

# **MARSHALL YOUTH CLUB INC.**

## **BYLAWS**

### **ARTICLE I NAME & LOCATION**

- A. The name of this organization shall be Marshall Youth Club Inc. (MYC).
- B. The principal office of the corporation in the State of Wisconsin shall be located in the Village of Marshall, County of Dane. The corporation shall have and continuously maintain in the State of Wisconsin a registered office, and a registered agent.

### **ARTICLE II - PURPOSE and OBJECTIVES**

- Section 1. MYC shall operate as a non stock, nonprofit, non-political and Non-sectarian Corporation, organized under the laws of the State of Wisconsin.
- Section 2. The objectives of MYC are:
  - 1. To provide wholesome recreation for all eligible persons.
  - 2. To teach sportsmanship and the fundamentals of competitive sports:
  - 3. To build personal qualities of leadership and sportsmanship.
  - 4. To assure safety and competitiveness.
  - 5. To build community pride and fellowship through parental and business involvement.
- Section 3. MYC shall raise funds to achieve its above stated purpose, and pay its legal debts, if any.
- Section 4. As stated in the Articles of Incorporation, MYC is organized to offer charitable, educational, recreational, cultural and other purposes under section 501(c)(3) of the Internal Revenue Code. This corporation may carry out its charitable, educational and other purposes directly or by making distributions to other qualifying organizations.

### **ARTICLE III. MEETINGS**

- Section 1. Annual meeting. An annual meeting of the corporation shall be held in the month of April in each year, beginning with the year 2002, for the purpose of electing directors and for the transaction of any other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

- Section 2. Special meeting. Special meetings of the members may be called by the President, Board of Directors, or not less than one-tenth of the members having voting rights.
- Section 3. Place of meeting. The Board of Directors may designate any place, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.
- Section 4. Notice of meetings. Notice stating the place, day and hour of any meeting of the Board shall be delivered in the following manner: personally, by mail, or by email, to each director, not less than three (3) days nor more than twenty (20) *days before the date of* such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the director at his address as it appears on the records of the corporation, with postage thereon prepaid.

#### **ARTICLE IV. BOARD of DIRECTORS, OFFICERS AND ELECTIONS**

- Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the Marshall School District or members of the corporation.
- Section 2. Number: Tenure and Qualifications. The number of Directors shall be fifteen (15). Each Director shall hold office until the next annual meeting of members and until his/her successor shall have been elected and qualified. All directors shall serve for three years and shall be elected or appointed in the following manner: Upon initial adoption of these bylaws five directors shall be elected for a three (3) year term; five directors shall be elected for a two (2) year term and five directors shall be elected for a one (1) year term.
- Section 3. Regular meetings. A regular annual meeting of the Board of Directors shall be held *without other* notice than this bylaw, immediately after, and at the same place as, the annual meeting of members.
- The Board of Directors shall hold regular meetings on one date in each odd numbered month, at such date, place and time designated by the Board of Directors. Regular meetings shall be open, to the public. Notice of said meetings shall be given as outlined in Section III of these bylaws.
- Section 4. Special meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The

person or persons authorized to call special meetings of the Board may fix any place, as the place for holding any special meeting of the Board called by them.

- Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto in the same manner as outlined in section IV(4) of these bylaws.
- Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
- Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these bylaws.
- Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.
- Section 9. Informal Action by Directors: Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors.
- Section 10. Absences. Any member of the Board of Directors unable to attend a meeting shall notify the President and state the reason for the absence in advance of the scheduled meeting time. If a Board member is unexcused from two consecutive meetings, the member's resignation shall be deemed to have been tendered and accepted.

## **ARTICLE V. OFFICERS**

- Section 1. Officers. The officers of the corporation shall be a President, one or more vice-presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint other officers as it shall deem desirable, such officers shall have the authority to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary:

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of directors found to be in violation of any Club bylaw, may be subject to removal, fine, probation, expulsion from the Club, or other consequences as deemed appropriate by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the members and the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation. In general the President shall perform all duties incident to the office of President and other duties as may be prescribed by the Board of Directors from time to time.

The President shall coordinate the work of the Board of Directors and all committees to ensure that programs are of high quality. To this end, the President shall be an ex-officio member of all standing and ad hoc committees.

The President shall further have the following duties:

- Levy all fines for violations of the general rules and bylaws.
- Make all rule interpretations in accordance with the Club's bylaws.
- One of the officers to cosign any financial business checks with the Treasurer.
- Shall assist in the regulation of any mandatory registrations in accordance with the general rules.

