

US CLUB SOCCER BY-LAWS
of
GREAT BASIN YOUTH SOCCER LEAGUE

As Created August 2006

ARTICLE I
AFFILIATION

1.01 Affiliation.

- a) **Great Basin Youth Soccer League** will be affiliated with and subject to the Constitution, By-Laws, Policy & Procedures and Rules and Regulations of various national soccer organizations ie: United States Youth Soccer Association, United States Club Soccer, American Youth Soccer Organization, etc..

ARTICLE II
OFFICERS

2.01 Election of Key Officers.

- a) The governing board, hereinafter to be known as the “Board of Directors” (BOD), shall be comprised of the club delegates, the President, Vice President, Treasurer, Secretary and Past President. The executive board consists of the President, Vice President, Treasurer, Secretary, and Past President. The executive board may meet whenever two members of the executive board request it or whenever the President feels it necessary. The purpose of the executive board is to support the President in the daily management and operation of the league. At each Annual General Meeting, the membership shall appoint or elect a Board of Directors as specified below. The membership shall elect the following officers of the league to a 2-year term each:

- (1) A President (who also serves as Chairman of the Board)
- (2) A Vice President
- (3) A Secretary
- (4) A Treasurer (who may be the same person as the Secretary but may not be the same person as the President)

- b) The offices of President and Secretary shall be elected on odd numbered years, and the offices of Vice-President and Treasurer shall be elected on even numbered years.

2.02 Appointment of Other Officers.

The Board may appoint division or age group commissioners or any additional officers and agents as it

deems necessary. These positions are non-voting members of the board.

2.03 Salaries.

The salaries, if any, of officers and agents of the League shall be fixed by the Board of Directors. The President may not receive a salary.

- a) **Hiring/Appointing of positions:** The president will either select or appoint a committee to select/hire the league administrator referee assignor and/or any other paid position necessary for the operation of the league. The president will need board approval if an appointment or hire will exceed the playing season.
- b) The president will act as supervisor to all paid positions. The president may appoint an alternate supervisor if needed.

2.04 Removal and Replacement

a) Removal and Replacement of Elected Officers.

- 1) The president, vice president, secretary, and treasurer may be removed by the board of directors only at a regular monthly meeting and only for cause.
- 2) If the president resigns or is removed, the vice president shall succeed to the office of president for the remainder of the term, and the office of vice president shall be filled as specified in the next subsection. If the vice president resigns or is removed, the vacancy may be filled as specified in the next subsection. If either the secretary or treasurer resigns or is removed, then the other shall temporarily perform the duties until the vacancy is filled in accordance with the next subsection.
- 3) Vacancies on the board shall first be filled in accordance with Section 3.06 of these By-Laws. Then, an election shall be held at a regular monthly meeting (not a special meeting) of the board to elect a replacement officer. Notice for the regular monthly meeting must include an announcement of election so that member teams may attend and elect.

- b) **Removal and Replacement of Appointed Officers.** The division commissioners, registrar and other officers or employees of the League who are appointed by the board shall hold office at the pleasure of the board, and any appointed officer may be removed at any time with or without cause by the affirmative vote of a majority of the entire Board of Directors (not just a quorum) at any regular monthly meeting. Replacement officers may be appointed by the board at a regular monthly meeting by a simple majority vote of those present at the meeting.

2.05 The President.

- a) The president shall be the chief executive officer of the League, and shall preside at all meetings of the members and directors, shall be an ex officio member of all standing committees, shall have general and active management of the business of the League and all authority necessary

thereto and shall see that all orders and resolutions of the board are carried into effect.

- b) The president may execute notes, bonds, mortgages, deeds of trust, and other contracts on behalf of the League, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be exclusively delegated by the board of directors to some other officer or agent of the League.
- c) The President will not be allowed to vote at any meeting except in the case of a tie. If the President is a delegate from a club, another delegate should be approved for this club to ensure appropriate representation.

