

Bylaws of the Box Elder United Soccer Club

ARTICLE 1: NAME, PURPOSE, AND AFFILIATION

1.01 NAME

1.01.01 The soccer Club, hereafter referred to as “the Club,” shall be known and registered as the Box Elder United Soccer Club, and shall also be known as BE United. The Club shall operate as a non-profit corporation organized under the laws of the state of Utah. The Club shall maintain tax-exempt status in accordance with the Internal Revenue Code and the laws of Utah.

1.02 PURPOSE

1.02.01 The purpose of the Club is to organize, promote, educate, and develop soccer teams in Box Elder County and surrounding geographic areas and to receive gifts or donations to promote the health, welfare, and recreation of the general public through the sport of soccer. The Club intends to comply with all regulations pursuant to IRS Code 501(c)(3), establishing requirements for non-profit corporations. The Club’s goals are to foster an environment of personal development in the individual player as well as build a program that will assist in building teams capable of playing at the highest levels. The Club will also advocate community involvement as well as good sportsmanship.

1.03 AFFILIATION

1.03.01 The Club shall be an affiliate member with Utah Youth Soccer Association (UYSA), United States Youth Soccer Association (USYSA), and the United States Soccer Federation (USSF). Neither the Club nor its members may join any organization whose requirements conflict with the bylaws, policies, or the rules of the USSF. The Club will register all of its players, coaches, teams, referees, and administrators with UYSA at least once a year and pay all dues and fees to UYSA in a timely manner according to accepted practices and policy as set by UYSA. Upon seven (7) days’ notice, the Club shall make its business and financial records available to UYSA for inspection.

ARTICLE 2: GOVERNING DOCUMENTS

2.01 AUTHORITY STRUCTURE

2.01.01 This Club shall be governed by its Articles of Incorporation and Bylaws, which shall take precedence over policies, and shall be consistent with the Constitution and Rules of the UYSA, the USSF, and the USYSA, as such Constitution and Rules are approved by their governing authority.

2.02 REPORTING

2.02.01 This Club, on or before July 15 of each year, shall provide to the UYSA: 1. A list of the Board of Directors including names, addresses, phone numbers, and e-mail addresses; 2. Proof of IRS 501(c)(3) status; 3. A copy of the current bylaws; 4. All appropriate membership fees; 5. The name, phone number, and email address of the Member’s Director of Coaching; and 6. A club development plan if the Organizational Member intends to continue utilizing or start utilizing the C-Pass.

2.02.02 Copies of the Club’s Articles of Incorporation, Bylaws and Policies shall be made available to its members through, but not limited to the internet.

2.02.03 All changes to the Articles of Incorporation, Bylaws, or Policies must be reported to the membership at the next Annual General Meeting (AGM) and copies must be sent to the membership via e-mail.

2.03 AMENDMENTS

- 2.03.01 Any proposal to amend the Articles of Incorporation or Bylaws of this Club may be made by any Club member, by the Board of Directors, or by a properly constituted committee of this Club. Changes must be submitted in writing to the President or Secretary no later than 30 days prior to the AGM and must be circulated to the voting members no later than 15 days prior to the AGM. Proposed amendments must be published and/or circulated to all members via the Club website, e-mail, mail, or other means.
- 2.03.02 Amendments to the Articles of Incorporation or Bylaws shall be made at the AGM or at special meeting of the Club called for that purpose.
- 2.03.03 An Amendment to the Articles of Incorporation or Bylaws shall be deemed adopted by a 2/3 majority of the votes present at the AGM or other meeting called for that purpose. Amendments adopted shall be in effect immediately unless otherwise specified.

ARTICLE 3: BOARD OF DIRECTORS

3.01 POSITIONS

3.01.01 The Board of Directors of the Club shall be composed of the following volunteer positions which shall serve for two-year terms beginning upon election at the annual AGM and ending on the date of the AGM approximately two years later:

- President
- Vice President
- Recreation Director (added later)
- Equipment Director
- Director of Coaching
- Public Relations/Community Involvement
- Secretary
- Uniforms
- Fundraising
- Activities
- Other directors as approved by the Board (must be ratified and added to the Bylaws at the next AGM)

3.01.02 The Board of Directors may appoint or hire the following officers to assist with Club administration including the following positions:

- Treasurer
- Risk Management Coordinator/Registrar
- Field Coordinator
- Referee Coordinator/Representative

3.01.03 The President, subject to the approval of the Board, may appoint officers to assist in the administration of the Club. These positions may be ratified at the next AGM. Other positions may include but are not limited to:

- Area Leader
- Field Coordinator/Marshals
- Match Scheduler
- Volunteer Coordinator

3.01.04 The officers and directors of the Club must be legal citizens of the United States of America and residents of the state of Utah. No person who is paid by the Club may serve as a voting member on the Board of Directors.

