

# BYLAWS

## FOR

### CLUB AMÉRICA NIDO ÁGUILA SOCCER ACADEMY

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## **ARTICLE I: NAME**

### **1.01 NAME**

The name of the organization is Club América Nido Águila, Inc., “Club América Nido Águila Soccer Academy” or “Nido Águila Layton”.

## **ARTICLE II: MISSION AND PURPOSES**

### **2.01 MISSION**

To develop, promote, administer and govern the Club América Nido Águila Soccer Academy and promote player and coach development.

### **2.02 PURPOSES**

Club América Nido Águila has the following specific purposes:

1. Player and Coach Development

To establish programs and resources to recruit, register and develop competition players and coaches.

2. Policy Development and Enforcement

To establish appropriate policies for the governance of Club América Nido Águila Soccer Academy’s organization and programs, to maintain a system to enforce those policies, and to provide a mechanism for the prompt and equitable resolution of grievances.

3. Public Relations

To brand and promote Club América Nido Águila Soccer Academy programs and services to the public, and adequately communicate with, inform and be accessible to its Members.

4. Risk Management

To take appropriate actions to minimize the risk and exposure of Club América Nido Águila Soccer Academy's organization, Members, and Board.

## **ARTICLE III: OFFICES**

### **3.01 PRINCIPLE OFFICE**

The Organization's principal office shall be fixed and located in such place as the Board shall determine from time to time

## **ARTICLE IV: MEMBERS**

### **4.01 MEMBERS**

1. Club América Nido Águila Soccer Academy's members include:
  - a. Registered team coaches, assistants, and administrators;
  - b. Registered Youth Players and Parents of Registered Youth Players;

### **4.02 APPLICATION & FEES**

The Board shall establish policies and procedures for Club América Nido Águila Soccer Academy Membership. The board shall also establish a reasonable Academy Membership Fee. These fees should be reasonable for the successful administration of the Academy and meet the goals, objectives, purposes and mission of the Academy.

### **4.03 RIGHTS**

1. Voting
  - a. Youth Players and Parents of Youth Players shall have no individual voting rights;
  - b. Each team may provide a single representative (Coach, Assistant, Manager, Administrator, and Parent) to be entitled to one (1) vote per team at Academy Meetings on issues requiring membership approval.
2. Access to Records
  - a. Club América Nido Águila Soccer Academy shall publish on its website or otherwise make accessible to its Members its articles of incorporation, current bylaws, current policies, most recent financial statements, and most recent tax return.
3. Access to Meetings
  - a. Members have the right to attend all Club América Nido Águila Soccer Academy meetings, including Board Meetings, except Disciplinary Committee meetings.
4. Other Rights
  - a. Members shall have other rights as set forth in Club América Nido Águila Soccer Academy policy.

### **4.04 RESPONSIBILITIES**

1. Each Member is charged with knowledge of and must comply with Club América Nido Águila Soccer Academy Rules, UYSA Rules, USYSA Rules, and USSF Rules. Each Academy Team shall

have rules, policies etc. that are consistent with Academy Rules and UYSA Rules. UYSA Rules, USSF Rules, USYSA Rules take precedence over and supersede individual team rules.

2. All Members must register with UYSA all Youth Players, Coaches, Trainers, Administrators and Teams.

#### **4.05 BAD STANDING, SUSPENSION & TERMINATION**

1. The Board shall establish policies setting appropriate standards and penalties for placing Members in bad standing, suspension, and termination. Such standards shall include the failure to comply with Club América Nido Águila Soccer Academy Rules, UYSA Rules, USYSA Rules, or USSF Rules. The Board shall afford appropriate due process for placing Members in bad standing, suspension and termination. A membership shall automatically terminate if not renewed by deadlines for registration. A member in bad standing, suspension, or termination has none of the rights enumerated in this Article or as set forth by Academy policies.
2. Club América Nido Águila Soccer Academy will recognize the suspension and other disciplinary actions imposed on persons by any other soccer organization or team.

## **ARTICLE V: BOARD OF DIRECTORS**

### **5.01 BOARD COMPOSITION**

The Board shall be composed of a minimum of seven (7) individual Directors.

### **5.02 ELIGIBILITY**

To be eligible to be a Board Member, an individual must meet all of the following requirements:

1. Resides in Utah, within the Academy's boundaries;
2. Does not hold another position;
3. Has not been convicted of a felony within the previous ten (10) years;
4. Has never been convicted of a sex crime or a crime involving the abuse of a child.