- Administer other MYC business/activities deemed necessary by the Board of Directors.
- Responsibilities not normally assumed by the vice-president may be delegated by the President in the President's absence.
- Recommend all Club fees and dues for each season, and become effective with majority approval of the Board of Directors.

The President shall be the liaison to the League(s), School District and Village. This is a two-year term, election in even numbered years.

Section 2. Vice-President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President (or in the event there is more than one vice-president, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 3. Secretary. The Secretary shall record and distribute the official minutes of all meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be the custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such members and in general perform all duties incident to the office of Secretary and other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Section 4. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general perform all the duties incident to the office of Treasurer and other duties as from time to time may be assigned to him by the President or by the Board of Directors.

The Treasurer shall present a Treasurer's report of club finances and financial position at club meetings and an annual financial statement and report at the annual meeting and provide copies to Board of Directors and to members, upon request. The Treasurer shall be responsible for having all receipts and paperwork in order at the end of

the year for filing of income taxes, either by him/her or his/her designee.

Shall make purchase orders available to the club's board of directors and committee members to be used whenever possible for club business. Notify all that owe debts to the club or leagues and collect said debt.

Section 5. Director(s). Serve as a chairperson for appointed committees. Assist in coordinating fund raising; equipment, activities (ex. concession stand, promotional clothing, banquets), first aid. Any Director shall perform other duties as from time to time may be assigned to the Director by the President or by the Board of Directors.

## **ARTICLE VI: COMMITTEES**

Section 1. Committees. The Board of Directors may designate and appoint one or more committees, each of which shall consist of one or more Directors. Committees are created for the sole purpose of operating programs and promoting the objectives and purpose of the Marshall Youth Club. Committees do not have the power to exercise authority of the Board of Directors in the management of the corporation. The President of the corporation shall appoint committee members. Any member thereof may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the corporation and until their successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Chairperson. One appointed Board of Director member shall be appointed as Chairperson by the President.

Section 4. Quorum. Unless otherwise provided, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules. Each committee may adopt rules for its operations consistent with these bylaws or with rules adopted by the Board of Directors.

## ARTICLE VII. FINANCES

- Section 1. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select. Said depositories shall be approved by the Board of Directors.
- Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by the Board of Directors. The Board of Directors shall approve any and all disbursements of funds in excess of \$500.00. Any disbursements of funds in an amount of \$500.00 or less shall require only the approval of the president and the Treasurer and must be made by check. Both the President and Treasurer shall sign any and all disbursements more than \$1000.00. A check for disbursements of funds in the amount of \$1000.00 or less shall require the signature of either the President or the Treasurer.
- All bills or expenses incurred by MYC or its program(s) *are to be* reported to the Executive Board and paid by the President or Treasurer in a timely manner.
- Section 3. Contracts. The Board of Directors may authorize any officer of officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- Section 4. Annual statement. An annual financial statement is to be prepared and submitted to the corporation members at their annual meeting.
- Section 5. Fund raising projects. All fund-raising projects must have the prior approval of the Board of Directors. Within thirty (30) days of completion of any fund-raising project, a detailed income and disbursement report must be submitted to or by the Treasurer with the net amount rose being deposited.

## ARTICLE VIII. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep, at its registered or principal office, a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected

by any member, or his agent or attorney, for any proper purpose at any reasonable time.

#### **ARTICLE IX. FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

#### **ARTICLE X. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting:

#### **ARTICLE XI. PARLIAMENTARY AUTHORITY**

Roberts Rules of Order, Newly Revised in all instances in which they are consistent with these Bylaws, shall govern the business and meetings of MYC.

#### **ARTICLE XII. NET EARNINGS AND POLITICAL INTERESTS**

Section 1. No part of the net earnings of MYC shall be insured to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, MYC shall not carry on any other activities that are unallowed to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by an organization's contribution to which are deductible under section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

### **ARTICLE XIII. DISSOLUTION**

Section 1. In the event of the dissolution of MYC, all funds remaining after all legal debts are paid, physical and tangible property shall be automatically and promptly transferred to the Village of Marshall Recreation Department or Marshall Public Schools Athletics Department, their successor organizations, if any, for use by such organizations. Such funds and property must be used exclusively for youth athletics and related purposes. MYC's Board of Directors shall determine what each entity shall receive.

These Bylaws have been adopted on the 22<sup>nd</sup> Day of May 2002. And accepted each year, as evidence by the signatures of the officers on the original document.

Norman L. Peck, President June 27, 2002

Robert Hurley, Vice-President, June 27, 2002

Cindy Koeller, Secretary, June 27, 2002