

Summary of WMUSA Updated Bylaws

WMUSA's last update to the bylaws was December 2017, as posted on the website. As a club, it is important that the bylaws are regularly reviewed and updated as necessary to ensure we reflect reality and a changing environment, all to strengthen WMUSA. The updates and the enhancements made in the proposed April 2026 bylaws are intended to improve member participation, enhance governance, improve operational clarity, modernize practices, and strategically plan for future leadership within WMUSA.

All members are encouraged to review the proposed April 2026 bylaws, shown below beginning on page four.

Below are the material changes to the bylaws from the last posted version dated December 2017 bylaws and the proposed version dated April 2026 bylaws. A number of provisions and the overall document were modified to clean up formatting, make consistent use of terms, define terms so there is not unneeded repetition, clarify confusing sections, and add additional provisions to better represent today's reality.

The summary below outlines the material changes, describes the nature, and explains the rationale and why they are important for WMUSA.

- **Enhanced Objectives for Sportsmanship and Character Building**
 - **Change Description:** The objectives now state that WMUSA will "value, encourage, and drive good sportsmanship and **positive** character building". The 2017 version only stated "values sportsmanship and character building".
 - **Why:** This update reflects a **more active and comprehensive commitment** to fostering these core values within our programs, emphasizing proactive engagement in development beyond just valuing these traits.
- **Introduction of a Defined Fiscal Year**
 - **Change Description:** The April 2026 bylaws explicitly define the fiscal year as beginning on August 1 and ending on July 31 of the following year. This was not explicitly stated in the December 2017 bylaws.
 - **Why:** Establishing a clear fiscal year **provides a standard and consistent financial reporting period**, which is crucial for financial management, auditing, and compliance. As a non-profit, it is important that we identify this for our members.
- **Enhanced Financial Oversight with CPA Discretion**
 - **Change Description:** The April 2026 bylaws add a provision allowing WMUSA to "engage an independent certified public accountant to audit or review the Financial Reports" at the discretion of the Board.
 - **Why:** This strengthens financial accountability and transparency by giving the Board the **explicit option to seek independent professional review** of financial statements.
- **Flexibility in General Membership Meeting Schedule**

- **Change Description:** The months for General Membership Meetings now include that our 3rd General Membership Meeting can occur in August or September, whereas the 2017 version only listed "September".
 - **Why:** This provides the Board with **increased flexibility in scheduling** one of the quarterly meetings, allowing for better alignment with operational calendars and the fiscal year.
- **Adaptation for Online Meeting Attendance Documentation**
 - **Change Description:** Though not prohibited in the December 2017 bylaws, the April 2026 bylaws add a provision to expressly allow the Board to hold the General Membership Meeting via online meeting platform.
 - **Why:** This change **modernizes the bylaws to accommodate current meeting practices**, ensuring accurate and verifiable attendance records for both in-person and virtual gatherings. The Board is seeking increased participation from members and understands that its members have extremely challenging schedules. While some meetings may only be in person, the Board wants to modernize the approach in general.
- **Establishment of a more formalized Trustee Program**
 - **Change Description:** A comprehensive "Trustee Program" has been introduced. This program defines its purpose, eligibility, nomination and approval process, term of service, and the role of a Trustee, explicitly stating it is for "leadership development" and to "cultivate a pipeline of qualified candidates for future Board service". This program did not exist in the 2017 bylaws. While WMUSA utilized a Trustee program, it was not memorialized in the December 2017 bylaws.
 - **Why:** This is a **strategic initiative to strengthen future leadership and governance** by providing foundational experience for potential Board Directors, ensuring a more prepared and experienced pool of candidates.
- **Replacement of Technical Director with Risk Manager Position**
 - **Change Description:** The "Technical Director" Board position from the 2017 bylaws is replaced with a "Risk Manager" (or "Risk Management Director") position. The bylaws explicitly state this position "replaces the Board position formerly titled Technical Director".
 - **Why:** WMUSA has hired an employee as the Technical Director, which is Phil Griffiths. In addition, governing soccer bodies like EPYSA expect soccer clubs to have a role for a Risk Manager. It is important for this role to help oversee risk management oversight, which is essential for ensuring organizational stability, safety, and compliance in today's environment.