3.01.05 No director shall hold more than 1 board voting position at the same time. An incumbent director or officer may be removed prior to completion of his/her term of office by a 2/3 vote of the Board of Directors. In the event that a board member or officer cannot complete his/her term he/she should resign by letter/e-mail sent to the Club President. The Board may appoint someone to that position for the duration of the unexpired term.

3.01.06 Couples may choose to jointly volunteer for and fill a board position; however, in such cases, the couple shall only be entitled to one vote for the position they are filling.

3.01.07 The Treasurer, Risk Management Coordinator/Registrar, Referee Coordinator, and Field Coordinator shall be selected by the Board of Directors for two-year terms, which terms shall begin on July 1st expire on June 31st. These non-voting officers may reapply as they are interested. These positions are subject to review by the Board. The Treasurer and the Risk Management Coordinator/Registrar will be evaluated during the even numbered years. The Field Coordinator and Referee Coordinator will be evaluated on odd numbered years. When these positions come open, the Board will post the vacancy for a minimum of 15 days prior to the election of the paid position. Application must be presented to the Board a minimum 7 days before the position is filled during a board meeting. If no applications are received, the Board has the authority to appoint someone to these positions. Paid positions may not be related (by family or marriage) to any Board member.

3.01.07 No voting board member may receive any financial gain for commission of their board duties, except for reimbursement of approved expenses and a waiver of a Club/volunteer fee(s) for a child(ren) who play(s) for the Club.

3.02 RESPONSIBILITIES OF CLUB BOARD MEMBERS

3.02.01 The Club Board of Directors shall have the authority over and be responsible for:

- A. Ensuring compliance with the Articles of Incorporation and Bylaws of the Club.
- B. Establishing and enforcing Club policies.
- C. Exercising full disciplinary authority within the Club as needed.
- D. Establishing Club procedures to provide for the necessary support of the Club and for the implementation of UYSA programs within the Club.
- E. Ensure that proper elections are held within the Club.
- F. Determine the amount of annual registration fees.
- G. Manage funds and finances of the Club with the assistance of the Club Treasurer.

3.03 JOB DESCRIPTIONS

3.03.01 The Board of Directors shall have the following responsibilities:

- A. **PRESIDENT:** The President shall preside at and conduct all meetings of the Board and shall be responsible for establishing and staffing the Club in all areas necessary to provide a complete soccer program. The President shall be responsible for implementing and enforcing the UYSA constitution, bylaws, and rules within the Club. The President will act as the chief signer of financial instruments, contracts, and other documents. The President shall be the Chief Executive Officer of the Club and shall be subject to the control of the Board of Directors and have general supervision, direction, and control of the business of the Club. The President is responsible to attend Region and state meetings and report back to the Club.
- B. **VICE PRESIDENT:** The Vice President on the Board shall have the authorities and responsibilities of the President during their absence. The Vice President is over the competition program in the

area and will assist in putting teams together. The Vice President shall assist the President as needed.

