

LAKEVILLE SOCCER CLUB CONSTITUTION AND BY-LAWS
APPROVED AS AMENDED 04/16/25

ARTICLE I - NAME

The name of this organization shall be the Lakeville Soccer Club and hereafter referred to as the LSC.

ARTICLE II - PURPOSE

The purpose of the Lakeville Soccer Club (LSC) shall be to promote, foster, and perpetuate the game of soccer on the youth level in the city of Lakeville, State of Minnesota.

ARTICLE III - TERRITORY

The territory of this organization shall be the legal city boundaries of the City of Lakeville and/or Independent School District 194 in the State of Minnesota.

ARTICLE IV - HEADQUARTERS

The headquarters of this organization must be within the territory, as defined above. Location of the headquarters will be determined by the members of this organization's officers. The registered address of the Lakeville Soccer Club is P.O. Box 160, Lakeville, MN 55044.

ARTICLE V - TAX-EXEMPT PURPOSE

The LSC is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI - RESTRICTIONS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, (including the publishing or distribution of statements) or any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII - DISSOLUTION

Upon the dissolution of the organization, the Officers shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Officers shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII - MEMBERSHIP

Section 1 – Membership Area

Membership in LSC is open to all residents, 18 years and older, of the City of Lakeville, Minnesota, Independent School District 194, and surrounding communities.

Section 2 – Voting Membership

Voting members for the purpose of this association are those individuals who meet the requirements of Article VIII, Section 1 and are registered in good standing as a member of the Lakeville Soccer Club. Voting members also include families whose children participate through the use of scholarship funds, and/or all LSC board members – elected or appointed.

Section 3 – Voting

Family units who meet the requirements of Article VIII, Section 1 and Article VIII, Section 2 and who have paid a registration fee within the fiscal year between January 1 through December 31, will have two votes at the annual membership meeting and any other general membership meeting called by the Board. Each family unit will have two legal guardian votes. Absentee voting and/or voting proxy votes will not be allowed under any circumstances at any general membership meeting.

Section 4 – Method of Voting

Voting procedures at the annual membership meeting or any other general membership meeting called by the LSC Board under the provisions outlined in Article XII, Section 4 shall be as follows: Motions properly made and seconded may be decided by voice vote with the presiding officer deciding whether or not the motion is adopted. If the outcome of the voice vote is uncertain, in the opinion of any Board Member, the presiding officer may request a show of hands from each family represented at the meeting who are present in the room at the time of the vote, following the preconditions outlined in Article VIII, Section 3. Robert's Rules of Order shall be followed.

ARTICLE IX - BYLAWS GOVERNMENT

The LSC shall be governed by its constitution and by-laws as presently constituted or as these may from time to time be amended and/or altered.

ARTICLE X - BOARD OF DIRECTORS

The affairs and business of the LSC are managed by the Board of Directors (BoD). The Board of Directors shall consist of the President, Vice President, Secretary and Treasurer and such other Directors as the Board of Directors may, from time to time, appoint. There must be at least five elected Board of Directors, but no more than 13 positions as established from time to time by resolution of the Board of Directors. The Board can also appoint non-voting members as needed. The Board of Directors must consist primarily of Lakeville resident/ISD 194 Members. To hold the position of President, Vice President, Secretary or Treasurer it is required to be a Lakeville resident/ISD 194 Member. The Board of Director shall include a Gambling Manager serving an ex-officio, non-voting capacity.

Section 1 – Board Duties

The Board of Directors shall:

1. Transact all business or delegate authority to transact business.
2. Enforce the constitution, by-laws and policies and procedures of the LSC.
3. Oversees club scholarships.
4. Make recommendations for amendments to the Constitution of the LSC.
5. Have complete jurisdiction over LSC's finances, and have exclusive power to make or authorize appropriations.
6. Shall make a report of the LSC's activities during the preceding year at the annual membership meeting.

Section 2 – Quorum

A quorum of the Board of Directors shall consist of a simple majority of the elected Board members. The President or Vice President must be present to conduct official LSC business. The Gambling Manager shall not be counted for quorum purposes.

Section 3 – Frequency of Board Meetings

The regular meetings of the Board are intended to be held during the third week of the month, or on other days approved by the Board, at a time and location established by the Board, and communicated to the membership at least one month in advance. The Board will meet at least 10 times per year.