- **Elevated Eligibility Requirements for Board Candidacy**
 - **Change Description:** Candidates for an elected Board Director position must now "have served as a Trustee for a continuous period of at least one (1) year or have served as a prior Board Director". The 2017 bylaws only required candidates to be a current member in good standing. An exception is included if no eligible Trustees meet the requirement.
 - **Why:** This change is directly connected to the new Trustee Program, ensuring that Board candidates possess **preparatory experience and a foundational understanding of WMUSA's operations and governance**, thereby improving the quality and effectiveness of the Board and allows for smooth Board Director transitions.

- **Updated Nomination Process for Board Directors**
 - **Change Description:** Nominations now close "24 hours prior to the announced start time of the December General Membership Meeting", providing a more precise deadline.
 - **Why:** These changes provide **greater clarity regarding the nomination timeline** and integrate the new Trustee Program into the election process, ensuring relevant experience is disclosed for Board consideration.

- **Modernized Electronic Communications and Meetings**
 - **Change Description:** While not prohibited in the December 2017 bylaws, the April 2026 bylaws authorize the Board and all committees/subcommittees to meet "by telephone conference or through other electronic communications media if participants can simultaneously hear each other clearly and participate". It also states, "All communications required in these bylaws, including meeting notices, may be sent electronically". The 2017 bylaws only mentioned "Voting by teleconference" for Board meetings.
 - **Why:** This update **modernizes governance practices**, enhancing efficiency, accessibility, and participation for Board, committee, and subcommittee members by leveraging current technology for meetings and communications.

These material changes demonstrate a concerted effort to **enhance governance, improve operational clarity, modernize practices, and strategically plan for future leadership** within WMUSA. The introduction of the Trustee Program and the updated eligibility requirements for Board Directors are particularly noteworthy, as they aim to cultivate a more experienced and engaged leadership pipeline.



WEST-MONT
UNITED SOCCER
ASSOCIATION (WMUSA)

BYLAWS

April 2026

I. TITLE

1. This organization shall be known by the name, style, and title of West-Mont United Soccer Association (WMUSA), and herein referred to as WMUSA.

II. PURPOSE

1. The primary purpose of this organization is to provide nonprofit educational soccer training. In such, WMUSA will provide organized soccer activities to the surrounding communities.
2. Objectives:
 - a. Provide supervised soccer education and training that values, encourages, and drives good sportsmanship and positive character building.
 - b. Provide for player development and competitive play at all ages and abilities by educating our players and members through our experienced professional staff at top quality facilities.

III. OPERATION

1. WMUSA shall operate within the guidelines set forth in section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
 - a. Fiscal Year. The fiscal year of WMUSA shall begin on August 1 of the current year and end on July 31 of the following year.
 - b. Financial Reports. The books of WMUSA shall be closed as of the end of each Fiscal Year and financial statements shall be prepared and submitted to the Board (see Section III. 7 d. regarding duties of the Treasurer). At the Discretion of the Board, WMUSA may engage an independent certified public accountant to audit or review the Financial Reports.
2. Regular Member, also referred herein as "member", is defined as:
 - a. Any player on one of the Club's teams.
 - b. Any person who has a child enrolled in the program.
 - c. Any person who performs as a volunteer coach, member of the Board of Directors, Manager, or member of any Standing Committee.
 - d. A Regular Member "*in good standing*" upholds the values defined in the Objectives, as described in Section II. 2. "In good standing" excludes those members:
 - (1) currently under discipline by WMUSA or any affiliated or overarching soccer association or
 - (2) who violate WMUSA facility rules or the approved Code of Ethics.

Discipline includes, but is not limited to, the following: suspension, banishment, loss of coaching privileges, and/or indebtedness to WMUSA. All actions of discipline must be approved by affirmative vote of at least a majority of a quorum of the Board.

- e. Staff are not permitted to be Regular Members. Staff includes, but is not limited to, the Executive Director, Program Directors and Business Manager.