### **5.03 AUTHORITY & RESPONSIBILITIES**

The Board shall have the following powers and responsibilities:

1. To amend Club América Nido Águila Soccer Academy's bylaws as provided herein;
2. To develop and enact policies for Club América Nido Águila Soccer Academy in conformance with the Academy's mission and purposes;
3. To take actions legal and necessary to carry out Club América Nido Águila Soccer Academy's mission and purposes, including the expenditure of funds and the execution of contracts;
4. To interpret and enforce Academy Rules;
5. To establish financial policies and approve budgets;
6. To review and make decisions on applications for membership and affiliation;
7. To set and approve membership and other Academy-related fees;
8. To approve chairpersons for standing committees;
9. To hire and fire office executives;

10. To grow membership and provide resources for that membership;
11. To identify and partner with funding sources;
12. To take all other actions described in or permitted by these bylaws.

#### **5.04 MEETINGS**

1. Board Meetings
  - a. The Board shall meet not less than once every calendar quarter.
  - b. The Secretary or designee shall post the agenda for a meeting on Academy's website and deliver it electronically to all Board members at least seven (7) days prior to a regular meeting.
  - c. Upon three (3) days' notice, the President or two (2) Board Members may call a special meeting of the Board. The notice of the special meeting shall state the purpose or specific topic of the meeting.
  - d. The Board may hold a meeting through teleconferencing or the use of any means of communication by which all Members may simultaneously speak to and hear each other.
  - e. A Member may participate in a Board meeting through teleconferencing or the use of any means of communication by which all Members may simultaneously speak to and hear each other.
  - f. A Board Member may have another Board Member represent him/her at meetings and vote on his/her behalf by proxy as provided herein.
2. Annual General Meeting (AGM)
  - a. At the AGM each year, an election will be held for those position that are up for election that year.
3. Meeting Minutes
  - a. Meeting Minutes shall be kept by the Secretary for every meeting and published to the Membership via email.

#### **5.05 VOTING**

1. On the Board, each member shall have one vote.
2. Voting on Board matters may be conducted at meetings or by e-mail.
3. At Board meetings, a Majority of the Board members must be present to hold a vote on any matter.
4. A measure being voted upon will only pass if the Majority of the votes in attendance at the meeting are cast in favor of the measure.
5. For e-mail votes, a measure will only pass if the Majority of total votes held by the Board members are cast in favor of the measure.

#### **5.06 ELECTIONS**

1. Interim Elections
  - a. An election may be held at any regular Board meeting to fill a vacancy in a position until the next AGM, provided that twenty (20) days' notice of such election has been given. In this situation, only the Board Members shall vote.
2. Nominations
  - a. Prior to an election, the Board shall establish a Nomination Policies and Procedures.

- b. At least twenty (20) days prior to the election, the Board shall establish a list with at least one candidate for each position up for election.
- c. Candidates must meet the qualifications found in Club América Nido Águila Soccer Academy policy.
- d. At least fourteen (14) days prior to the election, candidates must submit a nomination packet including an information sheet, resume, and written acceptance of their nomination.
- e. The Board shall make the list of candidates and packets available to voters at least seven (7) days prior to the election.
- f. There will be no nominations from the floor at the election meeting

#### **5.07 BOARD TERMS**

Academy board members shall serve terms of three (3) years with elections being held every year at AGM for open positions.

#### **5.08 CONDUCT**

- 1. Conflict of Interest
  - a. No Board Member shall engage in any position or function in an effort to gain advantage for their personal or business gain unless he/she has provided full disclosure to the Board and received an exemption by a two-thirds (2/3) vote of the Board.
  - b. The Board shall establish further appropriate conflict-of-interest policies.
  - c. Upon election and annually thereafter, each Board Member shall sign the conflict-of-interest policy.
- 2. Ethics
  - a. The Board shall adopt a Code of Ethics that is signed annually by each Member.

#### **5.09 SUSPENSION, REMOVAL, VACATION**

- 1. Suspension
  - a. Any Board Member who is charged with a felony or crime involving abuse of a child shall be suspended from the Board pending the outcome of the charges.
- 2. Removal
  - a. Prior to the expiration of a Board Member's term, such Member may be removed by a two-thirds (2/3) vote of the Board for any of the following reasons:
    - i. Failure to attend, personally or by available electronic means, at least seventy-five percent (75%) of regular Board meetings;
    - ii. Serious or continuous violation of Academy Rules, UYSA Rules, USYSA's Rules, or USSF Rules;
    - iii. Fraud or misrepresentation;
    - iv. Failure to adequately perform duties;
    - v. Violation of the conflict-of-interest policy or code of ethics;
  - b. Prior to the expiration of a board Member's term, such Director will be automatically removed for any of the following reasons:
    - i. Conviction for a felony or any crime involving abuse of a child;
    - ii. Failure to maintain residency in boundaries or membership in the Academy.

