: Committee meetings

5.201 Voting

In all meetings of any committee of GRSC each committee member present at a meeting shall have one vote.

Section 3 General provisions

5.301 Proxy voting

Proxy voting is prohibited.

Article 6 Meetings

Section 1: Membership meetings

6.101 Annual Membership Meetings (AMM) and Annual elections

The members of GRSC may meet once per year at a date and time determined by the Board of Directors no less than thirty (30) days in advance of the meeting. This meeting shall be known as the Annual Membership Meeting (AMM).

Annual elections shall be done once per year, near the end of the soccer year, at a date and time determined by the Board of Directors no less than thirty (30) days in advance of the election, by any means determined by the board. In addition to the election for board members to the positions as outlined in club policy, any item determined by the board or via the special matters of voting, to be voted on by the full membership, will also be voted on at this time.

6.102 Special membership meetings, elections, or matters of voting

Special full membership meetings, elections, or subjects to be voted on, may be brought before the membership as follows:

A) As deemed appropriate by a majority of the Board of Directors;
B) By the signature of ten percent (10%) of the current soccer year's members on a request for a special meeting, election, or specific mater to be voted on, delivered to the board of directors;
C) In the event a Special meeting, election, or mater to be voted on is called, members shall receive at least thirty (30) days' notice of such meeting, election, or vote.

Section 2: Board or Committee Meetings

6.201 Board of Directors

The Board of Directors shall hold regularly scheduled meetings during the year. Attendance at meetings may be by any technological means available. Special meetings may be called by the President or any three (3) board of Director members by giving seven (7) days advance notice of the meeting date to the other Board of Director members. A majority of Board members must be present for any official action to take place.

6.202 Emergency Board or Committee Meetings

In the event of an emergency, meetings of the Board of Directors or any committee may be called upon with 48 hours' notice. Attendance at emergency meetings may be by any technological means available.

Section 3: General Rules

6.301 Notices

Except where otherwise required, notice of a meeting may be made by telephone, email, fax or any other technological means available. All notices must be published on the GRSC website.

6.302 Quorum

In all meetings of the Board of Directors or any committees of GRSC a quorum shall consist of a majority of the total number of the Board or committee's members. A Quorum for membership meetings with elections or voting shall be ten percent (10%).

6.303 Minutes

Minutes shall be kept at every membership, board of Directors, and committee meeting. Copies of the minutes shall be kept by the Secretary, be made available upon request and will be published on the website.

6.304 Open Forum

Any action item brought to the Board of Directors during the Open Forum will be added to the agenda at the discretion of the President or his/her appointee.

Article 7 Play and Players:

Section 1 Rules of Play

7.101 Playing Rules

FIFA "Laws of the game" shall apply to all competitive games played by GRSC except as specifically modified by the leagues or programs within which the team is playing.

Section 2 Classification

7.201 Player Classification

Players are classified as amateur or youth.

7.202 Amateur defined

An amateur does not receive a wage or salary for playing soccer.

7.203 Youth defined

A player is a youth as long as they do not exceed the age of 19 years old before December 31st at the end of the soccer season, as determined by USSF or any subsidiary league or program which GRSC participates in. Typically, the age for fall participation in competitive leagues is determined based on the next calendar year.

Article 8: General Rules

8.101 Fiscal Year

The GRSC fiscal year shall be from January 1st to December 31st of each year.

8.102 Prohibited Transactions

GRSC, its officers, directors, members and any persons acting in or on its behalf, shall take noactions which may adversely affect the nonprofit and/or tax-exempt status of GRSC or which may otherwise violate and local, state, or federal law.

8.103 Contracts and Banking

The Board of Directors, except as may otherwise be required by law, the Articles of Incorporation, or these Bylaws may authorize any officer(s) or agent(s) to enter into any contract or to execute and deliver any instrument or document in the name of and on behalf of GRSC and such authority may be general or confined to specific instances.

8.104 Acceptance of Gifts

The Board of Directors may accept, on behalf of GRSC any contribution, gift, bequest or devise for the general purpose or any special purpose of GRSC.

8.105 Annual audits

An annual audit may be conducted of the financial records of GRSC. An appropriate auditor or audit committee shall be appointed by the President and approved by the Board of Directors. This audit shall be completed, and a report prepared and submitted to the Board of Directors for its review with in ninety (90) days of the close of the fiscal year. Such audit shall be available for any member upon request. If total revenue exceeds $350,000 within a fiscal year an audit will be required.

8.106 Distribution of funds upon dissolution

In the event of the Dissolution or final liquidation of GRSC none of the funds held by GRSC shall be distributed to any director, member, or individual. The rules of the USSF or its local youth subsidiary shall determine the disbursement of such funds, except that all disbursements must be to an organization which qualifies as a tax-exempt entity under Section 501© of the IRS as it may be amended at any time and follow all applicable state and federal laws.

8.107 Conflict of Interest

A member, member of the board of directors, or committee member shall recuse themselves and not vote in matters where there is a conflict of interest. This includes, but is not limited to, matters where they or a family member may receive financial gain via the vote, or where the vote involves that **Individual** or a member of their family.

Article 9 Amendments to Bylaws

9.101 Proposal to amend

Any member, director, or committee of GRSC may propose to amend the Bylaws by delivering the proposal in writing to the Board of Directors not less than 30 days prior to the vote.

9.102 Review of the proposed amendment

The board shall review the proposed amendment for form and any conflict with the other existing Articles of Incorporation, Bylaws and rules of GRSC, MYSA, USYSA, USSF, or other governing body and report its findings to the membership.

9.103 Notification to members

Members shall be given notice of the proposed amendment and the recommendation of the Board of Directors in writing no less than thirty (30) days prior to the vote to approve the amendment. The author of the Bylaw amendment shall provide GRSC a copy of the amendment by any technological means available to distribute to all members no less than thirty (30) days prior to such vote.

9.104 Voting

Amendments to the Bylaws may be approved by the affirmative vote of two thirds of the votes of the current number of members of the board of directors or a majority vote of the membership during any annual election or special vote.

Article 10 Principle office

10.101 The Principal physical address of GRSC is 101 Chelsea road Monticello Minnesota 55362, (indoor training facility). The mailing address is GRSC PO BOX 1214 Monticello, MN 55362. GRSC may haveother offices at such places as may, time to time, be determined by the Board of Directors.

Article 11 501(c)(3) status

11.101 The purpose of GRSC must be limited to charitable and educational activities within the meaning of section 501(c)(3) of the Internal Revenue code.