Section 4 – Special Meetings

A special Board meeting may be called at least 48 hours in advance provided all Board Members are notified and a majority agree that an emergency necessitates a special meeting. Such notification can be accomplished by phone or email.

Section 5 – Conflict of Interest

Any Board Member that may have a conflict of interest regarding any matter financial or otherwise that is under consideration by the Board for approval must disclose and excuse himself or herself from voting on any motion without penalty or prejudice. Board Member(s) who may be reimbursed or otherwise compensated for services directly related to the operation of LSC shall abstain from voting on relevant motions(s).

The Board shall initiate an annual review (or more frequent if necessary) of Lakeville Soccer Club's business affairs to ensure compliance with:

1. Minnesota Charitable Solicitation Act (Minn. Stat. § 309.50 et seq.)
2. Minnesota Supervision of Charitable Trusts and Trustees Act (Minn. Stat. § 501.71 et seq.)
3. All registration, reporting, and operational requirements under these statutes

This review shall include verification of all:

- Current registrations
- Timely filed reports
- Required disclosures
- Recordkeeping practices

Section 6 – Legal Compliance Review

The Board shall initiate regular reviews of Lakeville Soccer Club's business affairs to ensure compliance with:

A. Annual Review Requirements:

- a. Minnesota Charitable Solicitation Act (Minn. Stat. § 309.50 et seq.)
- b. Minnesota Supervision of Charitable Trusts and Trustees Act (Minn. Stat. § 501.71 et seq.)

B. Semiannual Gambling Review:

- a. Minnesota Lawful Gambling Act (Minn. Stat. § 349.12 et seq.)
- b. All related gaming regulations and reporting requirements

ARTICLE XI - OFFICERS

Section 1 – Officers

The officers are the President, the Vice President, Secretary, Treasurer, and Gambling Manager.

Section 2 – Time and Place of Election, Term of Office

Elections for all Board officers will be held during the Annual Meeting. The slate of candidates must be in good standing with LSC and, when possible, will be posted at least 30 days prior to the election. Late applications will not be accepted, except for positions with no candidates. Election shall be by simple majority of the voting members. (See Article VIII, for definition of "voting members"). The terms of office begin the first board meeting following the Annual Meeting. All elected Board Members shall be elected for a period of two years. They shall serve for no more than 2 two-year terms in the same position.

Section 3 – Removal from Office

An elected Board Member of this organization shall be removed from office by a two-thirds majority of the Board at a special emergency meeting convened pursuant to Article X, Section 4 or failure to attend three (3) monthly board meetings in a fiscal year. An elected Board Member of this organization can also be removed by a simple majority of the voting member who may be convened at an annual meeting, or a special meeting of the general membership called pursuant to Article XII, Section 4. A notice shall be provided to the membership. Any elected Board Member, appointed Director or member who requests removal of an elected Board Member or appointed director must provide a written report to the full Board prior to the convening of the meeting outlining specific reason(s) for requesting the removal from office. This report shall also be available to any LSC member upon request. The elected Board Member or appointed Director who would be removed under this provision shall also be provided a copy of the report prior to the convening of the meeting and shall have an opportunity to present his or her rebuttal prior to any vote to remove him or her from office.

Section 4 – Vacancies

In the event that a vacancy occurs in any office, the Board shall fill the vacancy as soon as practicable at the next scheduled Board Meeting. A simple majority of the Board is sufficient to effect election. If the vacancy was for an elected member of the Board, the vacancy must be affirmed by the voting membership at the next annual meeting.

Section 5 – General Operating Guidelines

The LSC shall develop and maintain General Operating Guidelines which describe policies and procedures required by MYSA, and/or other leagues the Club participates in, and policies and procedures for the operation of LSC. Specific policies and guidelines for the overall management of LSC shall include (but not be limited to) duties and responsibilities for positions not described in Article XI, Section 6.

Section 6 – Duties of Officers

A. President:

- a. Shall designate Chairs for all standing and ad hoc committees for special purposes, unless otherwise defined.
- b. Shall enforce the regulations of the LSC and supervise organizational affairs.
- c. Shall sign contractual documents with the Treasurer as co-signer for disbursement of funds.
- d. Shall have the power to call special Board and special meeting of the voting membership, if he/she determines there is an emergency or if any voting members follow prescribed procedure in asking for such a meeting.
- e. Shall be an ex-officio member of all committees.
- f. Shall act as primary liaison of LSC with any leagues we participate in and the Lakeville Athletic Association.
- g. Shall oversee the LSC scholarship program.
- h. Shall be responsible for managing, along with the Vice President, the operations and work of contracted staff, except for the Finance Manager who is specifically managed by the Treasurer and the Ref Assignor who is specifically managed by the Vice President.

