



Bylaws

of the

National Association of Competitive Soccer Clubs
doing business as **US Club Soccer**
(a California public benefit corporation)

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ARTICLE 1

ORGANIZATION

- 1.1 Name.** The name of this corporation is the **National Association of Competitive Soccer Clubs** (“NACSC” or “US Club Soccer”), which has adopted the name **US Club Soccer** for the purposes of conducting business. No one may use the name, initials, or other trademarks of the corporation except as provided for under these Bylaws or with the express, written consent of US Club Soccer.
- 1.2 Article of Incorporation, Bylaws and Policies.** US Club Soccer shall be governed by its Articles of Incorporation, Bylaws, and Policies.
- 1.3 Governing Authority.** The governing authority shall be vested in the Board of Directors (“Board”). The powers of the Board are defined in these Bylaws.
- 1.4 Principal Office.** The principal office of US Club Soccer for the transaction of its business is located in the Charleston, South Carolina, metropolitan area or at such other location as the Board may from time-to-time designate by resolution.
- 1.5 Purpose.** The purpose of US Club Soccer is to further the education and development of competitive youth soccer players in the United States, and to assist in the development, promotion, and administration of the game of soccer at the competitive, recreational, and adult levels within its territory.
- 1.6 Goals.** The goal of US Club Soccer is to provide a playing opportunity for member players with advanced soccer skills and a desire to play with and against others with similar skills and desires in order to improve player development and team competitiveness, to develop and strengthen the club soccer system, and to improve the environment for all levels of soccer players in the United States while at the same time recognizing the importance of sportsmanship and having fun playing soccer.
- 1.7 Territory.** The territory of US Club Soccer shall be within the territory of U.S. Soccer, as defined by the Bylaws of that organization. The territory may be divided into sub-territories for administrative and competitive purposes as set forth in the Bylaws or Policies.

ARTICLE 2

DEFINITIONS

- 2.1 Definitions.** As used in these Bylaws, the following defined terms have the meanings ascribed to them below:
- 2.1.1 Board:** The US Club Soccer Board of Directors.
- 2.1.2 Board Director:** Each person who comprises US Club Soccer’s Board of Directors.
- 2.1.3 Bylaws:** The US Club Soccer Bylaws.
- 2.1.4 U.S. Soccer:** The United States Soccer Federation, Inc.

ARTICLE 3

AFFILIATIONS

- 3.1 U.S. Soccer.** US Club Soccer is an Organization Member of U.S. Soccer.
- 3.2 Affiliation With Other U.S. Soccer Organization Members.** No US Club Soccer Member shall be prohibited from affiliating with another U.S. Soccer Organization Member(s).
- 3.3 U.S. Soccer Compliance.** As a Member of U.S. Soccer, US Club Soccer and its Members shall abide by U.S. Soccer bylaws and policies and recognize that U.S. Soccer governing documents take precedence over and supersede the governing documents and decisions of US Club Soccer.
- 3.4 Rules of Play.** Outdoor soccer events and Member Organizations shall comply with the FIFA Laws of the Game, other than for substitution and other rules that may be in effect at certain youth and amateur tournaments and competitions.

ARTICLE 4

MEMBERSHIP

- 4.1 Membership Categories.** The Members of US Club Soccer shall consist of its registered soccer players, and club or team coaches and other staff. Membership shall also include Member Soccer Clubs (Member Clubs) or Member Leagues and its teams (classified as Affiliate Members), and the Board of Directors, and may also consist of Associate Clubs (Associate Clubs), and Affiliate Members. The Board shall establish the criteria for each Membership category and determine whether applicants meet such criteria.
- 4.2 Soccer Club.** For the purposes of these Bylaws, a Member Club shall, at a minimum, be an organization, consisting of coaches, administrators, players, and teams formed for the purpose of developing player and coaching skills, providing training and competition for its players and coaches, and entering into soccer competitions outside of the club organization. While the primary focus shall be outdoor soccer, Clubs may also participate in indoor soccer activities.
- 4.3 Member Club Eligibility.** Any soccer club within the territory of U.S. Soccer shall be eligible to become a Member Club of US Club Soccer, as long as the criteria established by the Board are met.
- 4.4 Club Criteria and Standards.** The Board may establish Club criteria and standards to differentiate Clubs which are at various levels of organization and development, and to provide guidance to Clubs in planning their future growth. The criteria and standards may also be used as a method of determining eligibility for specific competitions and programs, as long as there are established procedures for determining a Club's compliance with the criteria and standards, and all Clubs have an equal opportunity to achieve such compliance.
- 4.5 Associate Club Eligibility.** The Board may, if it so chooses, establish Membership standards for an Associate Club category. Such category is intended for soccer clubs which do not meet all Membership criteria for full Membership, but which nevertheless desire to join US Club Soccer.
- 4.6 Affiliate Member Eligibility.** The Board may, if it so chooses, establish Membership standards for an Affiliate Member category. Such category is intended for organizations other than soccer clubs (i.e. leagues and its teams), soccer clubs outside the territory of U.S. Soccer, and interested individuals.
- 4.7 Voting Rights.** Only competitive Member Clubs (as that term is defined in the US Club Soccer Policies) that are in good standing and the Board of Directors are eligible to vote at US Club Soccer meetings. In addition to Member Clubs, Associate Clubs and Affiliate Members may attend such meetings, but shall not have a