- c. Prior to the Board vote, the Member whose removal is being proposed is entitled to fifteen (15) days' notice and the right to be heard at the meeting at which the vote will take place.
3. Vacation
  - a. A Member's position shall become vacant upon the Member's resignation, death, incapacity, election to another position, or other event making it impossible for the Member to continue in the position.
  - b. A Member may resign at any time by delivering written or electronic notice to the President or by giving oral or written notice at any Board meeting. The resignation shall take effect at the time specified therein or, if not specified, upon delivery thereof. Acceptance of the resignation shall not be necessary to make it effective.

## **ARTICLE VI: COMMITTEES**

### **6.01 WORKING (AD-HOC) COMMITTEES**

1. The Board may establish working committees to accomplish particular tasks or to oversee ongoing areas in need of control or oversight.
2. Each working committee shall be presided over by a chairperson.
3. The President, with approval from the Board, shall appoint the chairperson and at least two (2) other members, but not more than six (6) members, for each working committee.
4. Working Committee members shall serve one-year terms unless they resign or are removed earlier by the President.
5. Each Working Committee may develop policies for its respective purpose and submit such policies to the Board for approval.
6. The chair and each committee member shall have one (1) vote on their respective committees.
7. Matters voted on by the committees must pass by a Majority vote.

### **6.02 REPORTING**

Each committee shall submit a quarterly report of its activities to the Board at least seven (7) days prior to the next scheduled Board meeting.

## **ARTICLE VII: OFFICERS**

### **7.01 PRESIDENT**

The President shall be the chairperson of the Board. The President shall have the following duties and responsibilities:

1. Oversee and direct all Academy activities;
2. Conduct all Board and other committee meetings;
3. Preside over the assigned committees;
4. Serve as an *ex officio* member of all standing committees with no voting rights;
5. Enforce Academy Rules;



6. Be a signatory on all Academy financial accounts;
7. Represent Academy in public relations matters;
8. Represent Academy at all necessary meetings and functions, including UYSA AGM, or designate appropriate proxy.

#### **7.02 FIRST VICE PRESIDENT**

The First Vice President shall have the following duties and responsibilities:

1. Assume the authorities and responsibilities of the President during his/her absence or during a vacancy in such office;
2. Be a signatory on all Academy financial accounts;
3. Preside over committees as assigned by the President;
4. Undertake other reasonable duties assigned by the President and/or the Board

#### **7.03 SECOND VICE PRESIDENT**

The Second Vice President shall have the following duties and responsibilities:

1. Assume the authorities and responsibilities of the President during the absence of the President and First Vice President or during a vacancy in such offices:
2. Be a signatory on all Academy financial accounts;
3. Preside over committees as assigned by the President;
4. Undertake other reasonable duties assigned by the President and/or the Board.

#### **7.04 EXECUTIVE TECHNICAL DIRECTOR**

The Executive Technical Director shall have the following duties and responsibilities:

1. The Board shall hire an Executive Technical Director to conduct the business, management, and affairs of Academy.
2. Executive Technical Director shall recruit, train, and retain Academy coaches, and otherwise establish programs and services to foster player and coaching development in the state.
3. The Board shall establish the Executive Technical Director's compensation and job requirements.
4. The Executive Technical Director shall develop and enact policies for the operation of the Academy.
5. The Executive Technical Director shall be employed by the board of directors and report directly to the Academy President.
6. The Executive Technical Director shall attend Board meetings and report on the progress of the organization.

#### **7.05 TREASURER**

The Treasurer shall have the following duties and responsibilities:

1. Oversee and direct all Academy financial activities;
2. Be a signatory on all Academy financial accounts;
3. Preside over committees as assigned by the President;
4. Undertake other reasonable duties assigned by the President and/or the Board.

#### **7.06 RISK MANAGEMENT COORDINATOR**

The Risk Management Coordinator shall have the following duties and responsibilities:

1. Oversee and direct the safety and risk management activities of all Academy coaches and youth players;
2. Preside over committees as assigned by the President;
3. Undertake other reasonable duties assigned by the President and/or the Board.

**7.07 REGISTRAR**

The Registrar shall have the following duties and responsibilities:

1. Oversee and direct the registration activities of all Academy coaches and youth players per UYSA Policies and Procedures, Section 7, "Registration";
2. Preside over committees as assigned by the President;
3. Undertake other reasonable duties assigned by the President and/or the Board.

**7.08 SECRETARY**

The Secretary shall have the following duties and responsibilities:

1. Document the meetings of the Academy;
2. Post Academy meeting minutes as directed by President;
3. Preside over committees as assigned by the President;
4. Undertake other reasonable duties assigned by the President and/or the Board.