B. Vice President:

- a. Shall perform all duties and exercise all the powers of the President during the latter's absence or incapacity.
- b. Shall serve as the Chair of the Audit Committee.

- c. Shall be responsible for ensuring the day-to-day activities of the club operate effectively.
- d. Shall be responsible for the managing, planning, and coordinating the annual LSC soccer tournament(s). This includes authority, with direction from Board of Directors', to hire a contractor to run the tournament.
- e. Shall be responsible for child protection, as defined under Policies and Procedures.
- f. Shall be responsible for managing the Ref Assignor.
- g. Shall be responsible for managing, along with the President, all other contracted staff, except for the Finance Manager who is managed by the Treasurer.

C. Secretary:

- a. Shall sign, with the President, contractual document which reflect approved Board and LSC commitments.
- b. Shall make sure that all Family and Affiliate members sign a register at annual and special meetings.
- c. Shall be responsible for communications including, but not limited to, keeping a permanent record of all meetings and proceedings of the LSC, including Board and Annual Meetings.
- d. Shall oversee maintenance of voting eligibility.
- e. Shall keep committee reports on file as conduct office correspondence for LSC.
- f. Shall be responsible for ensuring the day-to-day activities of the club operate effectively.
- g. Shall be Chair of the Personnel Committee.

D. Treasurer:

- a. Shall report the financial status of LSC to the Board at Board meetings and to the voting membership at the Annual Meeting.
- b. Shall be responsible for a short and long-range financial plan and forecast, including this subject in an annual report to the voting membership. Exceptions will be identified when establishing fund raising projects.
- c. Shall keep and maintain financial records, disburse funds per the authority of the Board of Directors and report financial condition at meetings.
- d. Shall be responsible for keeping the bank accounts of LSC in satisfactory order according to commonly accepted business practices.
- e. This Treasurer shall oversee funds from fundraising and business sponsorships/contributions to allow LSC to continue to offer affordable soccer programs to its membership.
- f. Shall oversee concessions activities of the Club.

- g. Shall be responsible for managing the Finance Manager and other contractors as assigned.
- h. Shall be responsible for risk management and securing and managing Club insurance.
- i. Shall be responsible for filing taxes and maintaining tax status of the Club.
- j. Maintain records required for statutory compliance reviews under Article X, Section 6.

Section 7 – Gambling Manager

A. Gambling Manager

- a. Be an employee of Lakeville Soccer Club
 - b. Manage all aspects of the charitable gaming program
 - c. Coordinate the annual audit of charitable gaming financial results
 - d. File all requisite reports with government agencies
 - e. Attend monthly Board meetings in an ex-officio, non-voting capacity
 - f. Prepare semi annual compliance reports for Board review as required under Article X, Section 6(B).
-

ARTICLE XII - VOTING MEMBERSHIP

The voting members of LSC shall consist of no more than two (2) legal guardians per registered family. In order to be eligible, the registered family must have a paid registration fee within the current fiscal year, or as defined in Article VIII, Section 2.

Section 1 - Certification of Eligible Voting Members

Each September, the Treasurer shall confirm to the Secretary the names of eligible voting members together with that of the Board of Directors. This will be used to notify individuals of the annual meeting as well as serve as voting member credentials. The Secretary also will use this list for notifying the voting membership of special meetings.

Section 2 – Annual Meeting

The annual meeting shall take place each year during October at a time and place designated by the Board at least 30 days in advance.

Section 3 – Business at Annual Meeting

The voting membership shall be presented a report by the Board concerning previous year's operations, giving voting members a chance to comment and make recommendations. The voting members also shall have the power to ratify, alter, or reject decisions and/or policies of the Board.

Section 4 – Special meetings of the Voting Members

- A. The Board can call a special meeting of the voting members with a simple majority vote.
- B. A voting member may ask the Board for such a meeting on presentation of a petition containing the signatures of current voting members equal to or exceeding in number a majority of members at the last previous annual meeting. The Secretary must receive the petition at least two weeks in advance of such a proposed meeting and, after certifying the signatures as being valid current voting members, shall notify all voting members of a special meeting at least seven days in advance.
- C. The Secretary shall have all voting members sign a roster at each meeting and this roster shall include name and phone number. The Secretary then will prepare, upon request, to furnish a list of attendees of the previous annual meeting to members in good standing who wish to prepare amendments. This will be furnished for a \$10 fee to cover expenses.