2.06 The Vice President

The Vice President shall immediately succeed to the presidency in the event that the president resigns or is removed or dies. Otherwise, the Vice President shall perform any duties assigned to him or her by the President or the board of directors.

2.07 Secretary

The secretary shall (1) attend all meetings of the board of directors and all meetings of the members and prepare minutes of all proceedings and keep them in a minute book; (2) give, or cause to be given, notice of all meetings of the directors and members; (3) keep the records of the League, including the official copies of the Articles of Incorporation, these By-Laws, the Rules of the League and official policy statements; (4) file the annual list of officers with the Nevada Secretary of State and all other papers required by Nevada law or the US Club Soccer; and (5) perform such other duties as may be prescribed by the board of directors or the president.

2.08 The Treasurer.

The treasurer shall (1) have the custody of the corporate funds; (2) keep full and accurate accounts of receipts and disbursements in books belonging to the League (3) deposit all moneys received in the name and to the credit of the League in such depositories as may be designated by the board of directors (4) disburse the funds of the League in accordance with the general policies or specific directives of the board, taking proper vouchers for such disbursements; (5) render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all transactions as treasurer and of the financial condition of the League; (6) be responsible for filing all informational tax returns and other documents to keep the tax exempt status of the League; and (7) file the financial reports required by Nevada law (NRS 82.191).

ARTICLE III **BOARD OF DIRECTORS**

3.01. Powers, General Duties and Restrictions:

- a) The board of directors shall manage the property and business of the League and shall exercise all powers of the League and do all lawful acts and things except those which are reserved to the members by statute, the Articles of Incorporation, or by these By-Laws.

b) Without limiting the generality of the foregoing, the board is specifically responsible for and reserves all powers regarding:

- 1) enforcing and interpreting the Articles and the By-Laws of the League
- 2) adopting the Rules and Regulations of the League (subject to rights of membership specified below)
- 3) approving game schedules and the selection of fields,
- 4) approving all intra league tournaments, and
- 5) approving of play of visiting teams from outside the league.

c) The provisions of NRS 82.221, entitled "Directors and officers: Exercise of powers and performance of duties; personal liability" as now existing and as may be from time to time amended are hereby adopted as if set forth here in full.

d) The provisions of NRS 82.226, entitled "Restrictions on transactions involving interested directors or officers; compensation of directors" as now existing or hereafter amended are hereby adopted as if set forth in full here.

3.02. Size of Board.

The board shall consist of at least five directors and the immediate Past President of the League. Subject to that minimum, the size of the board of directors shall be fixed at each Annual General Meeting, and shall include one director for each qualified club (two for each qualified club that has nine or more teams who are members of the League).

3.03. Selection of Directors.

a) The board, except for club delegates, of directors shall be appointed or elected at each Annual General Meeting as follows. Clubs will appoint their delegates as board members at the AGM. Club delegates can be changed anytime throughout the year. Clubs are required to make notification in writing of any changes that occur after the AGM.

b) Appointment of Directors by Qualified Clubs

- 1) "Qualified Club" is a soccer club which, as of the date of the Annual General Meeting:
 - a. Has at least three teams which are voting members of the League
 - b. Is duly formed and governed by written documents (Articles of Incorporation, Constitution, Articles of Association or the like, and By-Laws or Rules and Regulations) which, as a minimum, must provide for a democratic form of election of club officials, and must not have any provisions which would impair the charitable organization status of the League.
- 2) At the Annual General Meeting, each qualified club shall be given the opportunity to appoint director(s) to the board. Proposed directors are submitted to the board as club delegates. Once approved they become members of the BOD each delegate must be a registered member of GBYSL in good standing. The number of directors allowed to a

qualified club is dependent upon the volume of teams it has registered as members of this league, as follows:

2 to 10 teams:	1 (one) Delegate
11 to 20 teams:	2 (two) Delegates
20 to or more team:	3 (three) Delegates

Each qualified club may waive its right to appoint delegates. If a qualified club waives this right, the size of the board will be reduced accordingly. If a club is unable to reach a consensus about who to select, the club shall be deemed to have waived its right to appoint delegates.