vote. Each eligible Member Club is entitled to one (1) vote per Club. Members of the Board also are entitled to one (1) vote each, but only competitive Member Clubs may vote in Board elections.

4.8 Membership Obligations. All Members shall abide by the NACSC/US Club Soccer Articles of Incorporation, Bylaws, and the Policies and other directives adopted by the Board.

4.8.1 In addition, pursuant to U.S. Soccer Bylaw 603, a US Club Soccer Member shall not discriminate against the participation of players or teams on the basis of that player or team's Membership in, or affiliation with, another organization.

4.9 Regional Designation. For purposes of Board representation and other activities, each Member and Associate Club shall be assigned to a US Club Soccer Region.

ARTICLE 5

TERMINATION OF MEMBERSHIP

5.1 Grounds for Termination. Member Clubs, Associate Clubs, and Affiliate Members may have their Membership in US Club Soccer terminated by a two-thirds (2/3) vote of the Board for failure to pay its financial obligations to US Club Soccer, willful disregard of the US Club Soccer Bylaws and Policies, conduct which is adverse to the best interests of soccer or US Club Soccer, or other unlawful conduct.

5.1.1 In any event, failure to pay financial obligations to the US Club Soccer for more than sixty (60) days past the due date, or register the minimum number of teams required by the Board to maintain active membership, shall automatically render a Member inactive until such dues and any late fees or fines are paid, or the required number of teams are registered. While inactive, the Member may not participate in any US Club Soccer activities, meetings, or events, or have competitions sanctioned by US Club Soccer. No Member Club which is in arrears in its dues, fees, or fines for any length of time may vote at a US Club Soccer Annual or Special Meeting, or vote in any Board election.

5.2 Notice. Other than in the case of nonpayment of dues and fees, prior to termination, a Member shall be notified of the specific charges against it, and shall have two weeks from the notice to provide a response in writing.

5.3 Termination Hearing. Other than in the case of nonpayment of dues and fees, if so requested in its response, a Member shall be entitled to a hearing before the Board. Procedures for such hearings shall be established in the US Club Soccer Policies.

5.4 Administrative Remedies. Members of US Club Soccer agree that they may not present any objection to their termination to the U.S. Soccer, USOPC, or any court of law or tribunal if they have not availed themselves of the provisions of Bylaw 5.3 herein.

ARTICLE 6

BOARD OFFICERS

6.1 Board Officers. The Board Officers shall be a Chairperson, a Vice Chairperson, a Secretary and a Treasurer. US Club Soccer may also have, at the discretion of the Board, such other Board Officers as the Board may

appoint, and such Board Officers shall have such authority and perform such duties as the Board may from time to time determine. One person may hold two or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as Chairperson.

6.1.1 The Board Officers shall serve on the Executive Committee and sit on the Board of Directors and have a vote thereon.

6.2 **Board Officer Qualifications.** The Vice Chairperson, Secretary and Treasurer shall be appointed from the then-current Board. The Chairperson can, but is not required to be, a current Board Director to be appointed. The Chairperson shall be an individual with the level of soccer administrative and technical experience, leadership, and integrity required to fulfill the duties of Chairperson. A candidate's current and past soccer club experience and the criteria level such clubs have attained shall be an important factor in selecting the Chairperson.

6.3 **Board Officer Appointments.** The Vice Chairperson, Secretary and Treasurer shall be appointed by a majority vote of the Board and serve as a Board Officer for a term commensurate with their term on the Board. The Chairperson shall be appointed by a two-thirds (2/3) vote of the Board and serve a three (3)-year term, commencing 61 days after the U.S. Soccer Annual General Meeting (AGM) of the applicable year, and ending 60 days after the third subsequent AGM, but shall continue to serve until a successor is appointed.

