



# West Shore Waves Bylaws

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# **WEST SHORE WAVES BYLAWS**

Ratified 2019  
Revised February 2022

## **Article I Membership**

### **Section 1.1 Name**

The Legal name of this body is Ludington Recreational Soccer Board.

This body shall be known as West Shore Waves, also referred to as WSW. The logo and name change for league purposes will begin in June 2022. The new name will be used for all promotional materials for the Fall 2022 season.

### **Section 1.2 Nonprofit and tax exempt status**

The nonprofit is organized as a nonprofit organization under the Michigan Nonprofit Corporation Act and as a tax exempt organization under Section 501 (c)(3) of the Internal Revenue Code, as amended.

### **Section 1.3 Mission and Vision Statement**

**WSW's Mission:** to foster the physical, mental, and emotional growth and development of area youth through the sport of soccer at all levels. This club is established as a nonprofit and educational organization. This club shall provide a means to communicate information to players, coaches, referees, and any other interested parties in our membership area.

**WSW Vision:** to be an agent of development for soccer at all ages and levels of play, while encouraging a lifelong commitment and love for soccer.

### **Section 1.4 NonDiscrimination.**

All policies, practices and employment decisions of the Board shall be free from discrimination based upon race, color, religion, national or ethnic origin, age, sex, height, weight, marital status or disability as defined and protected by federal, state and local laws.

### **Section 1.5 Membership**

General membership in this club shall be restricted to families submitting registration forms along with fees during the time of season registration. One membership is granted for each paid registration with a maximum of 2 per family. All members are encouraged to participate in volunteer roles or serve as a committee member. Members may become involved by seeking

permission through an at large board member, manager, or officer of the board. Honorary membership shall be awarded to a person interested in the aims and purposes of the WSW and may be elected as an honorary member by a majority vote of the board.

### **Section 1.6 General Terminology**

Unless noted otherwise, the definitions of terms are as follows:

“Posted” means communicated via email, website, and/or facebook.

“Manager” and “Coordinator” means one person.

“Committee” means two (2) or more people.

## **Article II Board Members**

### **Section 2.1 Ludington Soccer Club Board**

This board is intended to promote and continually improve the quality of the WSW and facilitate the ongoing success of its mission.

### **Section 2.2 Election of Board Members**

1. WSW board shall consist of not more than fifteen (15) board members. This number will consist of four (4) officers, one (1) past president if he/she so desires, seven (7) managers, and three (3) at large members. All board members must be members in good standing, as defined as an active participant in an officer, manager, coordinator or committee role on the WSW board.
2. Board members elected shall hold office, unless sooner displaced, until December 31 of the year election is held.
3. Any member (as defined in Section 1.5) has the opportunity to nominate officers at the November board meeting. Voting will be by closed ballot at the December meeting. Officers shall be elected by majority vote of the members present. Terms shall be two years.
4. If there is only one candidate for a position, each board member is given a ballot to make a yes or no vote. If the candidate does not obtain a majority of yes votes, the position will remain vacant and nomination of community members will be sought, with a vote taking at the next regular board meeting.
5. The current Secretary shall post information regarding open positions and nomination procedures on social media at least 30 days prior to elections.
6. Board members are permitted to serve more than one elected term or can be elected to another board position than previously served.
7. Officers shall be President, VicePresident, Treasurer, Secretary. Newly elected board positions will take effect January 1 after elections.
8. WSW board shall recruit, nominate and approve at large members to join the board. This will be approved through a motion within a board meeting.
9. The WSW board shall nominate and approve through a motion, by board members, seven (7) Manager positions. In the event there are two interested parties in a single

- manager position, the president or presiding officer will decide who will serve the position.
10. Manager positions may be reorganized in the January board meeting, if managers want to switch positions.
  11. In the event of a vacancy in an officer position, a closed ballot election shall be held at the next regular or special board meeting, following the closed ballot procedures outlined in items 5 and 6, above.
  12. During a temporary vacancy in a position, the President will divide duties among the other board members.
  13. During a temporary vacancy in the Presidency, the Vice President will serve as acting President.
  14. An officer may resign by written notice to the board, at a time specified in the resignation. In the occurrence of a vacancy, that position's duties are to be shared among the rest of the board at the discretion of the President.
  15. President and Secretary shall be elected in December for 2 year teams. Next term shall start in January 2023.
  16. Vice President and Treasurer shall be elected in December for 2 year teams. Next term shall start in January 2024.