3. General Membership Meetings

- a. General Membership Meetings, herein also called “Member Meetings”, of the WMUSA members shall be held in the following months: (1) April, (2) June, (3) August or September, and (4) December. Members shall be notified seven (7) days prior to the meeting date determined by the Board.
- b. A quorum must be in attendance to conduct business. A quorum shall consist of at least a majority (51%) of the Directors of the Board.
- c. Special meetings of the WMUSA members may be called by:
 - i. the President of the Board,
 - ii. a majority of the Directors of the Board, or
 - iii. fifty (50) members in good standing.
- d. All members shall sign an attendance sheet if the General Membership Meeting is held in person and the member attends in person, which shall be managed by the Business Manager. For online meeting attendance documentation, the Business Manager will determine a means to substantiate all in attendance. It is the responsibility of the individual member to sign the attendance sheet, if held in person, during the WMUSA General Membership Meeting.
- e. Order of Business:
 - iv. Call to order
 - v. Reading and approval of the previous meeting Minutes.
 - vi. Treasurer's Report
 - vii. Unfinished Business
 - viii. New Business
 - ix. Adjournment
- f. Non-members can attend a General Membership Meeting to present business proposals, when called upon by the Board of Directors.
- g. Non-members may not take part in discussions (pro/con) of WMUSA business unless permitted to do so by the President, or the Board Director presiding over the meeting. Non-members may not vote.
- h. To vote at a General Membership Meeting, a member must be a Regular Member in good standing, as defined in Section III.2., 18 years of age or older, and must have attended at least two (2) General Membership Meetings, as evidenced by the attendance records. Member attendance at the December General Membership Meeting shall count towards election voting rights for that same evening but shall not count towards the next calendar year's election.

4. Trustee Program

- a. The purpose of the Trustee Program is to foster leadership development and ensure potential Board Directors have foundational experience with WMUSA

operations and governance principles. This program is intended to cultivate a pipeline of qualified candidates for future Board service

- b. Eligibility to Serve as a Trustee: Any member in good standing, as defined in Section III.2., may express interest in serving as a Trustee or be nominated by another member.
- c. Trustee Nomination and Approval: A member seeking to become a Trustee may self-nominate by submitting a written declaration of interest to the Board at any time, or may be nominated by another member. The Board shall review all Trustee Nominations and reserves the right to reject any Trustee Nomination if the nominee is not in good standing, as defined in Section III.2. or is deemed by the Board not to possess the necessary character or fitness for the position. Appointment as a Trustee requires approval by a majority vote of a quorum of the Board.
- d. Term of Service: Trustees shall serve for a term of one (1) year, but such term may be extended by the Board subject to ongoing review and approval by a majority vote of a quorum of the Board at the Board of Directors Meeting immediately preceding the one (1) year anniversary of the Trustee's term.
- e. Role of a Trustee: A Trustee may be assigned specific tasks or participate in committee work or special projects, as directed by the Board of Directors, to gain experience in WMUSA's governance and operations.

5. Board of Directors

- a. The business of WMUSA shall be governed by the duly elected directors of WMUSA, herein collectively known as the Board of Directors or the Board, and each individually known as a Director or Board Director.
- b. The Board shall consist of at least five (5) Directors and shall maintain an odd number of Board Directors. At a minimum, the Board shall consist of a President, Vice President and Treasurer and the recommended following positions.

President	(elected on odd years)
Vice President	(elected on even years)
Risk Manager	(elected on odd years)
Treasurer	(elected on even years)
Facilities Director	(elected on odd years)
Marketing Director	(elected on even years)
Director of Registration	(elected on odd years)

- c. Terms of office for each Director shall be two (2) years.
- d. No Board Director shall have more than one (1) vote.
- e. Election of the Board Directors
 - i. The positions shown above that are eligible for election shall be filled at the annual election held at the December General Membership Meeting, referred to hereinafter as the “Annual Election”.
 - ii. Members desiring to be a nominee for a position on the Board must be a current member in good standing in accordance with Section III.2. and 18 years of age or older, referred hereinafter as a “nominee”.
 - iii. Notice of Open Positions: The Board shall notify members in September of all Board positions eligible for election in December for the upcoming term. This notification aims to provide ample time for potential candidates to prepare and to inform members.
 - iv. Eligibility for Board Candidacy: Candidates for any elected Board Director position must be a member in good standing, as defined in Section III.2. of these bylaws AND must have served as a Trustee for a continuous period of at least one (1) year or have served as a prior Board Director. This requirement ensures candidates possess preparatory experience and understanding of WMUSA’s operations and governance before running for a Board Director position.
 - (a) Exception: If, after the closure of nominations, there are no eligible Trustees who meet the one (1) year service requirement to be a nominee for an eligible Director position, then any member in good standing, as defined in Section III.2. may be eligible as a nominee.
 - v. Nominations shall open in September and shall close 24 hours prior to the announced start time of the December General Membership Meeting. Prospective nominees must submit a written notice of intent to the Board for the position sought prior to the closure of nominations, referred herein as a “Nomination Statement”. Such Nomination Statement must indicate whether the nominee has served as a Trustee, what the nominee hopes to accomplish as a Board Director and how the nominee will contribute to WMUSA. Nomination Statements must be submitted to the Business Manager and presented at the December General Meeting.
- f. Election Schedule and Voting Rights: All Board Director positions shall be voted on in alignment with the respective schedule at the Annual Election.
- g. To vote at a General Membership Meeting and/or in the Annual Election, a member must comply with III. 3. h.
- h. Attendance at the December General Membership Meeting shall count towards election voting rights for that same evening but shall not count towards the next calendar year's election.