6.3.1 Within 30 days of a Board Officer vacancy being created, a replacement shall be appointed by the Board. If the appointment of the Chairperson is from the Board, a replacement for the Board seat vacancy shall be designated as set forth in Article 8.

6.4 **Duties of Chairperson.** The duties of the Chairperson shall be to:

- a. Preside at all meetings of the Board of Directors and Annual and Special meetings of the Members;
- b. Supervise the activities of the Board of Directors;
- c. Subject to the approval of the Board, appoint committees as outlined in Article XI of these bylaws;
- d. Nominate individuals to fill vacant positions on the Board of Directors;
- e. Represent US Club Soccer at meetings of U.S. Soccer, U.S. Soccer Organization Members and other soccer governing bodies, as well as other public functions;
- f. Work with the US Club Soccer CEO to nominate and elect commissioners to the U.S. Soccer Youth Council;
- g. Sign the annual federal and state tax returns if the Treasurer does not do so;
- h. Present an annual report of the operation and condition of US Club Soccer at the Annual Meeting, and provide a copy to the U.S. Soccer.

6.5 **Duties of Vice Chairperson.** The duties of the Vice Chairperson shall be to:

- a. In the absence of the Chairperson, act with the same powers and authority.
- b. In the case of a vacancy in the position of Chairperson, serve as Chairperson until a replacement Chairperson is appointed by the Board;
- c. Be an alternate representative at functions where the Chairperson is unable to attend;
- d. Perform such other duties as may be assigned by the Chairperson or the Board.

6.6 **Duties of Secretary.** The duties of the Secretary shall be to:

- a. Record minutes of Board meetings and Member meetings for approval at subsequent meetings;
- b. Maintain records of minutes, Policies, and other official documents and correspondence;

- c. Assist the election committee in tabulating and accounting for election votes;
- d. Assure the U.S. Soccer is provided with the required player and Club registration information;
- e. Perform such other duties as may be assigned by the Chairperson or the Board.

The duties of the Secretary may be assigned to the CEO or COO at the discretion of the Board.

6.7 Duties of Treasurer. The duties of the Treasurer shall be to:

- a. Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of US Club Soccer, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements;
- b. Deposit all monies and other valuables, or cause to be deposited, in the name and to the credit of the Corporation with such depositories as may be designated by the Board;
- c. Disburse US Club Soccer funds , or cause to be disbursed, as may be ordered by the Board;
- d. Render to the Chairperson and Board Directors whenever they request it, an account of all transactions while Treasurer and of the financial condition of US Club Soccer;
- e. Sign the annual federal and state tax returns; and
- f. Have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

ARTICLE 7

CHIEF EXECUTIVE OFFICER (CEO)

7.1 Chief Executive Officer (CEO). US Club Soccer shall have a CEO who shall serve as a member of the Board.

7.2 Duties of CEO. The duties of the CEO shall be to:

- a. Develop and implement the strategic direction of US Club Soccer;
- b. Manage the day-to-day business affairs of US Club Soccer and oversee its operations, management, programs and staff;
- c. Pursuant to the related eligibility provisions of the U.S. Soccer bylaws and unless otherwise determined by a 2/3 vote of the Board, serve on the U.S. Soccer board of directors;
- d. Attend all meetings of the Board, and maintain records related to those meetings;
- e. Work with the US Club Soccer Chairperson to nominate and elect commissioners to the U.S. Soccer Youth Council;
- f. Ensure that notices of meetings are distributed in accordance with these Bylaws;
- g. Such other duties as may be assigned by the Board or set forth in an employment agreement.

ARTICLE 8

BOARD OF DIRECTORS

8.1 Composition. The Board of Directors ("Board") shall consist of between 10 and 15 individuals, as follows:

- Chairperson (1; appointed)
- Immediate Past Chairperson (up to 1; appointed)
- Regional Board Directors - East Region (2; elected)

- Regional Board Directors - Midwest Region (2; elected)
- Regional Board Directors - South Region (2; elected)
- Regional Board Directors - West Region (2; elected)
- At-Large Board Directors (up to 4; appointed)
- Chief Executive Officer (CEO)

8.1.1 Minimally, the Board shall consist of the Chairperson, eight Regional Board Directors and CEO.

8.1.2 Only one Board Director may be affiliated with the same club or non-national league at any given time.

8.2 **Immediate Past Chairperson.** Upon appointment of a new Chairperson, the former Chairperson shall retain the position of Immediate Past Chairperson and serve until the appointment of a subsequent Chairperson, death, resignation or removal. In the event of a vacancy, the Immediate Past Chairperson position shall remain unfilled. The Immediate Past Chairperson may vote on all matters except for the appointment of other Board Directors.