## **Section 2.3 General Duties of the Board**

The Board Shall:

1. Supervise the operation of the WSW. All officers, coaches, team managers, managers, committee chairman, and committee members, unless expressly stated otherwise in the bylaws, shall be elected or appointed.
  1. Each board member is subject to the control and direction of the board.
  2. Each manager shall be accountable to the overseeing board officer.
  3. Board members are encouraged to actively participate on committees or as coordinators. Active participation is defined as at least 2 hours of committee/coordinator service each month. If a committee/coordinator position does not occur throughout the year, at large members should volunteer for an additional role. Coaching is in addition and is not considered board service.

## **Section 2.4 Board Authority**

1. The board has the authority to determine closed meetings when it is deemed necessary. This may be done with a motion.
2. The board, after reviewing recommendations by the Coaching and Training Manager, shall have final approval vote on coach selection.
3. The board has the authority to bar completely, suspend, or otherwise discipline any player, coach, manager, or team assistant that violates WSW bylaws and/or the GVSA, GLCSL Coaches or Player Respect Campaign, following a majority vote. The board must follow WSW policy for removal of coaches which includes a 14 day notice to the coach who is being removed.

## **Section 2.5 Executive Officers And Duties**

### **Subsection A. President**

The President shall:

1. Preside over all WSW meetings.
2. Be the Chief Executive Officer of the club.
3. Have general and active management of the activities of the club, as authorized by the board.
4. See that all orders and resolutions of the board are carried into effect.
5. Review the financial statements with the Treasurer at least once a year, between October 1 and December 31.
6. Be the primary contact with the school soccer teams and City of Ludington.

### **Subsection B. Vice President**

The Vice President shall:

1. In the absence of the President, the Vice President shall preside as the chairperson of meetings and have the management of the club.
2. Be responsible for the oversight of and actively participate in the Coaching and Training Manager, Registration Manager, and Building and Fields Manager.
3. Work alongside the Administrative Manager.

### **Subsection C. Treasurer**

The Treasurer shall:

1. Have custody of the funds and securities of the club, managing all financial accounts.
4. Shall keep full and accurate accounts of receipts and disbursements in the books belonging to the club.
5. Deposit all moneys and other valuable effects in the name and the credit of the club.
6. Shall disburse the funds of the club as may be ordered by the board, taking proper vouchers.
7. Provide a financial statement at each board meeting, showing the financial condition of the club, which is to go on the permanent record with the Secretary.
8. Review the financial statements with the President at least once a year, between October 1 and December 31.
9. Arrange for an informal review of the financial statement by a third party, preferably the tax preparer. This should occur by February 15 each year.
10. Provide, in conjunction with the President, Administrative Manager, and Finance Committee a budget at least 7 days prior to the December board meeting.
11. Alert board members if account balance dips below \$2000.
12. In the absence of the President and Vice President shall preside as the chairperson of meetings and have the management of the club.
13. Be responsible for the oversight of and actively participate in the Merchandise Manager and Administration Manager.

NOTE: At least one other board member shall have access and signatory to all accounts at all times.

### **Subsection D. Secretary**

The Secretary shall:

1. Take meeting notes, document votes, issue board meeting minutes, and board correspondence as necessary.
2. Keep accurate records of club documents.
3. Be responsible for the oversight of and actively participate in the Field and Referee Manager and Community Outreach Manager.
4. Keep on file copies of risk management cards for all coaches, board members, and team managers.
5. Be the primary contact for WSW on social media and email for the Club.

## **Section 2.6 At Other Members**

### **Subsection A. At Large Members**

At Large Members shall:

1. Serve as a Coordinator and/or Committee Member.
2. Actively participate in community outreach activities.
3. Be responsible for the fulfillment of job duties as described in the WSW Board Policy and Procedure Manual.

### **Subsection B. Previous President**

Past President shall:

1. Continue to serve on the board at his/her will, until there is a new past president. At that point, he/she may move to another board position with approval of board members.
2. Is encouraged to be an advisor to current Officers.
3. Is encouraged to serve as a Coordinator and/or Committee Member.
4. Is a voting member of the board and is counted in the quorum.
5. May not serve in a Manager or Officer position for at least 2 years after leaving the Presidency.
6. Attendance requirements apply to Past President.