- i. The Business Manager shall prepare ballots for the elections for all eligible Board Direction positions.
- j. The Vice President shall appoint two tellers, and identify one as the head teller, immediately prior to the election from the members in physical attendance at the Annual Election, in order to distribute, collect and count the ballots. Results shall be recorded by the tellers.
- k. Election shall be made by secret ballot and counted by the tellers. Election of a nominee shall be determined by a vote of at least a majority of the voting members present. Only the total number of votes cast, and the successful nominee will be announced by the head teller.
- l. In the event of a tie, a re-vote shall follow a question/answer session of the respective nominee.
- m. All newly elected Board Directors shall take office upon conclusion of the election meeting. A timely joint meeting for incoming and outgoing Board Directors, and all other Directors interested in attending, to ensure a smooth transition of management and control.
- n. The Board of Directors and all committees and subcommittees shall be authorized to meet by telephone conference or through other electronic communications media if participants can simultaneously hear each other clearly and participate during the Board, committee, or subcommittee meeting.
- o. All communications required in these bylaws, including meeting notices, may be sent electronically.

6. Qualifications of Board Directors

- a. No elected Board Director shall hold more than one elective office on the Board at any one time.
- b. Any elected Board Director shall be eligible as a candidate for another office or to succeed themselves.
- c. Spouses or immediate family are not eligible for nomination on the same ballot nor are they permitted to fill a Board Director position at the same time. This rule does not apply to manager positions.
- d. No elected Board Director shall hold more than one Board seat of the WMUSA Board at any one time. An elected Board Director may be a candidate for another Director position or succeed themselves in their current position. Spouses or immediate family members are not eligible for nomination on the same ballot, nor permitted to hold Board positions concurrently. No elected Board Director shall receive payment for performing the duties of their position. Board Directors may not hold any other paid position for WMUSA as an employee or independent contractor, unless specifically approved by the Board. If a Board Director accepts a paid position, they must resign from their Board position simultaneously with accepting the paid

position. A person currently holding a paid position may submit as a nominee as a Board Director, but if elected, must immediately resign their paid position.

7. Duties of the Board Directors

- a. President
 - i. Shall preside over and conduct all meetings of the Board and WMUSA.
 - ii. Shall sign all legal documents and papers.
 - iii. Shall be an Ex-Officio member, but without vote, of every standing or special committee.
 - iv. See position description for additional responsibilities.
- b. Vice President
 - i. Shall assume the duties of the President in the absence of the President.
 - ii. Shall sign all legal documents, papers, and resolutions of the Board.
 - iii. See position description for additional responsibilities.
- c. Treasurer
 - i. Shall ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor WMUSA's financial resources. The Treasurer shall advise the Board of any significant financial matters that require action by the Board. The Treasurer shall ensure that the Board engages a qualified auditor for an annual examination of the Financial Reports.
 - ii. Shall be an authorized signer on all bank/investment accounts.
 - iii. See position description for additional responsibilities.
- d. Facilities Director
 - i. See position description for responsibilities.
- e. Marketing Director
 - i. See position description for responsibilities.
- f. Director of Registration
 - i. Shall be responsible for the registration process for individuals (recreation, travel, adult) and teams.
 - ii. See position description for additional responsibilities.
- g. Risk Management Director
 - i. Position replaces the Board position formerly titled Technical Director.
 - ii. See position description for responsibilities.