8.3 **Regional Board Directors.** Regional Board Directors shall consist of two elected individuals from each Region.

8.3.1 **Regions.** Unless different Regional boundaries are established by the Board, the Regional boundaries shall be the same as the four U.S. Soccer Regions, as follows:

- **East Region**, which includes Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia and West Virginia.
- **Midwest Region**, which includes Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia and West Virginia.
- **South Region**, which includes Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee and Texas.
- **West Region**, which includes Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington and Wyoming.

8.3.2 **Required Qualifications.** To qualify as a Regional Board Director candidate, the following requirements must be satisfied:

- a. The prospective candidate must be in a leadership position with high-level decision-making authority at a member Club; and
- b. The prospective candidate must have at least five years of experience coaching competitive youth soccer, as the term “competitive” is at that time defined by the Bylaws or Policies; and
- c. The prospective candidate must have attained at least a U.S. Soccer B coaching license, or its international or US Club Soccer equivalent; and
- d. The prospective candidate must be in compliance with US Club Soccer’s bylaws and policies; and
- e. The prospective candidate’s Club shall have registered with US Club Soccer a minimum of eight (8) teams in the current registration year.

8.3.2.1 Accomplished and active soccer professionals who do not meet the requirements detailed in Bylaw 8.3.2 may be approved as a Regional Board Director candidate upon recommendation of the Chairperson and two-thirds vote of the Board.

8.3.3 Term of Regional Board Directors. Other than as set forth in Bylaw 8.3.4, the term of each Regional Board Director shall be for three (3) years. Such term shall commence 31 days after the U.S. Soccer Annual General Meeting (AGM) of the applicable year, and end 30 days after the third subsequent AGM.

8.3.4 Elections. The Board may establish a procedure and system of mail, email or online balloting for all Board elections. Board elections shall occur and conclude no later than 30 days after the U.S. Soccer Annual General Meeting (AGM) of any applicable year, at the Annual Meeting of the Members, unless a system of mail, email or online balloting is adopted. Board Directors shall be elected by a popular vote of the US Club Soccer competitive Member Clubs in good standing in each Region, with each Member Club having one vote for each Board seat vacancy in their Region. Board Members, Associate and Affiliate Members shall not vote in Board elections. The individual collecting the greatest number of votes in each Region shall serve a three-year term for that Region. The terms of the Regional Board Directors for each Region shall not be simultaneous. The term of only one Regional Board Director from each Region shall expire in any given year.

8.4 At-Large Board Directors. The Board may, by majority vote, appoint up to four (4) At-Large Board Directors, as may be required to perform specific duties and business of the Board. At-Large Board Directors may vote on all matters except for the appointment of other Board Directors.

8.4.1 Term of At-Large Board Directors. Each At-Large Board Director shall serve a two (2)-year term, expiring 30 days after the second subsequent U.S. Soccer Annual General Meeting (AGM). Two of the At-Large Board Director seats shall expire in even-numbered years, and the other two seats shall expire in odd-numbered years. Appointments of At-Large Board Directors shall generally be made between 31-60 days after the annual AGM, though an appointment for an open seat may be made at any time to fill the duration of the application term.

8.5 Vacancies. Vacancies on the Board shall exist: (1) on the death, resignation or removal of any Board Director; (2) when a Board Director assumes the position of Chairperson; or (3) whenever the number of authorized Board Directors is increased by amendment to these Bylaws. Subject to the Board approval, the Chairperson shall nominate suitable candidates to fill vacant positions on the Board to complete the vacant Board Director's remaining term. In the event that the position of Chairperson becomes vacant, the Vice Chairperson shall fill the position until a new Chairperson is appointed by the Board.

8.5.1 If at the time of a scheduled election no qualified candidate files for election to an open Regional Board Director seat, the Board may appoint an individual who is otherwise qualified for such seat for the three-year term.