## **Section 2.7 Managers**

### **Subsection A. Building and Fields Manager:**

The Building and Field Manager shall:

1. Oversee Building Maintenance Coordinator and the Grounds Maintenance Coordinator.
14. Actively participate in maintenance of the building and grounds.
15. Recruit, encourage and direct building and grounds maintenance volunteers.
16. Be responsible for the fulfillment of job duties as described in the WSW Board Policy and Procedure Manual.

### **Subsection B. Community Outreach Manager**

The Community Outreach Manager shall:

1. Oversee the Website and Facebook Coordinator, Volunteer Coordinator, Marketing and Advertising Coordinator.
2. Oversee the Sponsorship and Fundraising Committee.
3. Actively participate in community outreach activities.
4. Recruit, encourage and direct volunteers.
5. Be responsible for the fulfillment of job duties as described in the WSW Board Policy and Procedure Manual.

### **Subsection C. Coaching and Training Manager**

The Coaching and Training Manager shall:

1. Oversee the Equipment and Coach Educator Coordinators.
17. Oversee the Coach and Team Selection and Tryout Committees.
18. Actively participate in committees and activities..
19. Recruit, encourage and direct volunteers.
20. Be responsible for the fulfillment of job duties as described in the WSW Board Policy and Procedure Manual.

### **Subsection D. Registration Manager**

The Registration Manager shall:

1. Oversee the GVSA, GLCSL, and In House Registration Coordinators.
2. Actively participate in registration activities.
3. Recruit, encourage and direct volunteers.
4. Be responsible for the fulfillment of job duties as described in the WSW Board Policy and Procedure Manual.

### **Subsection E. Merchandise Manager**

The Merchandise Manager Shall:

1. Oversee the Concession and Uniform Coordinators.
2. Oversee the Merchandise Committee.
3. Actively participate in merchandise management activities.
4. Recruit, encourage and direct volunteers.
5. Be responsible for the fulfillment of job duties as described in the WSW Board Policy and Procedure Manual.

### **Subsection F. Administrative Manager**

The Administrative Manager Shall:

1. Oversee the Finance, Policy and Procedure, and Scholarship Committees.
2. Actively participate in administrative management activities.
3. Recruit, encourage and direct volunteers.
4. Be responsible for the fulfillment of job duties as described in the WSW Board Policy and Procedure Manual.

### **Subsection G. Game and Referee Manager**



The Game and Referee Manager shall:

1. Oversee the Game Field Schedule and Practice Field Schedule Coordinator.
2. Actively participate in scheduling activities.
3. Recruit, encourage and direct volunteers.
4. Be responsible for the fulfillment of job duties as described in the WSW Board Policy and Procedure Manual.

## **Section 2.8 Board Member Conduct and Removal of Board Members**

All WSW Board members shall:

1. Perform all duties as described. If personal circumstances prevent a board member from completing a task, it is their responsibility to arrange for another board member or club member as defined in Article I section 1.5 to assist.
2. Members are responsible attend board meetings and to notify a Board Member of a planned absence, and communicate information as needed.
3. Participating in the meeting via remote communication(phone, skype, etc) is acceptable.
4. Conduct themselves in a way that reflects well upon WSW at all club related activities.
5. Attendance and Participation Requirement:
  - a. A board member may not miss three consecutive meetings.
  - b. Board members must attend at least half the meetings in any seven month time period.
  - c. Board members must actively participate in board service as described in the Policy and Procedure Manual.
6. Removal of Board members:
  - a. Board Members who do not meet attendance and participation requirements will be removed. This will be recorded in the meeting minutes, but does not require a board vote. Secretary will notify board member.
  - b. The board, by majority vote may grant an exception to attendance and participation requirements if there are extenuating circumstances.
7. In addition to attendance and participation requirements, an Officer or Board Member may be removed by a  $\frac{2}{3}$  majority vote of the Board Members at a regular or special meeting of the Board, whenever, in the judgment of the Board, the best interests of the Club will be served by the removal of the Officer or Member. Written notice stating the removal of an Officer or Board Member is one of the purposes of the meeting shall be provided to all members then in office at least ten days before the date of the meeting.

## **Article III Meetings**

### **Section 3.1 Conduct of Meetings**

1. Meetings shall be presided over by the President. If the President is not present, the next highest ranking officer shall preside, respectively.
2. A quorum shall consist of a majority of the board members in order to vote on a motion. All elections and all questions will be decided by a majority vote of the members present at that meeting, unless noted otherwise.
3. The board shall hold at least 10 meetings a year.