ARTICLE XIII - AMENDMENTS

Section 1 – Vote Required

Changes to the Constitution and by-laws of the LSC must be approved by a vote of at least two-thirds of the voting members present at either the annual meeting, or at a special membership meeting convened under the provisions outlined in Article XII, Section 4. The provisions of Article XIII, Section 2 must be followed in order for any proposed changes(s) to be enacted to the Constitution and By-laws.

Section 2 – How to Propose Amendments

Amendments or changes to the Constitution may be proposed by any member. The proposed amendments will be discussed and voted on at the annual meeting or special membership meeting called specifically for this purpose under the provisions outlined in Article XII, Section 4. The Secretary shall notify members at least 10 days in advance of the meeting stating the amendments. A quorum, for the purpose of amending the LSC

Constitution and By-Laws shall be defined as being at least five times the number of board members present. A minimum of 2/3 majority vote of members present is required to change the Constitution and By-laws.

ARTICLE XIV - MISCELLANEOUS PROVISIONS

Section 1 – Logos

Any logos and symbolic representations sold or used by LSC must be approved by the Board prior to use by any LSC team and/or member.

Section 2 – Immediate Past President

The Immediate Past President may serve as a non-voting member of the Board of Directors. The Immediate Past President must provide support to the incumbent President for no less than two (2) Board meetings following a change-over.

Section 3 – Committees

A. Standing Committees

- a. Nominating Committee** – This committee shall recognize and see qualified nominees for the elected positions of LSC. The President shall not be an ex-officio member of this committee. The President shall appoint the chair of the nominating Committee. The committee shall consist of a minimum of 5 people, 2 of which must be non-LSC Board members and/or are not paid LSC contractors, unless in cases where LSC has visibly sought committee members with no volunteers.
- b. Audit Committee** – This committee shall provide assurance that published LSC financial reports properly reflect the operating results and financial condition of the LSC. The committee shall provide assurance that the Board is adequately and currently informed through reports and other methods of the condition of LSC and its operations. The committee will ascertain that the Board and its contractors have established appropriate policies to define and identify conflicts of interest in the organization and is diligently administering and enforcing those policies. The committee shall consist of a minimum of 3 people, one of which is a non-Board

member and/or is not a paid LSC contractor, unless in cases where LSC has visibly sought committee members with no volunteers.

- c. **Personnel Committee** – This committee is chaired by the Secretary and shall provide annual reviews of all LSC contractors and shall have oversight of the recruitment, selection, renewals, compensation, and approval of all LSC paid contractors. The committee shall consist of a minimum of 3 people, one of which is a non-Board member and/or is not a paid LSC contractor, unless in cases where LSC has visibly sought committee members with no volunteers.
- d. **Tournament Committee** – This committee is chaired by the Vice President and shall serve as a resource for club sponsored tournaments and provide oversight into all operations of the tournament. The committee shall consist of a minimum of 3 people, one of which is a non-Board member and/or is not a paid LSC contractor, unless in cases where LSC has visibly sought committee members with no volunteers.
- e. All Board members are ex officio members of all Standing Committees, except the President cannot be a member of the Nominating Committee.

B. Special or Ad Hoc Committees

- a. **Definition** – A Special or Ad Hoc Committee is appointed to perform a special function that is beyond the authority or capacity of a Standing Committee. These committees generally expire upon the completion of assigned duties, although they can be renewed.
- b. **Formation** – A Special or Ad Hoc Committee can be formed at the discretion of the President or through a simple majority vote of the Board members.
- c. **Membership** – All active Board members are ex officio members of all Special or Ad hoc Committees.

Section 4 – Sponsorship or Contributions

Any individual representing the Lakeville Soccer Club, its Board of Directors, or teams playing under the auspices of the Lakeville Soccer Club may solicit sponsorships or contributions from businesses or other organizations. The Lakeville Soccer Club may adopt operating guidelines that allow the Board to prohibit sponsorships and/or contributions that are deemed to be inappropriate. The Lakeville Soccer Club Board shall have ultimate authority on all decisions regarding sponsorships and/or contributions. Use of corporate or other logos or symbolic representations other than the official Lakeville Soccer Club logo must follow policies and/or guidelines established by the LSC Board of Directors.