8.6 Compensation for Board Directors. Board Directors shall not be compensated for serving in their role as a Board Director. However, Board Directors shall be allowed reasonable reimbursement of expenses incurred in the performance of their regular Board Director duties as specified in these Bylaws. Subject to Section 8.7 below, Board Directors may be compensated for rendering services to US Club Soccer in a capacity not related to the role of Board Director as long as it is reasonable, in compliance with all US Club Soccer policies and allowable by law.

- 8.7 Restriction Regarding Interested Board Directors.** Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, “interested persons” shall mean either:
- 8.7.1** Any person currently being compensated by US Club Soccer for services rendered it within the previous 12 months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Board Director as Board Director; or
 - 8.7.2** Any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.
- 8.8 General Powers.** Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the Members, if any, of US Club Soccer, the activities and affairs of US Club Soccer shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.
- 8.9 General Duties.** It shall be the duty of the Board to:
- a. Perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation, or the Bylaws or Policies;
 - b. Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Board Officers, Board Directors, agents and employees of US Club Soccer;
 - c. Supervise all Board Officers, agents and employees of US Club Soccer to assure that their duties are performed properly;
 - d. If applicable pursuant to Bylaw 7.2(c), elect a representative to serve on the U.S. Soccer Federation board of directors;
 - e. Meet at such times and places as required by these Bylaws;
 - f. Register their addresses with the Secretary of US Club Soccer and notices of meetings emailed or mailed to them at such addresses shall be valid notices thereof;
 - g. Establish criteria for US Club Soccer Membership;
 - h. Establish and collect Membership dues and fees, as well as late fees;
 - i. Discipline Members, including suspensions, fines, placing them in bad standing, or terminating Membership pursuant to these Bylaws;
 - j. Decide disputes and grievances between Members relating to US Club Soccer activities;
 - k. Approve an annual budget for US Club Soccer and review and approve budget amendments as necessary;
 - l. Adopt or amend these Bylaws pursuant to Article 14 of these Bylaws;
 - m. Exercise all powers and undertake all responsibilities not specifically prohibited or reserved to another by the Articles of Incorporation or these Bylaws.
- 8.10 Policies.** The Board shall have the sole authority to adopt Policies by majority vote to assist in the implementation of the Bylaws. No Policy may conflict with these Bylaws.
- 8.11 Non-Liability of Board Officers and Board Directors.** The Board Officers and Board Directors shall not be personally liable for the debts, liabilities, or other obligations of US Club Soccer.
- 8.12 Removal of Board Offices and Board Directors.** Any US Club Soccer Board Officer or Board Director may be removed by the Board for cause, after reasonable notice, hearing, and reasonable opportunity to present one’s case. Removal shall require a two-thirds vote of the Board. The Board Officer or Board Director being

considered for removal shall not vote. Removal of a Board Officer or Board Director also simultaneously removes the individual from all other positions and Membership in US Club Soccer.

ARTICLE 9

COMMITTEES

9.1 Board Committees. The Corporation shall have the Board Committees outlined in this Article.

9.1.1 Executive Committee. The Executive Committee shall consist of the Board Officers and may include other Board Directors as appointed by the Board. The Executive Committee may act for the Board in all matters except for amending the Articles of Incorporation, adopting or amending Bylaws, approving the annual budget, removing Board Officers or Board Directors, or disciplining Members.

9.1.2 Nominating and Governance Committee. The Secretary shall serve as Chairperson of the Nominating and Governance Committee. The other members of the Nominating and Governance Committee shall be appointed annually by the Chairperson of the Board, subject to approval of the Board.

9.1.2.1 The Nominating and Governance Committee shall be responsible for, and report to the Board regarding:

- a. the process for nominating candidates for Regional Board Director, At-Large Board Director and Chairperson positions;
- b. determining eligibility of potential candidates for Regional Board Director, At-Large Board Director and Chairperson positions; and
- c. reviewing proposed revisions to bylaws and policies, and potentially other governance documents, corporate documents, and processes as determined by the Board of Directors.

9.1.2.2 The Nominating and Governance Committee shall meet at least two (2) times annually.

9.1.3 Budget and Finance Committee. The Treasurer shall serve as Chairperson of the Budget and Finance Committee. The other members of the Budget and Finance Committee shall be appointed annually by the Chairperson of the Board, subject to approval of the Board.

9.1.3.1 The Budget and Finance Committee of the Board shall:

- a. review and oversee US Club Soccer's (1) accounting and financial reporting processes; and (2) systems of internal controls; and
- b. meet at least three (3) times annually;
- c. meet annually with the independent auditor and key US Club Soccer finance staff; and
- d. recommend an independent auditor for appointment by the Board pursuant to Bylaw 12.5.