- C. DIRECTOR OF RECREATION AND DEVELOPMENT: This Director shall oversee the recreational program within the Club and will work with UYSA to administer a developmental program in Box Elder County. This Director will be added when the Board votes to move forward with establishing a recreational program.
- D. DIRECTOR OF COACHING: This Director shall be responsible for developing a coaching manual that explains in detail how soccer should be coached for each age group in the Club. The manual should be focused on achieving the Club's stated goals by creating a system that focuses on the development of all players in a way that is positive and fun. This Director shall be responsible for planning and conducting coaches' meetings for all recreation and competition coaches prior to the start of season and ensuring that the coaches are following the instructions in the coaching manual. This Director will be a support person for all coaches within the Club and may delegate as needed to be able to provide support for all coaches. This Director will also assist in recruiting coaches, will notify/provide coaches training classes when available, and will also provide training in best practices of coaching. A minimum coaching license level of an "E", with a recommendation level of a "D" is needed to be eligible for this position. The director of coaching may have an assistant of his choosing to help fulfill his responsibilities.
- E. PUBLIC RELATIONS: This Director shall be responsible for taking pictures at events. This Director shall be in charge of interfacing with the public including sending out e-mails to the members, keeping the website updated, and submitting items to newspapers.
- F. EQUIPMENT DIRECTOR: This Director shall be responsible for pricing, ordering, and distributing all equipment, including nets. This person shall keep inventory of all equipment purchased by the Club and submit a cost estimate to the Board prior to purchasing.
- G. SECRETARY: The Secretary shall keep an accurate record of all meetings, handle all correspondence, give notice of meetings, and maintain files of the Club. The Secretary shall prepare an agenda for board meetings and be the point of contact for adding agenda items. The Secretary will assist president in corresponding with coaches.
- H. UNIFORMS DIRECTOR: This Director shall be responsible for coordinating and overseeing the uniform ordering process, communicating with the uniform distributor, opening and closing the online store, and ordering and distributing training tops. The Club also maintains a small inventory of uniform items and practice equipment, e.g., soccer balls, pinnies, etc., that this Director manages and distributes as needed.
- I. FUNDRAISING: This Director shall arrange for and oversee fundraising activities for the Club players. This Director shall also seek grants, donations, and other fundraising opportunities for the Club as a whole.
- J. ACTIVITIES: This Director shall be responsible for all Club activities including the AGM, parade, swimming party, and any other Club activities.

3.03.01

The Club officers shall have the following responsibilities:

- A. TREASURER: The Treasurer shall give a receipt for all monies that shall be deposited in a federally insured financial institution in the name of the Club. Deposits must be submitted within three banking days. All accounts shall be paid by check after approval by the President or Board of Directors. The Treasurer shall prepare and present financial reports at every meeting. The Treasurer shall complete and file the annual tax return, submit documents annually to UYSA to retain Club membership, reconcile bank statements monthly, pay invoices and reimbursements on a timely basis, submit all applicable documents to maintain 501(c)(3) status with the IRS, safeguard the Club credit card, monitor card usage, reconcile the credit card statements, and assist the Board in setting fees and providing other services as requested by the Board.
- B. RISK MANAGEMENT COORDINATOR/REGISTRAR: The Risk Management Coordinator ("RMC") shall be responsible for ensure that all of the active team administrators and coaches have

completed the following annual safety trainings required by UYSA: (i) SafeSport; and (ii) Heads Up Concussion in Youth Sports. In addition, the RMC shall monitor and manage in SOMS all suspected and known head injuries incurred by any of the Club's players and serve as a liaison between the Club and UYSA's Risk Management Committee, attending meetings of the Committee when required. The Registrar shall be responsible for the annual or semi-annual registration of players in the Club. The Registrar will be responsible for advertising and orchestrating registration each season. The Registrar will be in charge of the collection of paperwork necessary for registration. The Registrar shall maintain a list of all Club members and contact information for Club members. The Registrar should work with the Vice President to increase enrolment. The Registrar will work with the Treasurer to account for registration fees collected.

- C. FIELD COORDINATOR: The Field Coordinator shall be responsible for securing fields and keeping fields maintained (painted, nets, general maintenance).
- D. REFEREE COORDINATOR/REPRESENTATIVE: This Director shall be responsible for recruiting referees as well as assisting in their development and training.

3.04 REMOVAL AND REPLACEMENT

3.04.01 All directors and officers of the Club may be removed at any time prior to completion of their term, with or without cause, by the affirmative vote of 2/3 of the eligible voting board members.

3.04.02 When any office becomes vacant because of the removal or resignation of a director or officer, the Board of Directors shall appoint an individual to fill the office until the next AGM. At the next AGM, an election by all eligible Club members shall take place to fill the vacancy. In the event the President's position is vacant. The Vice President will fill the role of President until the next AGM.

ARTICLE 4: MEETINGS

4.01 BOARD MEETINGS

4.01.01 When the President is absent, the following order of leadership will be followed for the purpose of conducting necessary business: Vice President, Secretary, or anyone else selected by a majority of the Board of Directors present.