- c) **Election to fill Vacancies.** If five directors are not appointed at the Annual General Meeting by the qualified clubs, then an election shall be held to fill the vacancies. Any member team may nominate from the floor. Each member team (whether or not associated with a qualified club) shall have one vote for each vacant director position, and directors shall be elected to fill vacant positions by a plurality of vote.

3.04 Limitations on Service on Board; Length of Service.

The President, Treasurer, Secretary and Vice President may not serve more than two consecutive terms in the same office. The Past President may serve one (1) year on the board of directors. Club delegates may remain on the board with no term limit. Each director appointed or elected at the Annual General Meeting shall serve until his or her successor is elected and qualified.

3.05 Removal of Directors.

A director may be removed for cause (which must be stated) but only with the concurrence of both the club or group of independent teams that appointed him or her and a majority of the remaining directors. "Cause" shall include, but not be limited to:

1. Missing four or more regular monthly meetings of directors during the current seasonal year, (or)
2. Willful violation of the By-laws, Articles of Incorporation, the Rules and Regulations of the League, (or)
3. Conduct which may impair the tax exempt or charitable donee status of this League.

3.06 Vacancies.

Vacancies on the board of directors occurring due to removal, resignation, disqualification or death of a director shall be filled by the authority that appointed the director (i.e. appointment by a Qualified Club, or election by the membership if the director was not so appointed). But, if the appointment or election cannot be done within two months of the vacancy, then by a majority of the remaining directors (even if less than a quorum) may appoint a director to hold office for the unexpired term of the vacancy.

3.07 Monthly Meetings of the Board of Directors and Membership.

- a) **Time and Notice** Regular meetings of the board of directors shall be held during the first or second week of each month. A regular meeting date will be set in September for the year. Notices are to be sent out by the secretary to each club director at least five days before the meeting indicating the time and location of the meeting.

- b) **Attendance by Members.** Member teams are invited to attend, observe, ask questions, and be heard at each regular meeting of the Board of Directors. The agenda for each meeting shall include a time set aside for comments or questions by members, and each member desiring to speak shall be given that right. For each regular meeting the board can set a time limit for such comments.
- c) **Motions and Voting.** Only directors may make motions, and only directors may vote at the regular monthly meetings of the board of directors, except in the case of elections to fill vacancies on the board or replace officers.
- d) A vote by the BOD to change, add or delete any current rules, policies or procedures can proceed only on items that have been listed on the agenda indicating a 'proposed change'. A copy of the agenda must be received by all the clubs a minimum of seven days prior to the GBYSL meeting before any vote can take place. The league is required to provide a copy of the agenda to each delegate. The BOD does have the right to modify, suspend or create a temporary rule for the good of soccer.

3.08 Special Meetings.

Ordinarily, all business of the League will be conducted at the regular monthly meetings of the board of directors. However, in the event of an emergency or urgent situation which requires attention before the next regular monthly meeting, special meetings of the board of directors may be called by any director or the president on five (5) days notice to each director (unless waived), either personally or by e-mail. Such special meetings may be accomplished by telephone conference call provided that:

- (1) a minimum of five directors participate, and
- (2) each participant can speak to the group as a whole and can hear each other participant.
(NRS 82.271 subsection)
- (3) A vote on a single issue may be taken using e-mail by the President provided that all directors receive the same e-mail explaining the issue and that all responses and questions be forwarded to all directors prior to vote.

3.09 Location.

The directors may hold their meetings within or outside of the State of Nevada, at such places as they may from time to time determine, but it shall be the general policy to hold meetings in a location where maximum attendance by the member teams is encouraged.

3.10 Quorum.

A 40% attendance of the whole board shall constitute a quorum at any meeting, and the act of a majority of directors then present at any meeting obtaining a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these By-Laws.