- 9.2 Standing Committees.** The Board shall annually appoint the Chairperson and members of Standing Committees as required to assist in carrying out the duties and business of the Corporation. The Executive Committee, subject to approval of the Board, shall prescribe the duties and responsibilities of each standing committee.
- 9.2.1 Risk Management Committee.** The responsibilities of the Risk Management Committee shall be outlined in the US Club Soccer Policy Manual.
- 9.2.2 Discipline Committee.** The responsibilities of the Discipline Committee shall be outlined in the US Club Soccer Policy Manual.
- 9.2.3 Ad-Hoc Committees.** The Board may appoint, and define the responsibilities of, Ad-Hoc Committees as required to address specific needs in carrying out the duties and business of the Corporation. A time limit shall be established for the duration of any Ad-Hoc Committee.

ARTICLE 10

BOARD MEETINGS

- 10.1 Regular Meetings.** The Board shall meet at least three (3) times a year at a time and place determined by the Chairperson, and made known in advance to each of the Board Directors. The schedule may be changed by the Chairperson for good cause.
- 10.2 Special Meetings.** Special Meetings of the Board may be called by the Chairperson, or by written request of a majority of the voting Board of Directors, not including the Chairperson. At least one week advance notice of such meeting shall be given unless such notice requirement is waived in writing by all Board Directors. The Special Meeting shall take up only that business for which the meeting is called.
- 10.3 Informational Meetings.** In addition to Regular Meetings and Special Meetings, the Chairperson may conduct an Information Meeting of the Board at any time to inform the Board of certain facts or otherwise discuss a particular matter. No Board action may be taken at such an Informational Meeting.
- 10.4 Telephonic/Virtual Meetings and Attendance.** Any Board meeting may be held telephonically or virtually if so provided for in the meeting notice and if the equipment allows all Board Directors participating in the meeting to hear each other at the same time.
- 10.4.1** Board Directors unable to attend any meeting in person may participate telephonically or virtually in that meeting if permitted to do so by the Chairperson or a majority of the Board. Board Directors participating by such means shall be deemed to be present at the meeting.
- 10.5 Meeting Chairperson.** The Chairperson shall preside over all Board meetings. In the Chairperson's absence, the Vice Chairperson shall preside. If both are absent, the Secretary shall preside.
- 10.6 Robert's Rules.** Except as otherwise provided for in these Bylaws, all Board meetings shall be conducted pursuant to the latest edition of Robert's Rules of Order.
- 10.7 Quorum and Voting.** A quorum shall consist of a majority of the current voting Directors. Each Board Director shall have one (1) vote, and must be present to vote unless participating pursuant to Bylaw 10.4.1.

No proxies shall be allowed. Unless provided for in these Bylaws or otherwise required by Robert's Rules, action shall be taken by majority vote.

10.8 Order of Business. The order of business at Regular Meetings shall be generally as follows:

- (1) Call to Order
- (2) Roll Call
- (3) Approval of minutes to previous meeting
- (4) Reports
- (5) Old business
- (6) New business
- (7) Adjournment

10.9 Executive Session. Board meetings are open to all Members. The Chairperson may designate certain parts of a meeting to be an Executive Session, in which only Board Directors and invited Members or other invited individuals may be present, in order to discuss confidential or sensitive business.

ARTICLE 11

GENERAL MEMBERSHIP MEETINGS

11.1 Annual Meeting. A meeting of the Members of US Club Soccer shall be held once each fiscal year at a time and place designated by the Board at least ninety (90) days prior to the Meeting. As an alternative to such a meeting, the Board may establish a system of mail, email or online balloting by which eligible Members may cast votes for members of the Board. If an Annual meeting is held, an agenda for the Annual Meeting shall be provided to the Members no less than thirty (30) days prior to such Meeting. The Board shall determine the agenda for any Annual Meeting, and Members may request agenda items via their Regional Board Director. Once the agenda has been provided to the Members, no additional items may be added to agenda that require a vote of the Members. This provision may be suspended by a unanimous vote of the Members.

11.2 Special Meeting. A Special Meeting of the Members may be called by the Chairperson, or a two-thirds vote of the Board. Notice and the agenda for such a meeting shall be provided to the Members or Board Directors as the case may be at least 30 days prior to the meeting, and the business items shall be limited to those set forth in the notice and agenda.