4.01.02 The following will be considered voting members for the purpose of board meetings:

- A. Voting Members:
 - 1. Vice President, Director of Recreation, Public Relations, Equipment Director, Director of Coaching, Uniforms Director, Fundraising Director, Activities Director, and Secretary
 - 2. President, with only a tie breaking vote
- B. Non-Voting Officers:
 - 1. Fields Coordinator, Risk Management Coordinator/Registrar, Referee Representative, and Treasurer

4.01.03 Club meetings will be held at least monthly during the playing season (Fall & Spring) and as needed during the rest of the year. Items to be discussed at the meeting must be included on an agenda that is posted on the Club's website in advance of the meeting in accordance with 4.01.06. The Board may not take action on items that are not included on the agenda.

4.01.04 Each board member will have 1 vote with the exception of the President. The President may only have a vote when there is a tie.

4.01.05 A majority of voting members must be present in order for a quorum to exist and a simple majority of the quorum votes shall determine all issues, with the exception of the removal of directors or officers, decisions at an emergency meeting, or decisions via e-mail, all of which require a 2/3 majority.

- 4.01.06 The Club will advertise Club meetings by posting a copy of the agenda to the website at least 2 days prior to the meeting.
- 4.01.07 Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors or is related to a person who has a financial or personal interest, the person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Club to do so.
- 4.01.08 In the case of business needing to be conducted between board meetings, an emergency meeting can be called by a simple majority vote of the Board. Voting to call a meeting may take place by e-mail; with e-mail voting being allowed to take place over no less than a 24-hour period, or until a majority of the Board's votes are received. At an emergency meeting, all motions must pass by a 2/3 majority of attending members.
- 4.01.09 When a vote is needed quickly, an e-mail vote by the Board of Directors may be accepted. Votes will be recorded by the Secretary after being sent to the Secretary and President of the Club. Motion by e-mail will need a 2/3 majority to pass.
- 4.02 ANNUAL GENERAL MEETING
- 4.02.01 The Club shall hold an Annual General Meeting each year during the month of June. Notification shall be made to all members of the Club at least 30 days prior to the meeting. Notifications must be made by posting notice on the website, but may also be made by e-mail, mail, publication, or any other method calculated to notify as many members as possible.
- 4.02.02 The order of business at the AGM shall go as follows:
- A. Call to Order
 - B. Roll Call and Presentation of the Board of Directors
 - C. Acceptance of Minutes of Previous AGM
 - D. Reports of the Club's activities and finances
 - E. Proposals for changes to the Articles of Incorporation or Bylaws
 - F. Introduction of Board candidates
 - G. Election of Board members
 - H. Adjournments
- 4.02.03 The Club shall e-mail notice 30 days in advance of each AGM of the Board positions that need to be filled at the AGM. All nominations of candidates for the Board of Directors must be submitted to the Club Secretary via e-mail no later than 15 days prior to the AGM. A list of all nominations shall be emailed out to all members and posted to the website at least 7 days prior to the AGM.
- 4.02.04 At the AGM, each Club member may cast 1 vote. Voting shall be done by secret ballot. A simple majority vote of Club members shall be required to determine all issues other than amendments to the Articles of Incorporation or Bylaws which will require a 2/3 vote to change. Votes will be tallied and newly elected directors and any changes to the Articles of Incorporation or Bylaws shall take effect immediately upon election.
- 4.02.05 At the AGM, the following board members shall be elected for a 2-year term.
Voting shall be done in the following order:
- 1. Odd numbered years: Vice President, Recreation Director, Equipment Manager, Uniforms
 - 2. Even numbered years: Public Relations, Secretary, Fundraising, Activities, Director of Coaching

- 4.02.06 Positions that remain vacant after the AGM may be filled by the board by a majority vote after receiving and reviewing the applications from interested candidates.

ARTICLE 5: MEMBERSHIP

5.01 CLUB MEMBERSHIP

- 5.01.01 Club members elect the Board of Directors, vote on amendments to the Bylaws, and vote on amendments to the Articles of Incorporation. Club members consist of the following: those parents/legal guardians who have children that play for the Club and have paid all relevant fees, Club board members, and Club coaches. The Registrar shall maintain a list of all Club members that are in good standing.
- 5.01.02 The Board of Directors may, at its discretion, suspend or expel from membership any individual that: (i) willfully violates any of the provisions of the Articles of Incorporation, Bylaws, or Policies of the Club or of the Leagues in which they play; or (ii) commits any act that is inconsistent with the principles and standards of good sportsmanship and fair play. Any such suspension or expulsion shall require a two-thirds (2/3) vote of the Board of Directors. The Board of Directors shall provide members with an opportunity to show cause why such action should not be taken prior to their being suspended or expelled from the Club.
- 5.01.03 Suspended or expelled members will not be allowed to participate in any UYSA activities (tournaments, games, travel, etc.). This includes participation and voting at any and all meetings.
- 5.01.04 The Board of Directors may reinstate an individual that has been suspended or expelled from the Club by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE 6: CLUB RESPONSIBILITIES