### **Section 3.2 Voting and Special Meetings**

1. Each board member is entitled to one vote, except the president who may only vote in the event of a tie. Motions are only voted on during meetings.
2. Decisions within the purview of a board member's position may be made outside of board meetings. Report of such decisions shall be made at the next board meeting.
3. Special meetings may be called by the President or an officer in succession, provided all board members are notified the 24 hours in advance of the meeting. Actions made at such meetings must be recorded and added to minutes of next regular Board meeting. Quorum limits apply to special meetings.
4. Except in emergency situations, any item not clearly stated within the Bylaws, Policy and Procedure Manual or previous board decision shall be brought to the board for consideration and permission.
5. The board structure is not intended to create an executive board.
6. If a decision must be made between meetings and a special meeting cannot be called, all officers shall be consulted in making the decision. The appropriate Manager must also be included in the decision. Decision will be communicated to the entire board at the next meeting.

### **Section 3.3 Public Attendance at Meetings**

1. In the event people from public attend the WSW board meeting, the public will have the first 5 minutes of the meeting to provide insight or thoughts to the club. The presiding officer may extend this time at his discretion. Upon completion of the observed time, the board meeting will conduct its business and adhere to its Bylaws and Procedures.
2. Should there be public comment outside a meeting, the club's members are encouraged to bring issues to the appropriate manager or officer for consideration by the board. The board member will in turn follow appropriate policy and procedure to bring it to the board.

### **Section 3.4 Conflict of Interest of Officers or Managers**

1. A conflict of interest transaction is a transaction with the nonprofit organization in which a board member of the nonprofit organization has a direct or indirect interest. For purposes of this section a board member has an indirect interest in a transaction if: (a) another entity in which a officer or manager has a material interest or in which the board member is a general partner is a party to the transaction, or (b) another entity of which the board member is a director, officer, or trustee is party to the transaction. A conflict of interest transaction is not voidable on the basis of imposing liability on the board member if the transaction was fair at the time it was entered into or is approved in advance as hereinafter provided. A transaction in which a officer or at large board member has a conflict of interest may be approved in advance by the vote of the board members if: (a) the material facts of the transaction and the officer or managers' interest are disclosed or known to the board of committee of the board and (b) the board members approving the transaction in good faith reasonably believe that the transaction is fair to WSW. For the purposes of this section, a conflict of interest transaction is approved if it receives the affirmative vote of a majority of the board members on the board who have no direct or indirect interest in the

transaction, but a transaction may not be approved under this section by a single board member. If a majority of the board members on the board who have neither direct nor indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section. The presence of a board member with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as herein above provided.

2. The board must follow IRS Safe Harbor guidelines when a conflict of interest is involved.
3. The board may go to a closed session for further discussion without the conflicted board member present for discussion regarding the transaction.

## **Article IV Policies and Procedures**

### **Section 4.1 Registration Procedures**

1. Registration for the recreational and in house soccer shall be held twice a year, commencing in the fall and the following spring. Select soccer registration will be open once per year in June following the conclusion of the GVSA soccer season. A second registration may occur should the board determine it necessary to fill age groups for GVSA, of which tryouts would be held concluding the fall season.
2. Notice of registration and tryouts will be made in the district school newsletters, and/or local newspapers to direct players to the registration form on the website. Notifications will also be made on social media.
3. There will be a posted deadline date for registrations. No late registrations will be accepted.
4. Fees will be required as published by WSW. Players who fail to pay their league fees, and have not requested a scholarship, will be subject to non participation. Should the family have a hardship they may request a scholarship from the Scholarship Committee.
5. Recreational players may be moved up to the next level per family request and Coach and Team Selection Committee approval. Moving up should be base on size and ability as determined by the committee. Players may also be moved up to the next level if the club needs to fill team rosters. The committee will select the most viable players to move up. Or if it is best for the family situation, the decision is made on a case by case basis. Select players may be moved up according to the rules and regulations of the GVSA soccer league.
6. Parent requests for coaches/teammates for U5 - U8 will only be honored if the Registration Manager and the Coaching and Training Manager agree that it is in the best interest of the club.

### **Section 4.2 Refund Policy**

1. InHouse WSW: Refunds may be made up to one week before the start of the fall or spring season.
2. GLCSL: Partial refund of registration fee (less \$15 for GLCSL costs) may be made up to one week before start of the fall or spring season. No refund shall be given less than one week before start of season or thereafter.