3.11 Actions at Meetings Not Regularly Called.

Ratification and Approval: Whenever all directors consent, in accordance with Nevada law, the actions taken at any meeting which is not regularly called or noticed shall be as valid as if the meeting had been regularly called or noticed. (NRS 82.281)

3.12 Action by Written Consent.

Actions by written consent without a meeting by the board (NRS 82.271 subsection 2) are not authorized.

3.13 Director Committees.

- a) Standing Committees of the board shall be:
 - 1. Rules and Revisions
 - 2. Division Commissioners
 - 3. Fields
 - 4. Referees
 - 5. Disciplinary
- b) The board of directors may designate additional committees.
- c) Each committee must include at least one director and may include additional personnel selected by the board.
- d) The committees shall keep regular minutes of proceedings and report the same to the board of directors at the next regular meeting of the BOD. Except in emergencies, and as specified by the BOD, no committee shall have the power to amend Rules of the League.
- e) The disciplinary committee shall have the right to discipline players, coaches, or member teams, subject to a right of appeal to the board by the disciplined member or team. If an appeal is sought, the decision of the disciplinary committee shall be suspended pending the next board meeting.

ARTICLE IV **MEMBERSHIP**

4.01 Qualifications and Voting Rights of Member Teams.

The membership of the league shall be comprised of soccer teams, and any team which meets the following criteria may register its players and will automatically be granted membership in the League:

- a) Each team must have a minimum of seven and a maximum of twenty four players who are registered with US Club as members of the team.
- b) However, in order to have voting rights, the member team must have a minimum of eleven bona fide players registered with US Club as members of the team at the time the member team casts its vote.

- c) Each member team shall at all times have at least two officials, each of whom must be registered with the US Club Soccer and each of whom must be at least 18 years of age. One Official must be designated as "Coach," who shall have the ultimate responsibility for the management of the team. Additional team officials may be registered. All or any registered team official may appear and be heard at any membership or board meeting. Only one official may vote on behalf of the member team.
- d) A team must have no provisions in its Articles of Incorporation or By-Laws and must commit no actions which would impair the League's status as a tax-exempt or charitable donee under the laws of Nevada or the United States.
- e) The team must pay all dues and assessments levied by the board unless, in the discretion of the board, a bona fide hardship exists in team finances.

4.02 Approval and Revocation of Membership.

- a) Any team meeting the criteria set forth above may register its players and will automatically become a member of the League.
- b) A team's membership may be revoked by the board of directors at any time if the team fails to meet all the criteria in subsections 4.01 (a) (1), (3), (4) and (5) but only following a hearing conducted in accordance with subsection "c" next below. If a member team loses voting rights under subsection 4.01 (a) (2), a hearing is not necessary.
- c) A member may not be expelled or suspended except pursuant to a procedure that is fair and reasonable and carried out in good faith. Notice shall be given to at least one registered team official not less than 15 days before the board meeting at which the expulsion or suspension is to be considered, and such notice shall include the specific reason for the action being taken. The expulsion or suspension of the member shall not be effective for five days after the board meeting. (NRS 82.251)

4.03 Clubs.

Member teams are encouraged to form or participate in clubs, and the fact that a club includes other teams which participate in other leagues or programs does not affect rights to participate in this League.

4.04 Rights of Member Teams to Inspect Books and Records.

Members shall have the rights to inspect the books and records of the League in accordance with NRS 82.186.

a) Individual membership

1. Individual membership in Great Basin Youth Soccer League will be through an affiliated team or affiliated club.
2. All officers and volunteers within clubs must be registered with Great Basin Youth Soccer League. Each member not affiliated directly with a team will receive a copy of the by-laws and rules directly from GBYSL.
3. All members shall abide by the constitution, by-laws of this organization, all general procedures and specific rules as set forth by the Board of Directors, and all applicable rules and

regulations of those associations with which the US Club Soccer is affiliated.