6.01 CLUB RESPONSIBILITIES

- 6.01.01 The Club is responsible for scheduling play for recreation and developmental programs where applicable. No tryouts are held for developmental and recreation players. Every attempt will be made to form teams in neighborhoods.
- 6.01.02 The Club will provide a place for competitive players in Regional and State level play.
- 6.01.03 The Club shall have the authority to set their fee schedule subject to review in an independent audit by UYSA.
- 6.01.04 Signers on the Club checking account and credit card shall be the President, Vice President, Treasurer, and Secretary. All expenses must be approved by the President and another signer on the account. The President may approve expenses up to and including \$500. Expenses that exceed \$500 must be approved by the Board of Directors. No expenditure may be approved by the President or the Board of Directors unless there is sufficient money allocated for the expenditure in the budget.
- 6.01.05 The Club may provide support for independent teams as well as Club teams. Independent teams may be formed by individual coaches. Independent teams will be defined as teams maintaining their own name as well as gathering their own players through a separate tryout process from the Club. These teams may be given assistance for registration as well as having a place to play for ages and levels of competition. Independent teams will provide their own uniforms as well as run their programs. These teams will still be subject to Bylaws and Club Policies.

- 6.01.06 Club teams will share a common name. The Club will hold tryouts and provide coaches for appropriate teams at appropriate levels. The Club will encourage higher level of play as well as more active and organized involvement in the community. Benefits may also include but are not limited to: higher level training for players and coaches, fundraisers, buying uniforms in bulk for more discounts.
- 6.01.07 Mandatory Registration: The Club being affiliated with UYSA must register every soccer player, coach, and administrator. Volunteer disclosures must be filled in for every adult volunteer in the program within 30 days of appointment.
- 6.01.08 Non-Affiliated teams, organizations, or groups may request affiliation in writing at any time. Such affiliation is subject to its members stated willingness to adhere to the Articles of Incorporation, Bylaws, and Policies of the Club, UYSA, USYSA, and USSF. The team or organization's request for affiliation should be submitted to the Board of Directors for approval.

ARTICLE 7: TEAMS AND COACHES

7.01 TRYOUTS

- 7.01.01 The Club shall hold annual tryouts during the months of May and/or June. The coaches for each age group shall be responsible to administer the tryouts and shall hold joint tryouts for all potential players in their age group. Coaches shall use their best efforts to make room on the team for each child who participates in tryouts.
- 7.01.02 Following tryouts, coaches shall work together to organize teams in a manner that is consistent with the coaching manual. Coaches may not contact the parents or legal guardians of a Club player who is not on their team with the intent to persuade the parents or legal guardians to have their child play for the coach's team. If the coaches cannot agree on how to divide potential players, disputes may be resolved by the Director of Coaching.
- 7.01.03 Once teams have been organized, coaches will notify players of their acceptance and the process to register.

7.02 COACHES

- 7.02.01 Each coach must have a license or the appropriate waiver while they work to obtain a license.
- 7.02.02 Coaches shall encourage and demonstrate good sportsmanship at all times.
- 7.02.03 Coaches whose child(ren) play for the Club may obtain a fee waiver when registering their child(ren) for the Club.

7.03 VIOLATIONS

- 7.03.01 Any violations of the Bylaws in this Chapter shall be referred to the Director of Coaching. The Director of Coaching shall have authority to remove a coach. The Board of Directors may override a decision of the Director of Coaching by a majority vote.

ARTICLE 8: MISCELLANEOUS

8.01 FINANCIAL DISCLAIMER

- 8.01.01 The Club shall not assume, nor be liable for the debts and/or financial responsibilities that are incurred by any coach, manager, team assistant, board member without approval of the Board of Directors.

8.02

DISSOLUTION

8.02.01

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporations, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, and /or scientific purposes, and which has established its tax-exempt status under the section 501(c) (3) of the IRS code.

8.03

RULES OF ORDER

8.03.01

Meeting shall be run informally according to an agenda. When more formal meetings are necessary the meetings will be conducted in accordance with parliamentary procedures, with Robert's Rules of Order being the standard reference in the event of dispute.