3. GVSA: players will be subject to league policy and rules.

### **Section 4.3 Checks and drafts**

1. All checks, drafts or other orders for the payment of money issued in the name of the nonprofit organization shall be signed by such officer or officers, agent or agents of the nonprofit organization and in such manner as shall from time to time be determined by resolution of the board members provided that any check, draft or other order for payment shall follow WSW's procedures outlined in the Policy and Procedures Manual.

### **Section 4.4 Nonprofit Minutes and Records**

1. The nonprofit shall keep as permanent records minutes of all meetings of its board members, a record of all actions taken by the officers without a meeting, and a record of all actions taken by the committees of the board. The nonprofit shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The nonprofit shall keep a copy of the following records at its principal office: (a) its articles of nonprofit or restated articles of nonprofit and all amendments to them currently in effect; (b) its bylaws or restated bylaws and all amendments to them currently in effect; (c) a list of the names and business or home addresses of its current members and officers; and, (d) its most recent annual report. The minutes and records described above shall be made available for inspection by current board members and members of the nonprofit upon request. In addition to the extent required by applicable law, the nonprofit shall make available for inspection at a reasonable time, by an individual, copies of: (i) any application filed with  
any letter or other document issued by the Internal Revenue Service with respect to the tax exempt status of the corporation and, (ii) the annual returns filed with the Internal Revenue Service for the three most recent years (to the extent the corporation is required to file such returns); provided that the names and addresses of contributors to the corporation may be kept confidential.

### **Section 4.5 Scholarship Policy**

1. Scholarships are available upon written request at the discretion of the board and scholarship committee. Secretary or Administrative Manager will provide necessary forms.

### **Section 4.6 Club Subcommittees**

1. Additional committees shall be formed as needed and deemed necessary by the board for specific purposes. Committees may be modified by a majority vote of the board, if there are not ample volunteers for committee membership.

## **Article V Seasonal Years and Fiscal Year**

### **Section 5.1 Seasonal Year**

1. The seasonal year of this club shall begin approximately June 15 and end on approximately June 14 of the following calendar year.

## **Section 5.2 Fiscal Year**

1. The fiscal year of the club shall be January 1 through December 31.

## **Article VI Rules and Regulations**

### **Section 6.1 League Authority and Membership**

1. WSW shall be an affiliate member of the Great Lakes Coed Soccer League (GLCSL) and the Grand Valley Soccer Association (GVSA) and/or any other leagues the board agrees to enter.
2. This club shall follow the rules and regulations made and established by the GLCSL and GVSA or any other leagues. See bylaws for specific rules and regulations for each league.
3. In the occurrence of a discrepancy between bylaws of WSW and GLCSL and GVSA or any other league, the rules of the league supersede those of the club.
4. All Board members, coaches, managers, and others in contact with children shall complete all required training prior to contact with children or within 30 days of accepting a position, whichever is sooner.

### **Section 6.2 Coaches and Assistant Coaches**

1. Coaches and assistant coaches shall instruct their teams in accordance with GLCSL or GVSA and any other league Game Rules while using Michigan State Youth Soccer Association (MSYSA) Coaching Best Practices.
2. Coaches and assistant coaches shall abide by the Respect Campaign and Coach Code of Conduct.
3. Paperwork including, but not limited to, Safe Coach Registration, the Respect Campaign, medical waivers, and concussion information, must be distributed and recollected prior to the Friday before the first game. Players without proper paperwork on file will be ineligible to play.
4. Coaches shall attend all team practices, games, and tournaments. If personal circumstances prevent a coach from attending, it is their responsibility to contact the other coaches on the team to cover those duties.
5. GVSA coaches must adhere to rules and regulation of GVSA procedures for preseason and during season game protocols.

## **VII Dissolution**

### **Section 7.1 Dissolution**

1. Upon the dissolution of the WSW and after the provision of all the liabilities of the WSW, the Officers of the Board shall dispose of all the assets of the WSW exclusively for the purposes of the WSW, or to organizations that are then qualified as tax exempt under Section 501c of the Internal Revenue Code of 1954.

## **VIII Amendments to Bylaws**

### **Section 8.1 Amendments**

1. These bylaws may be altered, repealed or new bylaws may be written in lieu thereof by a  $\frac{2}{3}$  majority vote of the board members present at any regularly scheduled or special meeting of the board.
2. Any amendments to the bylaws must be presented to the board in written (paper or email) form 30 days prior to the scheduled vote of the board.
3. Votes may be done in person or via absentee ballot prior to the designated meeting.

## **Appendix**

### **Flowchart of WSW**