8. Removal of a Director from the Board

- a. The Board shall reserve the right to request any individual Board Director to resign from their position if there becomes a lack of confidence in their ability to perform the assigned duties of the position as outlined in these bylaws.
- b. Involuntary removal shall be for cause after an appropriate review before the Board of Directors.

- c. Written notice shall be provided to the Board Director of the proposed removal.
- d. Board Directors shall vote by secret ballot.
- e. Removal of a Board Director prior to the expiration of their term shall occur if there is an affirmative vote of at least two-thirds of the current Board Directors.
- f. If a Board Director is removed in accordance with this Section, their position shall be declared vacant, and the vacancy filled in accordance with these bylaws.
- g. The results of the vote on the removal of a Board Director will be announced to members at the next General Membership Meeting.
- h. If a Board Director has two consecutive unexcused absences from regular meetings of the Board, such Board Director shall automatically be removed from their position without any proceedings for their removal.

9. Filling vacancies on the Board of Directors:

- a. If a vacancy exists for any position on the Board, for any reason, the Board of Directors shall appoint a member to fill such vacancy in accordance with these bylaws.
- b. The Board shall vote by secret ballot on the proposed replacement and fill the vacancy with an affirmative vote of a majority of a quorum of the Board.
- c. Any vacancy shall be filled only for the remaining portion of that term.
- d. Members appointed to fill vacancies for any position on the Board, in accordance with the provisions of this Section, shall take office immediately.

10. Board of Directors Meetings

- a. Meetings of the Board of Directors will be held at least nine (9) times per year. Formal notification of meetings will be sent by the Business Manager, or designee, with 7 days' notice to the Board of Directors, as well as Managers.
- b. A quorum must be in attendance to conduct business. A quorum shall consist of at least a majority (51%) of the members of the Board.
- c. Special Meetings of the Board may be called by the President or by a majority of Board Directors.
- d. Voting by teleconference or through other electronic communications media is appropriate if participants can simultaneously hear each other clearly and participate.
- e. Order of Business:
 - i. Call to order
 - ii. Reading and approval of the previous meeting Minutes.
 - iii. Treasurer's Report
 - iv. Unfinished Business
 - v. New Business
 - vi. Adjournment

11. Appointed Officers and Staff

- a. The Board may appoint an Executive Director. The Executive Director can appoint or hire additional staff. See position description for additional responsibilities.
- b. Managers are individuals who are entrusted with more responsibility than a regular member. Managers are nominated by a Board Director and approved by majority vote of a quorum of the Board. The duties of Managers, include:
 - i. Shall attend Board of Directors Meetings and General Membership Meetings.
 - ii. See position description for additional responsibilities.

12. Committees

- a. The Board of Directors shall have the power to install or disband any standing or special committee it deems necessary for the proper administration of WMUSA.
- b. All committees must include at least one Board Director actively participating in the committee work to be considered a valid committee. Committee members must be members in good standing, as defined in Section III. 2.. The Board must have an affirmative vote of at least a majority vote of a quorum of the Board, to allow a non-member to participate in any committee or subcommittee.
- c. Prior to committing any funds, a committee must present a proposed budget to the Board of Directors for voting and approval. If the committee suspects they might exceed their budget, a revised budget must be presented to the Board of Directors for additional approval prior to exceeding the budget.

IV. AMENDMENTS TO BYLAWS

1. These bylaws shall become effective immediately upon their adoption.
2. The President and Vice President must sign and date the official copy of the bylaws.
3. Updated bylaws are posted on the website.
4. These bylaws may be amended by a simple majority vote of the Directors present and entitled to vote at a meeting at which a quorum is present. Any proposed amendment(s) must be submitted to the Board Directors in writing with written notice of the meeting, unless such notice is waived by unanimous decision of all Board Directors, to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.
5. Prior to the vote by the Board, members shall be given the opportunity to review proposed bylaw amendments and provide comment at the General Membership Meeting.

In accordance with Section IV of these bylaws, this edition of the bylaws of WMUSA were amended by vote at the April 22, 2026, General Membership Meeting

OFFICIAL COPY OF BYLAWS - APRIL 2026

Gregory Beese – President

Brett Illig – Vice-President

Date Signed

Date Signed