## **ARTICLE VIII: MISCELLANEOUS**

**9.01 ACCOUNTING YEAR**

Club América Nido Águila Soccer Academy's Fiscal Year shall be June 1 of one calendar year to May 31 of the next calendar year.

**9.02 INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Club América Nido Águila Soccer Academy shall indemnify each Director or executive officer now or hereafter serving Club América Nido Águila Soccer Academy, and the respective heirs, executors and administrators of each of them, to the fullest extent provided by law against all liabilities, costs, expenses, judgments, and attorney's fees incurred by or imposed upon them in connection with or resulting from them being or having been a Director or executive officer, provided that in their official capacity with Club América Nido Águila Soccer Academy, they acted in good faith and in a manner reasonably believed not opposed to the interests of Club América Nido Águila Soccer Academy. In the case of criminal proceedings Club América Nido Águila Soccer Academy shall indemnify if the Director or executive officer had no reasonable cause to believe their conduct was unlawful. Any judgment, settlement, conviction, or plea of nolo contendere shall not, of itself, be a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of Club América Nido Águila Soccer Academy or had reasonable cause to believe their conduct was unlawful. The foregoing right of indemnification shall not be exclusive of other rights to which

such Director or executive officer may be entitled as a matter of law. In its sole discretion, the Board may obtain insurance on behalf of any person who is or was a Director, executive officer, employee, or agent against any liability arising out of their status.

**9.03 NOTICES**

Notices required by these bylaws must be in writing and must be delivered by hand, fax, e-mail, U.S. mail, or other reputable courier service. An individual or organization entitled to notice may waive such notice in writing. Attendance of an individual at a meeting, personally or by proxy, constitutes waiver of notice by the individual or the organization represented by such individual, except when the individual attends such meeting for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened.

**9.04 PROXYS**

A proxy must be in writing, designate the person entitled to vote, designate the time period the proxy is effective, and be submitted to a member of the appropriate body prior to use of the proxy.

**9.05 GRIEVANCES, DISPUTES, AND APPEALS**

The Board shall establish policies and procedures to allow the Members to obtain prompt and fair resolution of any disputes or issues arising from their Club América Nido Águila Soccer Academy membership. Members shall also have the appeal rights provided by USSF. Members must exhaust the remedies provided by Club América Nido Águila Soccer Academy before invoking the aid of Utah's federal, state, or local courts.

**9.06 PRECEDENCE**

Club América Nido Águila bylaws take precedence over Club América Nido Águila policies.

**9.07 USSF COMPLIANCE**

Club América Nido Águila Soccer Academy shall comply with all of USSF's reporting policies and requirements.

**9.08 LIABILITY DISCLAIMER**

Club América Nido Águila Soccer Academy specifically disclaims legal or financial responsibility for debts, contracts, financial obligations or other personal liabilities of any Member or Director.

**9.09 ABUSE POLICIES**

Club América Nido Águila Soccer Academy opposes sexual and physical abuse. To the extent permissible under applicable law, the Board shall adopt policies consistent with USSF criteria.

**9.10 AMATEUR SPORTS ACT**

To the extent applicable, Club América Nido Águila Soccer Academy and its teams shall comply with the Amateur Sports Act found at 36 U.S.C. section 371, et. seq.

**9.11 CONDUCT OF MEETINGS**

Club América Nido Águila Soccer Academy meetings shall be conducted in accordance with latest version of Robert's Rules of Order, except as modified herein.

**9.12 APPLICABLE LAW**

Utah law shall govern the construction, interpretation, and enforcement of these bylaws.

**ARTICLE IX: AMENDMENTS**

**10.01 PROPOSAL**

1. The Board or any Member may propose or sponsor an amendment to these bylaws.
2. Proposed amendments will be voted upon at the AGM or any Board meeting.
3. Any proposed amendment must be submitted in writing to the Chief Executive Officer at least forty-five (45) days prior to the meeting at which the vote will take place, and must be circulated to voting members not later than thirty (30) days prior the meeting.

**10.02 ADOPTION**

1. For votes on proposed amendments at the AGM, an amendment shall be adopted by a vote of two-thirds (2/3) of the votes present at the AGM.
2. For votes on proposed amendments at a Board Meeting, an amendment shall be adopted by a vote of three fourths (3/4) of all votes held by the Board.
3. At the AGM, the Academy Membership shall ratify all amendments adopted by the Board since the prior AGM.
4. Amendments adopted at the AGM or a Board meeting shall be effective at the beginning of the next Seasonal Year unless otherwise determined by the voting body.