11.2.1 In lieu of a Special Meeting, if such meeting would be impractical, the Board may conduct a mail, email or online vote among the Members or a web-based interactive meeting pursuant to procedures set forth in a Policy adopted by the Board for such meetings.

11.3 Article and Bylaw Amendments. Amendments to the Bylaws may be proposed by the Board, or by a written petition of 20 percent of the voting Member Clubs, filed with the Chairperson at least 45 days prior to the date of any Annual Meeting. Only the Board may propose amendments to the Articles of Incorporation.

11.4 Meeting Chairperson. The Chairperson of the Annual Meeting shall be the US Club Soccer Chairperson. In the absence of the Chairperson, the Vice Chairperson shall serve. In the absence of both the Chairperson and Vice Chairperson, the Secretary shall serve.

11.5 Quorum and Voting. Each voting Member Club and Board Director shall have one (1) vote at any Member meeting. Only Member Clubs in good standing which have paid all Membership dues may vote. A quorum shall consist of a majority of the current voting Club and Board Directors. Member Club delegates must have a relationship with the Club they are representing and not with any other Member Club. No proxies or telephonic participation shall be allowed. Unless provided for in these Bylaws or otherwise required by Robert's Rules, action shall be taken by majority vote.

11.5.1 The voting class of Members for elections and all other votes shall be the competitive Member Clubs that are otherwise in good standing, and not inactive at the time of the election.

11.6 Order of Business and Elections. The order of business at regular meetings shall generally be as follows:

- (1) Call to Order
- (2) Roll Call
- (3) Approval of minutes to previous meeting
- (4) Reports
- (5) Old business
- (6) New business
- (7) Officer and Board Elections (unless by mail, email or online balloting)
- (8) Adjournment

11.6.1 For the purposes of elections, nominations will be accepted by the Chairperson from the floor. A second to a nomination is not required. Delegates shall have a brief opportunity to speak on behalf of a candidate, and the candidate may also address the Meeting. After there are no further nominations, the Chairperson will deem the nominations closed. Votes shall be by written ballot, and shall be counted by a committee appointed by the Chairperson and approved by a majority of the voting Members prior to the elections. If the Chairperson of the meeting is standing for election, that individual shall not serve as Chairperson of the meeting during that election.

11.6.2 If the Board adopts a system of mail, email or online balloting for Board elections the provisions of Bylaw 11.6.1 may be modified accordingly.

11.6.3 The Board shall approve the method of voting (by colored ballot or otherwise) so that only Member Clubs from a Region vote for the election of their corresponding Regional Board Director.

11.7 Open Meetings. Any Annual and Special Meeting shall be open to the general public.

11.8 Robert's Rules. Except as otherwise provided for in these Bylaws, all Member Meetings shall be conducted pursuant to the latest edition of Robert's Rules of Order.

ARTICLE 12

FISCAL AND CONTRACTUAL MATTERS

12.1 Fiscal Year. The fiscal year of US Club Soccer shall begin on August 1 and end on July 31 in each year.

12.2 Bank Accounts, Checks and Notes. Individuals may be provided administrative rights to US Club Soccer's bank accounts and/or the authority to sign checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of US Club Soccer by resolution of the Board.

- 12.3 Deposits.** All US Club Soccer funds shall be deposited from time to time to the credit of US Club Soccer in such banks, trust companies, or other depositories as the Board may select.
- 12.4 Gifts.** The Board may accept on behalf of US Club Soccer any contribution, gift, bequest, or devise for the charitable or public purposes of US Club Soccer.
- 12.5 Annual Accountant's Review.** At the end of each fiscal year, the Board shall appoint an auditor, independent of the Board, to perform a formal review of the financial records of US Club Soccer.
- 12.6 Annual Financial Report.** The Board shall cause an annual financial report to be available at the Annual Meeting, if one is held, which report shall contain the following information in appropriate detail:
- a. The assets and liabilities, including the trust funds, of US Club Soccer as of the end of the fiscal year;
 - b. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
 - c. The revenue or receipts of US Club Soccer, both unrestricted and restricted to particular purposes, for the fiscal year;
 - d. The expenses or disbursements of US Club Soccer, both general and restricted purposes, during the fiscal year.
- 12.7 Execution of Instruments.** The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Board Officer, agent, employee or staff member of US Club Soccer to enter into any contract or execute and deliver any instrument in the name of and on behalf of US Club Soccer, and such authority may be general or confined to specific instances. Unless so authorized, no Board Officer, agent, employee or staff member shall have any power or authority to bind US Club Soccer by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