4:06 RESPONSIBILITIES:

- a) All member clubs and teams shall be responsible for governing those persons associated with their operations.
- b) The use and/or consumption of any alcoholic beverages or illegal drugs at the playing field immediately before, during or immediately after any youth soccer match under the jurisdiction of this Association are expressly prohibited. Any player, team official, spectator, state official, league official or any other member of this Association will be suspended for the violation of this rule.
- c) A plea of ignorance of the Constitution and Bylaws, general procedures and specific rules of this Association is not sufficient and violators may expect appropriate action by the BOD.
- d) Any person found guilty of violating the Constitution and Bylaws, general procedures and specific rules of this association will be asked to appear before the BOD of this Association in order to explain his/her actions.

ARTICLE V **MEMBERSHIP MEETINGS**

5.01 Annual General Meeting:

- a) An Annual General Meeting of the member teams shall be held during the month of May each year, and shall be held in Reno or Sparks, Nevada. In the event that such meeting cannot be held, or that a quorum cannot be attained, or there is disruption or irregularity in such meeting, the board of directors may postpone such meeting for one month.
- b) Notice of the Annual General Meeting shall be sent by first class U.S. mail to all members not later than thirty days before the meeting. The notice shall set forth the agenda for the meeting, including any proposals submitted by any member team which is received by the secretary at least 45 days before the meeting.
- c) At the Annual General Meeting, the incumbent president of the League shall preside, and the agenda shall include, as a minimum:
 - 1. Reading of the minutes of the previous A.G.M. by the secretary (who shall also make all minutes of the board of directors available for review by the members);
 - 2. A report by the president regarding significant activities of the League and board of directors (and any director who desires to speak shall be allowed to do so);
 - 3. A report by the treasurer which shall include a summary statement of income and expenditures for the previous twelve months, and a balance sheet statement;
 - 4. A report by the registrar;
 - 5. Appointment of directors by Qualified Clubs;
 - 6. Election of directors by the membership if five directors are not appointed by Qualified Clubs;
 - 7. Election of officers of the League (from the board of directors) by the membership;
 - 8. Voting on proposed changes to the Articles of Incorporation or these By-laws but only if the

- proposed change is included in notice of the meeting;
9. Open discussion where any member team may speak and make motions (including motions to change the Rules of the League); and
 10. Any other business properly brought before the meeting.

5.02. Quorum:

At the Annual General Meeting, the presence of at least twenty five percent (25%) of all member teams who have voting rights shall constitute a quorum. If a quorum is not present, the meeting shall be adjourned from time to time, without notice other than announcement at the meeting, until a quorum is present, and when a quorum is present at any adjourned meeting, all business may be transacted which might have been transacted at the meeting as originally noticed.

5.03 Voting Rights; Proxies Not Authorized; Method of Voting.

- a) Each member team which meets all of the requirements specified above in Section 4.01 on the date of the Annual General Meeting shall have one vote on each matter at the Annual General Meeting, including the election of directors if five directors are not appointed by Qualified Clubs as specified above. Member teams who do not meet the criteria set forth in Section 4.01 may attend, make motions, and be heard at the Annual General Meeting, but may not vote. Member teams who have been suspended from play or are otherwise being disciplined may still vote at the Annual General Meeting if they otherwise meet the criteria of Section 4.01.
- b) Member teams must be represented by one or more team officials who must be present at the Annual General Meeting in person. Proxies are not authorized. Only one team official may cast the member team's votes, and the official must be registered with the League registrar.
- c) Upon the demand of any member team, the vote upon any question before the meeting shall be by ballot. Otherwise, voting method may be determined by the presiding officer.

5.04. Plurality Vote.

When a quorum is present at the Annual General Meeting, all questions shall be decided by a plurality vote of qualified members present unless a different vote is required for the question by Nevada statute, the Articles of Incorporation, or these By-Laws.

5.05 Other Meetings, Actions Without Meeting Not Authorized.

Other membership meetings and actions by members without a meeting (NRS 82.276, and 82.326) are not authorized.

ARTICLE VI
DUES AND ASSESSMENTS

5.01 Fees.

The board of directors shall fix the amount of fees, dues, and assessments to be collected from the member teams, and the method to be used in their collection. Such amounts may not be adjusted by the membership without the consent of the board.