ARTICLE 13

CORPORATE RECORDS, REPORTS AND SEAL

- 13.1 Maintenance of Corporate Records.** The following corporate records shall be kept in US Club Soccer's possession:
- a. Minutes of all meetings of the Board Directors and voting Members, indicating the time, place and type of such meetings, how called, the notice given, the names of those present and the proceedings thereof;
 - b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
 - c. A record of its voting Members;
 - d. A copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by Members US Club Soccer at all reasonable times during office hours.
- 13.2 Corporate Seal.** The Board may adopt, use, and at will alter, a corporate seal. Failure to affix the seal to corporate instruments, however, shall not affect the validity of such instrument.

- 13.3 Board Directors' Inspection Rights.** Every Board Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of US Club Soccer.
- 13.4 Members' Inspection Rights.** Voting Members shall have the following inspection rights, for a purpose reasonably related to their interest as a voting Member:
- a. To inspect and copy the record of all voting Members' names and voting rights, at reasonable times, upon five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested.
 - b. To obtain from the Secretary, upon written demand and payment of a reasonable charge, an alphabetized list of the names and voting rights of those Members entitled to vote for the election of Board Directors as of the most recent record date for which the list has been compiled, or as of the date specified by the Member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The Membership list shall be made available on or before the later of 10 business days after the demand is received or after the date specified therein.
 - c. To inspect at any reasonable time the books, records, or minutes of proceedings of the Board, upon written demand on US Club Soccer by the voting Member, for a purpose reasonably related to such person's interests as a voting Member.
- 13.5 Right to Copy and Make Extracts.** Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

ARTICLE 14

AMENDMENT OF ARTICLES AND BYLAWS

- 14.1 Amendment of Articles.** After Members, if any, have been admitted to US Club Soccer, amendment of the Articles of Incorporation may be adopted by the approval of the Board and by the approval of the Members.
- 14.2 Certain Article Amendments.** Notwithstanding the above sections of this Article, US Club Soccer shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the name and address of its initial agent, except to correct an error in such statement or to delete such statement after US Club Soccer has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.
- 14.3 Bylaw Amendments.** US Club Soccer Bylaws may be adopted or amended by a two-thirds majority vote of the Board, or a two-thirds majority vote of the voting Member Clubs present and voting at an Annual or Special Meeting duly called pursuant to these Bylaws.
- 14.3.1** All approved amendments shall take effect at the conclusion of the meeting at which they are adopted unless otherwise provided for in the amendment.
- 14.4 Notice.** Any amendments to the Articles, Bylaws, and Policies shall be provided to Members within two weeks of adoption, and to U.S. Soccer within 90 days of adoption.

ARTICLE 15

INDEMNIFICATION AND INSURANCE

15.1 Indemnification by US Club Soccer of Board Directors, Board Officers and Others. To the extent that a person who is, or was, a Board Director, Board Officer, employee, staff member or official representative of US Club Soccer either settles a claim or sustains a judgment against oneself arising out of acts taken, or that should have been taken, on behalf of US Club Soccer, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such action or proceeding shall be provided by US Club Soccer, but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

15.1.1 Any expenses incurred by a qualified individual in connection with the defense of any litigation may be paid by US Club Soccer in advance of a final disposition of the litigation upon receipt of a written, binding agreement by that individual to repay the amount advanced if it is determined that the individual is not entitled to indemnification under this Bylaw.

15.2 Insurance for Corporate Agents. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of US Club Soccer (including a Board Director, Board Officer, employee, staff member or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 16

GENERAL AND OTHER PROVISIONS

16.1 Counting Days. References to days in the Bylaws and Policies shall mean all calendar days, unless the term "business days" is used, in which case Saturdays, Sundays, and Federal Holidays shall not count. In counting days, the first day shall commence on the day after a specified event and end on the date so specified (i.e. 10 days shall begin on the day after the specified event and end on the 10th day).

16.2 Prohibition Against Sharing Corporate Profits and Assets. No Member, Board Director, Board Officer, employee, staff member or other person connected with US Club Soccer, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of US Club Soccer, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for US Club Soccer in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by the Articles and Bylaws and is fixed by resolution of the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of US Club Soccer. All Members of US Club Soccer shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of US Club Soccer, whether voluntarily or involuntarily, the assets of US Club Soccer, after all debts have been satisfied, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

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