5.02 Waivers of Individual Fees.

Team membership fees may not be waived. However, it is the policy of this League to make soccer available to all youths regardless of financial condition. Accordingly, subject to the availability of funds, the board of directors may adopt policies regarding the waiver of individual player fees and the payment of individual player fees due to US Club Soccer, if an individual player is unable to pay his or her individual registration fees due to financial hardship. To avoid embarrassment to individuals which may result from board action at a regular monthly meeting, individual decisions to pay a player's fees may be made by the registrar of the league, provided that the player is not related to the registrar, and the decision complies with the policies set out by the board.

ARTICLE VII GENERAL PROVISIONS

7.01 Notices.

Whenever under the provisions of the statutes or of the Articles of Incorporation or of these By-Laws, notice is required to be given to any director or member team, the notice may be telephonic, if actually received, or in writing, by mail, postage prepaid, addressed to such director or member team at such address as appears on the records of the League, and such notice shall be deemed to be given when orally given or mailed.

7.02 Waivers.

Whenever any notice whatever is required to be given under the provisions of the statutes, or the Articles of Incorporation, or of these By-Laws, a waiver thereof in writing signed by the person entitled to said notice either before or after the time stated therein, shall be deemed equivalent thereto.

7.03 Checks.

All checks or demands for money and notes of the League must be signed by two persons, one of whom must be either the president or the treasurer, and the second of whom may be the president or treasurer or any other person designated by the board.

7.04 Fiscal Year.

The League may use the calendar year, or such fiscal year, as the board of directors may determine.

7.05 Seal.

Use of a seal on any documents is not required and the use of the seal on some documents but not others does not affect the validity of either. If a seal is used, it shall be kept by the secretary who is authorized to attest to the fixing of the seal.

7.06. Amendments to Articles of Incorporation, These By-Laws and the Rules of the League.

- a) Changes By Board of Directors Necessary to Conform to Nevada or Federal Law. The board of directors, acting at any regular monthly meeting, may amend the Articles of Incorporation or the By-Laws without the consent of the members if such amendment is reasonably believed by the directors (upon advice of an attorney or certified public accountant) to be necessary to conform to Nevada law regarding non-profit organizations, or Federal Law regarding tax-exempt status or charitable donee status.
- b) Right of Members to Change Articles of Incorporation or By-Laws. The Articles of Incorporation

or these By-Laws may be amended by the member teams at any Annual General Meeting if:

1. Notice of the proposed change is given in the notice of the meeting. If any member team (without regard to voting rights) notifies the secretary in writing of its desire to propose a change to the Articles of Incorporation or By-Laws, and if the writing is received by the secretary by the date specified under 5.01 (b) before the meeting, the secretary must include the item in the notice and on the agenda.
 2. There must be a quorum of voting members at the meeting, and at least two thirds of those present at the meeting must vote for approval.
- c) Changes to the Rules of the League. The Board of Directors acting at any regular meeting may freely make and amend all Rules of the League. Members may change the Rules of the League at the Annual General Meeting (advance notice is not required) by the affirmative vote of a simple majority of those present and voting at the meeting. All Rules of the League are subject to US Club Soccer rules and policies.

7.07 Indemnification of Directors and Officers; Liability Insurance.

In the event that a director or officer is sued in connection with his or her decisions or activities in furtherance of League business, the board of directors may agree to pay attorney's fees and costs of defense of the action in advance and may agree to indemnify the director or officer for judgments incurred, to the extent allowed by Nevada law at the time the suit is commenced. The Board may also purchase liability insurance for directors and officers.

CERTIFICATION OF BY-LAWS

I hereby certify that I am the duly elected and acting secretary of the above named League and that the foregoing By-Laws constitute the By-Laws of the League as duly adopted.

IN WITNESS WHEREOF I have hereto set my hand this ____ day of _____, 20____.

GREAT BASIN YOUTH SOCCER LEAGUE

League Secretary